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**MASTERMIND CAPITAL LIMITED**

**慧德投資有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 905)**

**(1) DELAY IN DESPATCH OF CIRCULAR;  
(2) EXTENSION LETTER TO  
THE UNDERWRITING AGREEMENT;  
(3) REVISED TIMETABLE RELATING TO  
THE CHANGE IN BOARD LOT SIZE AND THE OPEN OFFER;  
AND  
(4) CHANGE OF BOOK CLOSURE PERIODS AND  
THE RECORD DATE**

**(1) DELAY IN DESPATCH OF CIRCULAR**

Given that more time is required to prepare the necessary information to be included in the Circular, the Board wishes to announce that the despatch of Circular in relation to the Open Offer will be postponed from 5 June 2015 to a date no later than 19 June 2015.

\* For identification purposes only

## **(2) EXTENSION LETTER TO THE UNDERWRITING AGREEMENT**

As a result of the delay in despatch of the Circular, on 5 June 2015, the Company, the Underwriters and Mr. Mung entered into the Extension Letter to amend (i) the latest time for lodging the transfers of Shares in order to qualify for the Open Offer; (ii) the Latest Time for Acceptance; (iii) the Latest Time for Termination; (iv) the Prospectus Posting Date; and (v) the Record Date of the Underwriting Agreement in accordance with the relevant dates set out in the revised timetable below or such other time(s) or date(s) as the Company may determine.

## **(3) REVISED TIMETABLE RELATING TO THE CHANGE IN BOARD LOT SIZE AND THE OPEN OFFER**

The revised timetable of the Open Offer is set out in this announcement.

## **(4) CHANGE OF BOOK CLOSURE PERIODS AND THE RECORD DATE**

The Shareholders and the public should note that as a result of the change in the timetable:

- (i) the register of members of the Company will be closed from Monday, 6 July 2015 to Friday, 10 July 2015, both dates inclusive, for determining the right to attend the EGM for Open Offer; and
- (ii) the Record Date to determine entitlements to the Open Offer is now changed to Wednesday, 22 July 2015 and the register of members of the Company will be closed from Thursday, 16 July 2015 to Wednesday, 22 July 2015, both dates inclusive, for determining the entitlements under the Open Offer.

No transfer of shares of the Company will be registered during these periods.

Reference is made to the announcements of the Company dated 13 May 2015 (the “**Announcement**”) in relation to, among other matters, the Open Offer on the basis of two Offer Shares for every one existing Share held on the Record Date. Unless the content otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcement.

## **(1) DELAY IN DESPATCH OF CIRCULAR**

As stated in the Announcement, the circular (the “**Circular**”) containing, among other things, (i) further details about the Open Offer (including the absence of excess application arrangement) and the Underwriting Agreement; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Open Offer (including the absence of excess application arrangement) and the Underwriting Agreement; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the Open Offer (including the absence of excess application arrangement) and the Underwriting Agreement; and (iv) the notice convening the EGM, will be despatched to the Shareholders on or before 5 June 2015. Given that more time is required to prepare the necessary information to be included in the Circular, the Board wishes to announce that the despatch of Circular in relation to the Open Offer will be postponed from 5 June 2015 to a date no later than 19 June 2015.

## **(2) EXTENSION LETTER TO THE UNDERWRITING AGREEMENT**

As a result of the delay in despatch of the Circular, on 5 June 2015, the Company, the Underwriters and Mr. Mung entered into an extension letter (the “**Extension Letter**”), pursuant to which the Underwriters and Mr. Mung agreed to amend (i) the latest time for lodging the transfers of Shares in order to qualify for the Open Offer; (ii) the Latest Time for Acceptance; (iii) the Latest Time for Termination; (iv) the Prospectus Posting Date; and (v) the Record Date of the Underwriting Agreement in accordance with the relevant dates set out in the revised timetable below or such other time(s) or date(s) as the Company may determine.

Save for the amendments as mentioned above, there is no other change to the Underwriting Agreement.

### (3) REVISED TIMETABLE RELATING TO THE CHANGE IN BOARD LOT SIZE AND THE OPEN OFFER

The revised expected timetable for the proposed change in board lot size and the Open Offer is set out below:

2015

Latest time for lodging transfer of shares in order to qualify for attendance and voting at the EGM. . . . . 4:30 p.m. on Friday, 3 July

Latest time for lodging forms of proxy for the EGM (not less than 48 hours). . . . . 12:00 noon on Wednesday, 8 July

Closure of register of members of the Company to determine the qualification for attendance and voting at the EGM (both day inclusive) . . . . . Monday, 6 July to Friday, 10 July

Record date for attendance and voting at the EGM. . . . . Friday, 10 July

EGM. . . . . 12:00 noon on Friday, 10 July

Announcement of poll result of EGM. . . . . Friday, 10 July

Last day of dealings in Shares on cum-entitlements basis of the Open Offer. . . . . Monday, 13 July

First day of dealings in Shares on ex-entitlements basis of the Open Offer. . . . . Tuesday, 14 July

Latest time for lodging transfers of Shares in order to qualify for the Open Offer. . . . . 4:30 p.m. on Wednesday, 15 July

Register of members close (both days inclusive) in Hong Kong and the Cayman Islands to determine the entitlements to the Open Offer . . . . . Thursday, 16 July to Wednesday, 22 July

Record Date for the Open Offer . . . . .	Wednesday, 22 July
Register of members reopen . . . . .	Thursday, 23 July
Despatch of Prospectus Documents . . . . .	Thursday, 23 July
Latest time for Acceptance . . . . .	4:00 p.m. on Thursday, 6 August
Latest Time for Termination by the Underwriters . . . . .	4:00 p.m. on Wednesday, 12 August
Announcement of the results of the Open Offer . . . . .	Thursday, 13 August
Despatch of share certificates for Offer Shares . . . . .	Friday, 14 August
Despatch of refund cheques if the Open Offer is terminated. . . . .	Friday, 14 August
Effective date of change in board lot size from 16,000 Shares to 32,000 Shares . . . . .	Friday, 14 August
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of Shares . . . . .	9:00 a.m. on Friday, 14 August
Expected first day of dealings in fully-paid Offer Shares on the Stock Exchange . . . . .	9:00 a.m. on Monday, 17 August
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of Shares . . . . .	4:00 p.m. on Thursday, 3 September

*All times and dates stated in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.*

#### **(4) CHANGE OF BOOK CLOSURE PERIODS AND THE RECORD DATE**

The Shareholders and the public should note that as a result of the change in the timetable:

- (i) the register of members of the Company will be closed from Monday, 6 July 2015 to Friday, 10 July 2015, both dates inclusive, for determining the right to attend the EGM for Open Offer; and
- (ii) the Record Date to determine entitlements to the Open Offer is now changed to Wednesday, 22 July 2015 and the register of members of the Company will be closed from Thursday, 16 July 2015 to Wednesday, 22 July 2015, both dates inclusive, for determining the entitlements under the Open Offer.

No transfer of shares of the Company will be registered during these periods.

By Order of the Board  
**Mastermind Capital Limited**  
**Mung Kin Keung**  
*Chairman*

Hong Kong, 5 June 2015

*As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. MUNG Kin Keung (Chairman) and Mr. MUNG Bun Man, Alan; and three independent non-executive Directors, namely, Mr. MAN Kong Yui, Mr. FUNG Wai Ching and Mr. POON Wai Hoi, Percy.*