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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 Room 1401-03, 14th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong on Wednesday, 15 June 2011, at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** the grant of share options to Mr. MUNG Kin Keung (“**Mr. Mung**”) (details of which are included in the circular to the shareholders of the Company dated 30 May 2011) pursuant to the Share Option Scheme which will entitle Mr. Mung to subscribe for 21,000,000 shares of the Company be and is hereby confirmed, approved and ratified and that the directors of the Company be and are hereby authorized to issue and allot shares of the Company to Mr. Mung pursuant to the exercise of such share options and to do all such acts and things and to execute all such documents and deeds as they in their absolute discretion consider necessary, desirable or expedient to give effect to the foregoing.”

By Order of the Board  
**Mastermind Capital Limited**  
**MA Man Pong**  
*Company Secretary*

Hong Kong, 30 May 2011

\* *For identification purpose only*

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the resolution set out in the notice is to be voted by poll at the EGM.
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one proxy or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
3. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the principal place of business of the Company in Hong Kong at Room 1401-03, 14th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof.
4. In the case of joint holders of a share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the Board comprises of six executive directors, namely, Mr. MUNG Kin Keung (Chairman), Mr. TANG Hao (Chief Executive Officer), Mr. HA Wing Ho, Peter, Mr. CHEE Man Sang, Eric, Mr. Michael STOCKFORD and Mr. MUNG Bun Man, Alan and three independent non-executive directors, namely, Mr. LO Tak Kin, Ms. YU Tin Yan, Winnie and Mr. Patrick LEE.*