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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Mastermind Capital Limited (the “**Company**”) will be held at 12:00 noon on Tuesday, 21 July 2015 at Macau Jockey Club, 1/F Function Room, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon fulfillment of all the conditions precedent set out in the underwriting agreement dated 13 May 2015 (as amended and supplemented by two extension letters dated 5 June 2015 and 25 June 2015 respectively and entered into by the parties thereto) (the “**Underwriting Agreement**”, a copy of which marked “**UA**” has been produced to the EGM and signed by the chairman of the EGM for identification purpose) and entered into between the Company, China Tian Di Xing Logistics Holdings Limited and Kingston Securities Limited as the underwriters (the “**Underwriters**”) and Mr. Mung Kin Keung:

- (a) the issue by way of an open offer (the “**Open Offer**”) of not less than 935,215,800 new shares of HK\$0.25 each in the share capital of the Company (the “**Shares**”) as offer shares (the “**Offer Shares**”) at the subscription price of HK\$0.30 per Offer Share (the “**Subscription Price**”) in the proportion of two Offer Shares for every one existing Share to the qualifying shareholders of the Company (the “**Qualifying Shareholders**”) whose names appear on the register of members of the Company on 8 July 2015 or such other date as may be agreed between the Company and the Underwriters (the “**Record Date**”), other than those shareholders of the Company whose addresses on the register of members of the Company are in a place outside Hong Kong on the Record

* *For identification purposes only*

Date where, the Directors, based on legal opinions provided by legal advisers of the Company, consider it is necessary or expedient on account either of legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in that place not to offer the Offer Shares to them (the “**Prohibited Shareholders**”) (including the absence of excess application) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and that the Open Offer shall not be extended to the Prohibited Shareholders and their Offer Shares shall be taken up by the Underwriters, be and are hereby approved, confirmed and ratified;

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the Offer Shares pursuant to the Open Offer notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the Prohibited Shareholders as they deem necessary, desirable or expedient to having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
- (c) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Offer Shares, if any, by the Underwriters) be and are hereby approved, confirmed and ratified;
- (d) the absence of any arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and are hereby approved, confirmed and ratified; and
- (e) any Director be and is hereby authorised to sign or execute such documents and do all acts and things in connection with the allotment and issue of the Offer Shares, the implementation of the Open Offer and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as he may in his discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders.”

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

Hong Kong, 26 June 2015

Notes:

1. Any shareholder entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the extraordinary general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the extraordinary general meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the extraordinary general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. A form of proxy for use at the extraordinary general meeting is attached herewith.
6. Any voting at the extraordinary general meeting shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other.

As at the date of this notice, the board of Directors comprise:

Executive Directors:

Mr. Mung Kin Keung (*Chairman*)
Mr. Mung Bun Man, Alan

Independent non-executive Directors:

Mr. Man Kong Yui
Mr. Fung Wai Ching
Mr. Poon Wai Hoi, Percy