

## Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | 31/01/2015 |
|------------------------------------|------------|
|------------------------------------|------------|

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Mastermind Capital Limited |
|----------------|----------------------------|
| Date Submitted | 02/02/2015                 |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares                    |                           |                                  |   |
|---------------------------------------|---------------------------|----------------------------------|---|
| (1) Stock code : <u>00905</u> Descrip | otion : Ordinary          | Shares                           |   |
|                                       | No. of ordinary<br>shares | Par value<br>(HK\$)              | Authorised share<br>capital<br>(HK\$)           |
| Balance at close of preceding month   | 4,000,000,000             | 0.25                             | 1,000,000,000                                   |
| Increase/(decrease)                   |                           |                                  |   |
| Balance at close of the month         | 4,000,000,000             | 0.25                             | 1,000,000,000                                   |
| (2) Stock code : <u>N/A</u> Descrip   | otion :                   |                                  |   |
|                                       | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month   |                           |                                  |   |
| Increase/(decrease)                   |                           |                                  |   |
| Balance at close of the month         |                           |                                  |   |

### 2. Preference Shares

Increase/(decrease)

Balance at close of the month

Total authorised share capital at the end of the month (HK\$) :

| Stock code :        | N/A           | _Descript | ion :                          |                                  |   |
|---------------------|---------------|-----------|--------------------------------|----------------------------------|---|
|                     |               |           | No. of preference shares       | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of | f preceding m | nonth     |                                |                                  |   |
| Increase/(decrease  | )             |           |                                |                                  |   |
| Balance at close of | the month     | -         |                                |                                  |   |
| 3. Other Classes of | fShares       |           |                                |                                  |   |
| Stock code :        | N/A           | Descript  | ion :                          |                                  |   |
|                     |               |           | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of | preceding n   | nonth     |                                |                                  |   |

\_

1,000,000,000

# II. Movements in Issued Share Capital

|  | No. of ord  | inary shares | No of preference | No. of other classes |
|--|-------------|--------------|------------------|----------------------|
|  | (1)         | (2)          | shares           | of shares            |
| Balance at close of preceding month      | 311,738,600 | N/A          | <u>N/A</u>       | <u>N/A</u>           |
| Increase/ (decrease)<br>during the month | 155,869,300 | N/A          | <u>N/A</u>       | <u>N/A</u>           |
| Balance at close of the month            | 467,607,900 | <u>N/A</u>   | <u>N/A</u>       | <u>N/A</u>           |

### III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share<br>option scheme<br>including EGM |  |                 |               |              | No. of new shares of<br>issuer issued during<br>the month pursuant | No. of new shares of<br>issuer which may be<br>issued pursuant thereto |
|--|--|-----------------|---------------|--------------|--|--|
| approval date  |  | Movement duri   | ng the month  |              | thereto  | as at close of the month   |
| (dd/mm/yyyy) and                                       |  | Movement duri   | ng the month  |              | _  |  |
| class of shares  |  |                 |               |              |  |  |
| issuable   | Granted                                | Exercised       | Cancelled     | Lapsed       |  |  |
| 1. Share option  |  |                 |               |              |  |  |
| Scheme   |  |                 |               |              |  |  |
| Exercise price :                                       |  |                 |               |              |  |  |
| HK\$2.644  |  |                 |               |              |  |  |
| (12/01/2009)   |  |                 |               |              |  |  |
| Ordinary shares  | _                                      | -               | -             | -            | -  | 3,250,000  |
| (Note 1)   | ······································ |                 |               |              |  |  |
| (11010-1)  |  |                 |               |              |  |  |
| 2.   |  |                 |               |              |  |  |
| <u></u>  |  |                 |               |              |  |  |
|  |  |                 |               |              |  |  |
|  |  |                 |               |              |  |  |
|  |  |                 |               |              |  |  |
| ( / / )  |  |                 |               |              |  |  |
| shares   |  |                 |               |              |  |  |
| (Note 1)   |  |                 |               |              |  |  |
|  |  |                 |               |              |  |  |
| 3.   |  |                 |               |              |  |  |
|  |  |                 |               |              |  |  |
|  |  |                 |               |              |  |  |
|  |  |                 |               |              |  |  |
|  |  |                 |               |              |  |  |
|  |  |                 |               |              |  |  |
| shares   |  |                 |               |              |  |  |
| (Note 1)   |  | -               |               |              |  |  |
|  |  | 10              | tal A. (Ordin |              |  |  |
|  |  |                 | ,             | nce shares)  |  |  |
|  |  |                 | (0            | Other class) |  |  |
| Total funds raised du                                  | ring the month                         | from exercise o | f             |              |  |  |
| options (State current                                 |  |                 |               |              |  |  |
|  |  |                 |               |              |  |  |

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)                         | Currency of Nominal value a<br>nominal close of<br>value preceding mont | during the | Nominal value<br>at close of the<br>month  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---|------------|--|--|--|
| <u>1. N/A</u>  |   |            |  |  |  |
|  |   |            |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)        |   |            |  |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)       | ( / / )   | _          |  |  |  |
| <u>2.</u>  |   |            |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)        |   |            |  |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>3. | ( / / )   | _          |  |  |  |
|  |   |            |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)        |   |            |  |  |  |
| 4  | ( / / )   | _          |  |  |  |
| <u>4.</u>  |   |            |  |  |  |
| Class of shares issuable (Note 1)  |   |            |  |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)       | ( / / )   | _          |  |  |  |
|  | То  | (Prefere   | ary shares)<br>nce shares)<br>Other class) |  |  |

#### For Main Board and GEM listed issuers

|  | Currency of amount | Amount at close<br>of preceding | Converted<br>during the | Amount at close of the | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|--------------------|---------------------------------|-------------------------|------------------------|--|--|
| Class and description                            | outstanding        | month                           | month                   | month                  |  | monui  |
| 1. N/A   |                    |                                 |                         |                        |  |  |
|  | _                  |                                 |                         |                        |  |  |
|  | _                  |                                 |                         |                        |  |  |
|  |                    |                                 |                         |                        |  |  |
| Stock code (if listed)                           |                    |                                 |                         |                        |  |  |
| Class of shares                                  |                    |                                 |                         |                        |  |  |
| issuable ( <i>Note 1</i> )<br>Subscription price |                    |                                 |                         |                        |  |  |
| EGM approval date                                |                    |                                 |                         |                        |  |  |
| (if applicable)                                  |                    |                                 |                         |                        |  |  |
| (dd/mm/yyyy))                                    | ( / / )            |                                 |                         |                        |  |  |
| 2.   | _                  |                                 |                         |                        |  |  |
|  | _                  |                                 |                         |                        |  |  |
|  | _                  |                                 |                         |                        |  |  |
| Stock and (if listed)                            |                    |                                 |                         |                        |  |  |
| Stock code (if listed)<br>Class of shares        |                    |                                 |                         |                        |  |  |
| issuable (Note 1)                                |                    |                                 |                         |                        |  |  |
| Subscription price                               |                    |                                 |                         |                        |  |  |
| EGM approval date                                |                    |                                 |                         |                        |  |  |
| (if applicable)                                  |                    |                                 |                         |                        |  |  |
| (dd/mm/yyyy)3.                                   | ( / / )            |                                 |                         |                        |  |  |
| 3.   | _                  |                                 |                         |                        |  |  |
|  | _                  |                                 |                         |                        |  |  |
|  | _                  |                                 |                         |                        |  |  |
| Stock code (if listed)                           |                    |                                 |                         |                        | ,  |  |
| Class of shares                                  |                    |                                 |                         |                        |  |  |
| issuable (Note 1)                                |                    |                                 |                         |                        |  |  |
| Subscription price                               |                    |                                 |                         |                        |  |  |
| (if applicable)                                  |                    |                                 |                         |                        |  |  |
|  | ( / / )            |                                 |                         |                        |  |  |
| 4.   |                    |                                 |                         |                        |  |  |
|  |                    |                                 |                         |                        |  |  |
|  | _                  |                                 |                         |                        |  |  |
|  |                    |                                 |                         |                        |  |  |
| Stock code (if listed)                           |                    |                                 |                         |                        |  |  |
| Class of shares issuable (Note 1)                |                    |                                 |                         |                        |  |  |
| Subscription price                               |                    |                                 |                         |                        |  |  |
| EGM approval date                                |                    |                                 |                         |                        |  |  |
| (if applicable)                                  |                    |                                 |                         |                        |  |  |
| (dd/mm/yyyy)                                     | ( / / )            |                                 |                         | 1 `                    |  |  |
|  |                    | ,                               | Iotal C. (Ordir         | hary shares)           |  | -  |
|  |                    |                                 | (rielefe                | ence shares)           |  | -  |

#### For Main Board and GEM listed issuers

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|--|---|--|
| if applicable, and class of shares issuable:<br>1. N/A     |   |  |
| 1. <u>IV/A</u>   |   |  |
|  |   |  |
|  |   |  |
| shares (Note 1)  |   |  |
|  |   |  |
| 2  |   |  |
|  |   |  |
|  |   |  |
| shares (Note 1)  |   |  |
|  |   |  |
| 3.   |   |  |
|  |   |  |
|  |   |  |
|  |   |  |
| shares (Note 1)  |   | <u></u>  |
|  |   |  |
| Total D. (Ordinary shares)                                 |   |  |
| (Preference shares)  |   |  |
| (Other class)  |   |  |
|  |   |  |

| Other Movements | in  | Issued | Share | Capital |
|-----------------|-----|--------|-------|---------|
| outer movements | 111 | Issucu | Share | Capitai |

| Oth | Type of Issue |   |  |           |          | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----|---------------|---|--|-----------|----------|---|---|
|     |               |   | Class of shares issuable                   |           |          |   |   |
| 1.  | Rights issue  | At price : State  | (Note 1)<br>Issue and allotment            | ( / /     | )        |   |   |
| 1.  | Nghts issue   | currency  | date : (dd/mm/yyyy)                        | ( / /     | )        |   |   |
|     |               |   | EGM approval date:<br>(dd/mm/yyyy)         |           | /        | N/A   | N/A   |
|     |               |   |  |           |          |   |   |
|     |               |   | Class of shares issuable (Note 1)          | Ordina    | <u>y</u> |   |   |
| 2.  | Open offer    | At price : $\frac{\text{State}}{\text{currency}} = \frac{\text{HK}\$0.45}{\text{HK}\$0.45}$ | Issue and allotment<br>date : (dd/mm/yyyy) | (14/01/20 | 15)      |   |   |
|     |               |   | EGM approval date:<br>(dd/mm/yyyy)         | ( / /     | )        |   |   |
|     |               |   |  |           |          | 155,869,300   | <u>N/A</u>  |
|     |               |   | Class of shares issuable ( <i>Note 1</i> ) | Ordina    | ry       |   |   |
| 3.  | Placing       | At price : State<br>currency  | Issue and allotment<br>date : (dd/mm/yyyy) | ( / /     | )        |   |   |
|     |               |   | AGM approval date:<br>(dd/mm/yyyy)         | ( / /     | )        |   |   |
|     |               |   | (dd/hini/yyyy)                             |           |          | <u>N/A</u>  | <u>N/A</u>  |
|     |               |   | Class of shares issuable                   |           |          |   |   |
|     |               |   | (Note 1)                                   | (         | )        |   |   |
| 4.  | Bonus issue   |   | Issue and allotment<br>date : (dd/mm/yyyy) | ( / /     |          |   |   |
|     |               |   | EGM approval date:<br>(dd/mm/yyyy)         | ( / /     | )        |   |   |
|     |               |   |  |           |          | N/A   | N/A   |

| shares of issuer shares of<br>issued during issuer whic<br>the month may be<br>pursuant issued<br>thereto pursuant<br>thereto as a   |    |                      |                                    | For Main | n Bo | ard and GEM list                       |   |
|--|----|----------------------|------------------------------------|----------|------|--|---|
| (Note 1) (Note 1) (Note 1) (S. Scrip dividend At price: State currency   |    | Type of Issue        |                                    |          |      | issued during<br>the month<br>pursuant | issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the |
| (Note 1) (Note 1) (S. Scrip dividend At price : State currency (Note 1) (G. Repurchase of shares of shares (Case of shares (Case of shares (Case of shares)) (G. Repurchase of (Case of shares)) (G. Repurchase of (Case of shares)) (G. Case of shares (Case of shares)) (G. Case of shares) (G. Ca  |    |                      |                                    |          |      |  |   |
| 3. Stilp invited       At price : currency   |    |                      |                                    |          |      |  |   |
| Image: Class of shares (dd/mm/yyyy)       N/A       N/A         6. Repurchase of shares       Class of shares repurchased (Note 1)       Cancellation date : $(//)$ (//)         6. Repurchase of shares       Cancellation date : $(//)$ N/A       N/A         8. Consideration issue At price : State currency       Class of shares issuable (///)       N/A       N/A         8. Consideration issue At price : State (urrency)       Issue and allotment (///)       Issue and allotment (///)       N/A  | 5. | Scrip dividend       |                                    | ( / /    | )    |  |   |
| 6. Repurchase of shares       Class of shares repurchased (Note I)         6. Repurchase of shares       Cancellation date : $(///)$ (d/mm/yyyy)       EGM approval date: $(///)$ (d/mm/yyyy)       N/A         N/A       N/A         7. Redemption of shares       Class of shares redeemed (Note I)         7. Redemption of shares       Class of shares (///)         (d/mm/yyyy)       EGM approval date: (///)         (d/mm/yyyy)       EGM approval date: (///)         8. Consideration issue At price : State currency       Issue and allotment (///)         8. Consideration issue At price : Other currency       Issue and allotment (///)         AGM approval date: (///)       (///)   |    |                      |                                    | ( / /    | )    | NT/ A                                  | NT/ A   |
| 6. Repurchase of shares       Cancellation date : $( / / )$ (d/mm/yyyy)         EGM approval date: $( / / )$ (d/mm/yyyy)       N/A         Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares (/// )         Redemption date : $( / / )$ (d/mm/yyyy)       N/A         N/A       N/A         8. Consideration issue At price : State currency       Class of shares issuable (/// )         Issue and allotment (/// )       Issue and allotment (// )         AGM approval date: (// )       (// )         AGM approval date: (// )       AGM approval date: (// )  |    |                      |                                    |          |      | <u>N/A</u>                             | <u>N/A</u>  |
| 6. Repurchase of shares $(//)$ $(dd/mm/yyyy)$<br>EGM approval date: $(//)$ $(//)$<br>(dd/mm/yyyy) $N/A$ $N/A$ $N/A7. Redemption of shares redeemed (Note 1)7. Redemption date : (//) (dd/mm/yyyy)EGM approval date: (//) (dd/mm/yyyy)EGM approval date: (//) N/A N/AN/A$ $N/A$ $N/A8. Consideration issue At price : State (dd/mm/yyyy)$ $Superiod Class of shares issuable (Note 1) Superiod Class of shares issuable (Note 1) Superiod Class of shares issuable (dd/mm/yyyy) AGM approval date: (//) (//) (dd/mm/yyyy)$  |    |                      |                                    |          |      |  |   |
| (dd mm'yyy) = (f(1 + mi)f(1)) = (f(1 + mi)f(1) | 6. | Repurchase of        | Cancellation date :                | ( / /    | )    |  |   |
| 7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Redemption date : $(//)$ (dd/mm/yyyy)       EGM approval date: $(//)$ (dd/mm/yyyy)       N/A         N/A       N/A         8. Consideration issue At price : State currency       Issue and allotment $(//)$ Issue and allotment $(d/mm/yyyy)$ AGM approval date: $(//)$   |    | Shares               | EGM approval date:                 | ( / /    | )    | N/A                                    | N/A   |
| 7. Redemption of shares       Redemption date : $(///)$ 7. Redemption of shares       Redemption date : $(//)$ (dd/mm/yyyy)       EGM approval date: $(//)$ EGM approval date: $(//)$ N/A         (dd/mm/yyyy)       N/A         8. Consideration issue At price : State currency       Issue and allotment date: $(//)$ AGM approval date: $(//)$ $(//)$ AGM approval date: $(//)$  |    |                      |                                    |          |      |  | 10/74   |
| shares $(dd/mm/yyyy)$<br>EGM approval date: $(///)$<br>(dd/mm/yyyy)<br>EGM approval date: $(///)$<br>(dd/mm/yyyy)<br>8. Consideration issue At price : State<br>currency Issue and allotment<br>(dd/mm/yyyy)<br>AGM approval date: $(//)$  |    |                      |                                    |          |      |  |   |
| 8. Consideration issue At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment $(//)$<br>AGM approval date: $(//)$   | 7. | Redemption of shares |                                    | ( / /    | )    |  |   |
| 8. Consideration issue At price : State currency       Class of shares issuable         Mote 1)       Issue and allotment ( / / ) date : (dd/mm/yyyy)         AGM approval date:       ( / / ) (dd/mm/yyyy)  |    |                      |                                    | ( / /    | )    | N7/4                                   | <b>N</b> T/ 4   |
| 8. Consideration issue At price :       State<br>currency       Issue and allotment<br>date : (dd/mm/yyyy)       ( / / )<br>(dd/mm/yyyy)         AGM approval date:       ( / / )  |    |                      |                                    |          |      | <u>N/A</u>                             | <u>N/A</u>  |
| 8. Consideration issue At price : currency date : (dd/mm/yyyy)<br>AGM approval date: ( / / )<br>(dd/mm/yyyy)   |    |                      |                                    |          |      |  |   |
| (dd/mm/yyyy)   | 8. | Consideration issue  |                                    | ( / /    | )    |  |   |
| <u>N/A</u> <u>N/A</u>  |    |                      | AGM approval date:<br>(dd/mm/yyyy) | ( / /    | )    |  |   |
|  |    |                      |                                    |          |      | N/A                                    | N/A   |

|     |  |                  |  | For Main Bo   | For Main Board and GEM listed issuers   |   |  |
|-----|--|------------------|--|---|---|---|--|
|     | Type of Issue  |                  |  |   | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |  |
|     |  |                  | Class of shares issuabl (Note 1)             | le <u>Ordinary</u>                                  |   |   |  |
| 9.  | Capital reorganisation                                 |                  | Issue and allotment<br>date : (dd/mm/yyyy)   | ( / / )   |   |   |  |
|     |  |                  | EGM approval date:<br>(dd/mm/yyyy)           | ( / / )   |   |   |  |
|     |  |                  |  |   | N/A   | <u>N/A</u>  |  |
|     |  |                  |  |   |   |   |  |
|     |  |                  | Class of shares issuabl ( <i>Note 1</i> )    | le  |   |   |  |
| 10. | Other<br>(Please specify) At price : State<br>currency | At price : State | - Issue and allotment<br>date : (dd/mm/yyyy) | ( / / )   |   |   |  |
|     |  |                  | EGM approval date:<br>(dd/mm/yyyy)           | ( / / )   | N/A   | N/A   |  |
|     |  |                  | Total E.<br>(1                               | (Ordinary share<br>Preference share<br>(Other class | es)   | -   |  |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1)<br>(2) | 155,869,300<br>N/A |  |  |
|--|------------|--------------------|--|--|
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        | -          | N/A                |  |  |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  | -          | N/A                |  |  |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |            |                    |  |  |

| Remarks (if any | ı):  |
|-----------------|--|
| N/A             |  |
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|                 |  |
|                 |  |
|                 |  |
|                 |  |
| Submitted by:   | Lee Chan Wah   |
| Title:          | Secretary  |
|                 | (Director, Secretary or other duly authorised officer) |

## Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.