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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) PROPOSED CHANGE OF COMPANY NAME;**
- (2) PROPOSED CHANGE OF DOMICILE;**
- (3) PROPOSED ADOPTION OF MEMORANDUM OF CONTINUANCE AND NEW BYE-LAWS;**
- (4) PROPOSED CANCELLATION OF SHARE PREMIUM ACCOUNT;**
- (5) PROPOSED CAPITAL REORGANISATION;**
- AND**
- (6) PROPOSED CHANGE IN BOARD LOT SIZE**

### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Mastermind Capital Limited” to “Global Mastermind Capital Limited” and adopt “環球大通投資有限公司” to replace “慧德投資有限公司” as the Chinese name of the Company for identification purposes only.

### **PROPOSED CHANGE OF DOMICILE**

The Board proposes that upon the Change of Company Name becoming effective, the domicile of the Company be changed from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda.

\* *For identification purposes only*

## **PROPOSED ADOPTION OF MEMORANDUM OF CONTINUANCE AND NEW BYE-LAWS**

In connection with the Change of Domicile, the Company proposes to adopt the Memorandum of Continuance and the New Bye-laws in compliance with Bermuda laws to replace, respectively, the existing memorandum of association and the articles of association of the Company.

## **PROPOSED CANCELLATION OF SHARE PREMIUM ACCOUNT**

The Board proposes to cancel the entire amount standing to the credit of the share premium account of the Company and to transfer the credits arising from such cancellation to an existing account of the Company designated as the contributed surplus account of the Company before the Change of Domicile. As at the date of this announcement, the Company has a credit balance of approximately HK\$299,300,000 standing in its share premium account.

The existing account of the Company designated as the contributed surplus account of the Company, subject to the approval of the Shareholders at the EGM by way of special resolution, shall be the contributed surplus account of the Company within the meaning of the Companies Act effective upon the Change of Domicile.

## **PROPOSED CAPITAL REORGANISATION**

The Board proposes to implement the Capital Reorganisation upon the Change of Domicile becoming effective which involves the following:

- (i) every four issued and unissued Existing Shares will be consolidated into one Consolidated Share;
- (ii) the total number of Consolidated Shares in the issued share capital of the Company will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;

- (iii) the issued share capital of the Company will be reduced through a cancellation of the paid up capital of the Company to the extent of HK\$0.99 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$1.00 to HK\$0.01;
- (iv) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of HK\$1.00 each will be sub-divided into 100 New Shares of HK\$0.01 each;
- (v) the credit arising in the books of the Company from (a) the cancellation of any fraction in the issued share capital of the Company arising from the Share Consolidation; and (b) the reduction of the paid up capital of HK\$347,198,865.75 will be credited to the contributed surplus account of the Company within the meaning of the Companies Act; and
- (vi) the amount standing to the credit of the contributed surplus account be applied to set off the accumulated losses of the Company in full and be applied in any other manner as may be permitted under the Bye-laws and all applicable laws of Bermuda.

## **PROPOSED CHANGE IN BOARD LOT SIZE**

At present, the Existing Shares are traded in board lot size of 32,000 Existing Shares. Upon the Capital Reorganisation becoming effective, the board lot size for trading of the New Shares will be changed from 32,000 Existing Shares to 16,000 New Shares.

## **WARNING**

**Shareholders should be aware of and take note that the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Cancellation of Share Premium Account, the Capital Reorganisation and the Change in Board Lot Size are conditional upon satisfaction of the conditions precedent set out in the respective paragraphs headed “Conditions of the Change of Domicile”, “Condition of the Adoption of Memorandum of Continuance and New Bye-laws”, “Condition of the Cancellation of Share Premium Account”, “Conditions of the Capital Reorganisation” and “Conditions of the Change in Board Lot Size”. Therefore, the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Cancellation of Share Premium Account, the Capital Reorganisation and the Change in Board Lot Size may or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

## **GENERAL**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Change of Company Name, the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Cancellation of Share Premium Account and the Capital Reorganisation. A circular containing, amongst other things, further information on the Change of Company Name, the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Cancellation of Share Premium Account, the Capital Reorganisation and the Change in Board Lot Size and a notice to convene the EGM will be despatched to the Shareholders as soon as practicable.

## **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Mastermind Capital Limited” to “Global Mastermind Capital Limited” and adopt “環球大通投資有限公司” to replace “慧德投資有限公司” as the Chinese name of the Company for identification purposes only.

### **Conditions of the Change of Company Name**

The Change of Company Name will be subject to the following:

- (i) the passing of the necessary special resolution by the Shareholders at the EGM to approve, among others, the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new name of the Company on the register of companies in place of the former name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

## **Effect of the Change of Company Name**

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

## **Reason for the Change of Company Name**

The Board believes that the new name of the Company will provide the Company a better identification and strengthen the Company's corporate image, which will benefit the Company's future business development of the Group. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

## **PROPOSED CHANGE OF DOMICILE**

The Board proposes to, upon the Change of Company Name becoming effective, change the domicile of the Company from the Cayman Islands to Bermuda by way of deregistration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda. The Board also proposes to implement the Capital Reorganisation upon the Change of Domicile becoming effective, details of which are set out in the section headed "Proposed Capital Reorganisation" below.

## **Conditions of the Change of Domicile**

The Change of Domicile is conditional upon:

- (i) the Change of Company Name becoming effective in the Cayman Islands;
- (ii) the passing of the necessary special resolutions by the Shareholders at the EGM to approve the Change of Domicile, and the Adoption of Memorandum of Continuance and New Bye-laws;

- (iii) compliance with the relevant requirements under the Listing Rules and the relevant legal procedures and requirements under the laws of the Cayman Islands and the laws of Bermuda in respect of the Change of Domicile; and
- (iv) the obtaining of all necessary approvals from the relevant regulatory authorities or otherwise as may be required in respect of the Change of Domicile, if required.

The Change of Domicile is not conditional upon the Capital Reorganisation becoming effective. However, the Capital Reorganisation is conditional upon the Change of Domicile becoming effective.

### **Effect of the Change of Domicile**

Other than the expenses to be incurred, the Change of Domicile will not alter the underlying assets, investments, management or financial position of the Company nor the proportionate interests of the Shareholders. The Company's legal advisers as to the laws of the Cayman Islands and Bermuda are of the view that the continuation of the Company in Bermuda does not create a new legal entity or prejudice or affect the continuity of the Company. The Company will continue to maintain a principal place of business in Hong Kong.

The Change of Domicile also will not involve the formation of a new holding company, the withdrawal of listing of the Existing Shares, any issue of new Existing Shares, any transfer of assets of the Company or any change in the existing shareholding of the Company. Implementation of the Change of Domicile will not affect the listing status of the Company on the Stock Exchange.

### **Reasons for the Change of Domicile**

As advised by the Company's legal advisers as to the laws of the Cayman Islands, if the Company proceeds with the Capital Reorganisation, which include, amongst other things, the Capital Reduction in the Cayman Islands, the sanction by the Grand Court of the Cayman Islands would be required, and such sanction cannot be obtained in a commercially expedient time frame. If the Capital Reorganisation will be effected by way of a change of domicile of the Company from the Cayman Islands to Bermuda through deregistration in the Cayman Islands and continuation in Bermuda, the legal advisers of the Company as to the laws of the Cayman Islands and Bermuda advised that no court order is required in the Cayman Islands or Bermuda for the Change of Domicile and the Capital Reorganisation after deregistration of

the Company in Cayman Islands and its continuation in Bermuda. The Board considers that it would save the Company's time for carrying out the Capital Reorganisation in Bermuda by first implementing the Change of Domicile.

The Board believes that the Change of Domicile is beneficial to and in the interests of the Company and the Shareholders as a whole.

## **PROPOSED ADOPTION OF MEMORANDUM OF CONTINUANCE AND NEW BYE-LAWS**

In connection with the Change of Domicile, the Company proposes to adopt the Memorandum of Continuance and the New Bye-laws in compliance with Bermuda laws to replace, respectively, the existing memorandum of association and the articles of association of the Company.

### **Condition of the Adoption of Memorandum of Continuance and New Bye-laws**

The Adoption of Memorandum of Continuance and New Bye-laws is conditional upon the passing of a special resolution by the Shareholders to approve the Adoption of Memorandum of Continuance and New Bye-laws at the EGM.

## **PROPOSED CANCELLATION OF SHARE PREMIUM ACCOUNT**

The Board proposes to cancel the entire amount standing to the credit of the share premium account of the Company and to transfer the credits arising from such cancellation to an existing account of the Company designated as the contributed surplus account of the Company before the Change of Domicile. As at the date of this announcement, the Company has a credit balance of approximately HK\$299,300,000 standing in its share premium account.

The existing account of the Company designated as the contributed surplus account of the Company, subject to the approval of the Shareholders at the EGM by way of special resolution, shall be the contributed surplus account of the Company within the meaning of the Companies Act effective upon the Change of Domicile.

## **Condition of the Cancellation of Share Premium Account**

The Cancellation of Share Premium Account is conditional upon the passing of a special resolution by the Shareholders at the EGM to approve the transfer to an existing account of the Company designated as the contributed surplus account of the Company credits arising from the cancellation of the entire amount standing to the credit of the share premium account of the Company and that such designated contributed surplus account of the Company shall be the contributed surplus account of the Company within the meaning of the Companies Act effective upon the Change of Domicile.

## **PROPOSED CAPITAL REORGANISATION**

The Company proposes to implement the Capital Reorganisation upon the Change of Domicile becoming effective which involves the following:

### **(1) Proposed Share Consolidation**

The Board proposes to effect the Share Consolidation pursuant to which every four issued and unissued Existing Shares will be consolidated into one Consolidated Share.

### **(2) Proposed Capital Reduction and Share Subdivision**

The Board proposes that:

- (i) the total number of Consolidated Shares in the issued share capital of the Company be rounded down to a whole number by canceling any fraction in the issued share capital of the Company arising from the Share Consolidation;
- (ii) the issued share capital of the Company be reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.99 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$1.00 to HK\$0.01;
- (iii) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Share of HK\$1.00 each be sub-divided into 100 New Shares of HK\$0.01 each;



- (iv) the credit arising in the books of the Company from (i) the cancellation of any fraction in the issued share capital of the Company arising from the Share Consolidation; and (ii) the reduction of the paid-up capital of the Company of HK\$347,198,865.75 be credited to the contributed surplus account of the Company within the meaning of the Companies Act; and
- (v) the amount standing to the credit of the contributed surplus account be applied to set off the accumulated losses of the Company in full and be applied in any other manner as may be permitted under the Bye-laws and all applicable laws of Bermuda.

As at the date of this announcement, the authorised share capital of the Company was HK\$1,000,000,000 comprising 4,000,000,000 Existing Shares of HK\$0.25 each, of which 1,402,823,700 Existing Shares have been issued and fully paid. Immediately following the Capital Reorganisation, the authorised share capital of the Company will be HK\$1,000,000,000 divided into 100,000,000,000 New Shares of HK\$0.01 each, of which 350,705,925 New Shares will be in issue and the aggregate nominal value of the issued share capital of the Company will be HK\$3,507,059.25 (assuming that no Existing Shares are issued from the date hereof until the effective date of the Capital Reorganisation and that there is no fractional share arising from the Share Consolidation). A credit of HK\$347,198,865.75 will arise as a result of the Capital Reduction. Such credit, together with any credit arising as a result of the cancellation of any fraction in the issued share capital of the Company arising from the Share Consolidation, will be transferred to contributed surplus account of the Company which, together with the amount already in the contributed surplus account as a result of the Cancellation of Share Premium Account, will then be applied by the Board to set off against the accumulated loss of the Company in full on the date of the Capital Reorganisation becoming effective. The total accumulated loss of the Company was approximately HK\$209,579,000 as shown in the audited consolidated financial statements of the Company for the year ended 31 December 2014.

Assuming no Existing Shares are issued from the date hereof until the effective date of the Capital Reorganisation, the share capital structure of the Company will be as follows:

	<b>As at the date of this announcement</b>	<b>Immediately after the Share Consolidation becoming effective</b>	<b>Immediately after the Share Consolidation and Capital Reorganisation becoming effective</b>
Authorised share capital	HK\$1,000,000,000	HK\$1,000,000,000	HK\$1,000,000,000
Par Value	HK\$0.25 per Existing Share	HK\$1.00 per Consolidated Share	HK\$0.01 per New Share
Number of authorised shares	4,000,000,000 Existing Shares	1,000,000,000 Consolidated Shares	100,000,000,000 New Shares
Amount of issued share capital	HK\$350,705,925	HK\$350,705,925	HK\$3,507,059.25
Number of issued shares	1,402,823,700 Existing Shares	350,705,925 Consolidated Shares (Note)	350,705,925 New Shares (Note)
Amount of unissued share capital	HK\$649,294,075	HK\$649,294,075 (Note)	HK\$996,492,940.75 (Note)
Number of unissued shares	2,597,176,300 Existing Shares	649,294,075 Consolidated Shares (Note)	99,649,294,075 New Shares (Note)

*Note:* Assuming that there is no fractional share arising from the Share Consolidation.

All New Shares will rank *pari passu* in all respects with each other.

As at the date of this announcement, save for the Share Options entitling the holders thereof to subscribe for 3,601,630 Existing Shares, the Company has no other outstanding warrants, options or convertible securities.

Under the laws of Bermuda, the Directors may apply the contributed surplus in any manner permitted by the laws of Bermuda and the Bye-laws.

## **Fractional entitlement to the New Shares**

Fractions of the New Shares, if any, arising from the Capital Reorganisation will be aggregated and sold (if a premium, net of expenses, can be obtained) for the benefit of the Company.

## **Conditions of the Capital Reorganisation**

The Capital Reorganisation is conditional upon:

- (i) the Change of Domicile becoming effective;
- (ii) the passing of the necessary special resolutions by the Shareholders approving the Capital Reorganisation at the EGM;
- (iii) the Stock Exchange granting the listing of, and permission to deal in, the New Shares in issue and to be issued upon the Capital Reorganisation and the New Shares which may fall to be allotted and issued upon exercise of the share options outstanding and to be granted under the share option scheme of the Company;
- (iv) the compliance with the relevant procedures and requirements under the Bermuda laws and the Listing Rules to effect the Capital Reorganisation; and
- (v) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

## **Reasons for the Capital Reorganisation**

The Board is of the opinion that the Capital Reorganisation will provide the Company with greater flexibility in possible fund raisings in the future. Further, the credit in the contributed surplus account arising from the Capital Reduction will enable the Company to set off its accumulated loss and may be applied in the future for distribution to the Shareholders or in any manner permitted by the laws of Bermuda and the Bye-laws.

The Board considers that the Capital Reorganisation is beneficial to and in the interests of the Company and the Shareholders as a whole.

## **Effects of the Capital Reorganisation**

Implementation of the Capital Reorganisation will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group and that on the date the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. No capital will be lost as a result of the Capital Reorganisation and, except for the expenses involved in relation to the Capital Reorganisation which are expected to be insignificant in the context of the net asset value of the Company, the net asset value of the Company will remain unchanged before and after the Capital Reorganisation becoming effective. The Capital Reorganisation does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid up capital of the Company nor will it result in any change in the relative rights of the Shareholders.

## **Listing and dealings**

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation and the New Shares which may fall to be allotted and issued upon exercise of the share options outstanding and to be granted under the share option scheme of the Company.

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for the New Shares to be admitted into CCASS.

### **Free exchange of share certificates and arrangement for matching service for odd lots**

Subject to the Capital Reorganisation becoming effective, the Shareholders may, on or after Tuesday, 5 January 2016 until Monday, 15 February 2016 (both days inclusive), submit share certificates for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the New Shares (on the basis of four (4) Existing Shares for one (1) New Share). Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of certificates cancelled/issued is higher. After 4:00 p.m. on Monday, 15 February 2016, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for New Shares at any time but will not be accepted for delivery, trading and settlement purposes.

The color of the new share certificates for the New Shares will be announced by the Company in due course.

Details of the arrangement relating to the matching service for odd lots will be announced by the Company in the circular as and when appropriate.

### **Adjustment in relation to the Share Options**

As at the date of this announcement, the Company has Share Options entitling the holders thereof to subscribe for 3,601,630 Existing Shares. The Capital Reorganisation will cause adjustments to be made to the exercise prices and/or the number of the Share Options. The Company will engage its auditors or an independent financial adviser to certify the adjustments to the Share Options and will inform the holders of the Share Options of the adjustments accordingly.

Save as aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as at the date of this announcement.

## **PROPOSED CHANGE IN BOARD LOT SIZE**

At present, the Existing Shares are traded in board lot size of 32,000 Existing Shares. Upon the Capital Reorganisation becoming effective, the board lot size for trading of the New Shares will be changed from 32,000 Existing Shares to 16,000 New Shares. Based on the closing price of HK\$0.219 per Existing Share (equivalent to the theoretical closing price of HK\$0.876 per New Share) as at the date of this announcement, (i) the value of each board lot of 32,000 New Shares, assuming the Capital Reorganisation had already been effective, would be HK\$28,032; and (ii) the estimated market value per board lot of 16,000 New Shares would be HK\$14,016 assuming the Change in Board Lot Size had also been effective.

### **Conditions of the Change in Board Lot Size**

The Change in Board Lot Size is conditional upon the Capital Reorganisation becoming effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders. The Directors consider that the Change in Board Lot Size will result in the New Shares being traded in a more reasonable board lot size and value.

## **EXPECTED TIMETABLE**

The expected timetable for implementation of the Change of Domicile, the Cancellation of Share Premium Account, the Capital Reorganisation and Change in Board Lot Size is set out below:

Expected date of despatch of circular with notice and form of proxy for the EGM . . . . .	Monday, 19 October 2015
Latest time for lodging the form of proxy for the EGM . . . . .	10:30 a.m., Saturday, 14 November 2015
EGM . . . . .	10:30 a.m., Monday, 16 November 2015
Publication of announcement of results of the EGM . . . . .	Monday, 16 November 2015

**The following events are conditional on the fulfilment of the conditions for the implementation of the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Cancellation of Share Premium Account and the Capital Reorganisation:**

Expected effective date of the Cancellation of  
Share Premium Account .....Monday, 16 November 2015

Expected effective date of the Change of Domicile and  
the Adoption of Memorandum of  
Continuance and New Bye-laws ..... on or after Monday,  
14 December 2015 (Bermuda time)/  
on or after Tuesday,  
15 December 2015 (Hong Kong time)

Expected effective date and time of  
the Capital Reorganisation. ....9:00 a.m. Tuesday,  
5 January 2016

First day of free exchange of certificates of  
Existing Shares into new certificates for New Shares ..... Tuesday, 5 January 2016

Commencement of dealings in New Shares. ....9:00 a.m. on Tuesday,  
5 January 2016

Original counter for trading in Existing Shares  
in board lot size of 32,000 Existing Shares  
temporarily closes .....9:00 a.m. on Tuesday,  
5 January 2016

Temporary counter for trading in New Shares  
in board lot size of 8,000 New Shares  
(in the form of existing share certificates) opens. ....9:00 a.m. on Tuesday,  
5 January 2016

Original counter for trading in New Shares  
in board lot size of 16,000 New Shares  
(only new certificates for the New Shares can be  
traded at this counter) re-opens . . . . .9:00 a.m. on Tuesday,  
19 January 2016

Parallel trading in New Shares  
(in the form of new and existing certificates) commences . . . . .9:00 a.m. on Tuesday,  
19 January 2016

Designated broker starts to provide matching services  
for odd lots of New Shares . . . . .9:00 a.m. on Tuesday,  
19 January 2016

Temporary counter for trading in New Shares  
in board lots of 8,000 New Shares  
(in the form of existing share certificates) closes . . . . .4:00 p.m. on Thursday,  
11 February 2016

Parallel trading in New Shares  
(in the form of new and existing certificates) ends . . . . .4:00 p.m. on Thursday,  
11 February 2016

Designated broker ceases to stand in the market to provide  
matching services for odd lots of New Shares . . . . .4:00 p.m. on Thursday,  
11 February 2016

Last day and time for free exchange of certificates of  
Existing Shares into new certificates for New Shares . . . . . 4:00 p.m. on Monday,  
15 February 2016

All times and dates specified in the timetable above refer to Hong Kong times and dates unless  
otherwise specified.

**The timetable is indicative only and may be extended or varied. Any change to the  
expected timetable above will be announced by the Company as and when appropriate.**



## **WARNING**

**Shareholders should be aware of and take note that the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Cancellation of Share Premium Account, the Capital Reorganisation and the Change in Board Lot Size are conditional upon satisfaction of the conditions precedent set out in the respective paragraphs headed “Conditions of the Change of Domicile”, “Condition of the Adoption of Memorandum of Continuance and New Bye-laws”, “Condition of the Cancellation of Share Premium Account”, “Conditions of the Capital Reorganisation” and “Conditions of the Change in Board Lot Size”. Therefore, the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Cancellation of Share Premium Account and the Capital Reorganisation and the Change in Board Lot Size may or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

## **GENERAL**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Change of Company Name, the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Cancellation of Share Premium Account and the Capital Reorganisation. In compliance with the Listing Rules, all resolutions will be voted on by way of a poll at the EGM. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM.

A circular containing, amongst other things, further information on the Change of Company Name, the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Cancellation of Share Premium Account, the Capital Reorganisation and the Change in Board Lot Size and a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

## DEFINITIONS

Unless otherwise required, the following terms have the following meanings in this announcement:

“Adoption of Memorandum of Continuance and New Bye-laws”	the proposed adoption of the Memorandum of Continuance and the New Bye-laws in compliance with the laws of Bermuda to replace, respectively, the memorandum of association and the articles of association of the Company
“Articles”	the existing articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Cancellation of Share Premium Account”	the proposed cancellation of the entire amount standing to the credit of the share premium account of the Company
“Capital Reduction”	the proposed reduction of the issued share capital of the Company through (a) the rounding down of the total number of Consolidated Shares in the issued share capital of the Company to a whole number by canceling any fraction in the issued share capital of the Company arising from the Share Consolidation, and (b) a cancellation of the paid-up capital of the Company to the extent of HK\$0.99 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$1.00 to HK\$0.01
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Subdivision

“CCASS”	Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size for trading on the Stock Exchange from 32,000 Existing Shares to 16,000 New Shares upon the Capital Reorganisation becoming effective
“Change of Company Name”	the proposed change of the English name of the Company from “Mastermind Capital Limited” to “Global Mastermind Capital Limited” and the adoption of “環球大通投資有限公司” to replace “慧德投資有限公司” as the Chinese name of the Company for identification purposes only
“Change of Domicile”	the proposed change of domicile of the Company from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Mastermind Capital Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company immediately after the Share Consolidation becoming effective but before the Capital Reduction and the Share Subdivision becoming effective
“Director(s)”	the director(s) of the Company

“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve, the Change of Company Name, the Change of Domicile, the Adoption of Memorandum of Continuance and New Bye-laws, the Cancellation of Share Premium Account and the Capital Reorganisation
“Existing Share(s)”	ordinary share(s) of HK\$0.25 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Continuance”	a memorandum of continuance of the Company proposed to be adopted by the Company and to take effect upon continuation of the Company in Bermuda
“New Bye-laws”	a new set of bye-laws of the Company proposed to be adopted by the Company and to take effect upon continuation of the Company in Bermuda
“New Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately after the Capital Reorganisation becoming effective

“Share Consolidation”	the proposed consolidation of every four issued and unissued Existing Shares into one Consolidated Share
“Share Options”	the outstanding share options granted under the share option scheme of the Company
“Share Subdivision”	the proposed sub-division of each of the authorised but unissued Consolidated Share of HK\$1.00 par value into 100 New Shares of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Existing Share(s), the Consolidated Share(s), and/or the New Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 30 September 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.*