



# MASTERMIND CAPITAL LIMITED

## 慧德投資有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 905)

### Proxy form for use at the Annual General Meeting to be held on Wednesday, 30th June 2010 at 3:00 p.m.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.025 each in the capital of  
MASTERMIND CAPITAL LIMITED (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the annual general meeting of the Company to be held at Room 1401-03, 14th Floor, Tower 2, Admiralty Centre, 18  
Harcourt Road, Hong Kong on Wednesday, 30th June, 2010 at 3:00 p.m., and at any adjournment thereof, and vote for me/us as indicated below,  
and if no such indication is given, as my/our proxy thinks fit <sup>(Note 4)</sup>.

		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and independent auditors for the year ended 31st December, 2009.		
2a.	(i) To re-elect Mr. MUNG Kin Keung as executive director.		
	(ii) To re-elect Mr. CHEE Man Sang, Eric as executive director.		
	(iii) To re-elect Mr. Michael Stockford as executive director.		
	(iv) To re-elect Mr. Benoit Descourtieux as executive director.		
	(v) To re-elect Mr. Patrick Lee as independent non-executive director.		
b.	To authorise the board of directors to fix the remuneration of the directors.		
3.	To re-appoint auditors and authorise the board of directors to fix their remuneration.		
4.	To approve increase in authorized share capital of the Company from HK\$50,000,000 to HK\$100,000,000.		
5.	To grant a general mandate to the directors to allot and issue additional shares of the Company pursuant to ordinary resolution numbered (5) of the notice of the annual general meeting.		
6.	To grant a general mandate to the directors to repurchase shares of the Company pursuant to ordinary resolution numbered (6) of the notice of the annual general meeting.		
7.	To extend the general mandate granted to the directors to issue new shares of the Company pursuant to ordinary resolution numbered (7) of the notice of the annual general meeting.		
8.	To approve the amendment of the Share Option Scheme		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2010 Shareholder's Signature <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of HK\$0.025 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out "CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or certified copy thereof, must be lodged with 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 appointed for holding the meeting or any adjournment thereof.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting in the meeting if you so wish.

\* for identification purpose only