

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.

申請表格編號

IMPORTANT
重要提示**THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON FRIDAY, 2 JANUARY 2015.**

本申請表格(「申請表格」)具有價值,但不可轉讓,並僅供下列列名之合資格股東使用。二零一五年一月二日(星期五)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問,應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of Mastermind Capital Limited dated Tuesday, 16 December 2014 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外,本申請表格所用詞彙與慧德投資有限公司於二零一四年十二月十六日(星期二)刊發之發售章程(「發售章程」)所界定者具有相同涵義。

Dealings in the Shares and the Offer Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份及發售股份之買賣可以透過中央結算系統進行交易,閣下應就該等交易安排之詳情及該等安排可能對閣下之權利及權益所構成之影響諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易及結算有限公司、聯交所及香港結算對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不就因本申請表格全部或任何部份內容而產生或任何因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

各份章程文件連同發售章程附錄三「送呈香港公司註冊處處長之文件」一段所述之文件已按照公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer 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 Offer 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲准在聯交所上市及買賣,以及遵守香港結算之證券收納規定後,發售股份將獲香港結算接納為合資格證券,可由發售股份開始在聯交所買賣之日或香港結算釐定之其他日期起,於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易必須於其後第二個交易日在中央結算系統進行交收。在中央結算系統進行之一切活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

Branch share registrar and transfer office

in Hong Kong:
香港股份過戶登記分處:Tricor Secretaries Limited
卓佳秘書商務有限公司Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong香港
皇后大道東183號
合和中心22樓**MASTERMIND CAPITAL LIMITED****慧德投資有限公司****(Incorporated in the Cayman Islands with limited liability)*

(於開曼群島註冊成立之有限公司)

(Stock Code: 905)**(股份代號: 905)****OPEN OFFER OF NOT LESS THAN 155,869,300 AND NOT MORE THAN 156,444,300 OFFER SHARES
AT HK\$0.45 PER OFFER SHARE ON THE BASIS OF ONE OFFER SHARE
FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE****按於記錄日期每持有兩股現有股份獲發一股發售股份之基準
按每股發售股份0.45港元公開發售不少於155,869,300股及不超過156,444,300股發售股份****PAYABLE IN FULL ON APPLICATION BY NO LATER THAN 4:00 P.M. ON FRIDAY, 2 JANUARY 2015****股款須於申請時(不得遲於二零一五年一月二日(星期五)下午四時正)繳足**Registered office:
註冊辦事處:P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman IslandsHead Office and Principal place of
business in Hong Kong:總辦事處及香港主要營業地點:
Unit 1611
16/F, West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong香港
干諾道中168-200號
信德中心
西座16樓
1611室**APPLICATION FORM**
申請表格

Name(s) and address of the Qualifying Shareholder(s)

合資格股東姓名及地址

Number of Shares registered in your name on the Record Date of Monday,
15 December 2014
於記錄日期二零一四年十二月十五日(星期一)以閣下名義登記之股份數目Box A
甲欄Number of Offer Shares in your assured allotment
閣下獲保證配發之發售股份數目Box B
乙欄Amount payable on your assured allotment when applied in full
閣下申請全數保證配額時應繳款項Box C
丙欄HK\$
港元Number of Offer Shares applied for
申請認購之發售股份數目Box D
丁欄Remittance enclosed
隨附股款
HK\$
港元Application can only be made by the Qualifying Shareholder(s) named above.
申請僅可由名列上文之合資格股東作出。Please enter in Box D the number of Offer Shares applied for and
the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.45)
請於丁欄填寫所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.45港元計算)

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B overleaf by filling in this Application Form. Subject to as mentioned in the Prospectus, such offer is made to the holders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of one Offer Share for every two existing Shares held on Monday, 15 December 2014. No excess Offer Shares will be offered to the Qualifying Shareholders and Offer Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriter. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the same together with the appropriate remittance for the full amount payable in respect of the Offer Shares being accepted with the Registrar, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for the Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "Mastermind Capital Limited - Open Offer AC" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of the Offer Shares can be made by any persons who were Non-Qualifying Shareholders.

閣下有權透過填寫本申請表格申請相等於或少於頁乙欄所列閣下獲保證配發之任何發售股份數目。在發售章程所述者規限下,有關要約乃向名列本公司股東名冊且屬合資格股東之股東提呈,基準為按於二零一四年十二月十五日(星期一)每持有兩股現有股份獲保證配發一股發售股份。本公司將不會向合資格股東提呈額外發售股份,而不獲合資格股東承購之發售股份將由包銷商承購。閣下如欲申請任何發售股份,請填妥及簽署本申請表格,並將本申請表格連同發售股份涉及之全數應繳款項之適當股款,一併交回過戶登記處卓佳秘書商務有限公司,地址為香港皇后大道東183號合和中心22樓。根據本申請表格認購發售股份之所有股款必須以港元支付,並以「Mastermind Capital Limited - Open Offer AC」為抬頭人及劃線註明「只准入抬頭人賬戶」,並須符合背頁所載手續。任何屬非合資格股東之人士概不得申請發售股份。

* for identification purposes only
* 僅供識別



MASTERMIND CAPITAL LIMITED

慧德投資有限公司*

(於開曼群島註冊成立之有限公司)

(股份代號：905)

重要事項

1. 合資格股東無權申請任何超出彼等各自之保證配額之發售股份。
2. 發售股份之零碎配額將不會發行予合資格股東。
3. 被禁止股東不得申請任何發售股份。
4. 概不會就收到之申請款項發出收據，惟預期申請全數或部份發售股份之股票將於二零一五年一月十四日(星期三)以平郵方式按申請表格所列地址寄交申請人；如屬聯名申請人，則寄交名列首位之申請人，郵誤風險概由彼等自行承擔。
5. 填妥申請表格即表示合資格股東指示及授權本公司及／或卓佳秘書商務有限公司或彼等就此指名之任何人士代表合資格股東辦理申請表格或其他文件之任何登記手續，以及進行有關公司或人士可能認為必要或合宜之一切其他事宜，以根據發售章程所述安排，將合資格股東所申請之發售股份登記在合資格股東名下。
6. 發售股份之合資格股東承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請之發售股份之持有人，惟須符合本公司組織章程大綱及公司細則之規定。
7. 股款將於本公司收訖後過戶，而就其賺取之所有利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將可不獲受理。
8. 公開發售之配額乃按保證基準作出，不得轉讓亦不得放棄。
9. 本公司保留權利，拒絕任何不符合申請表格所載手續之發售股份申請。

任何居於香港以外地區人士填妥及交回申請表格即表示向本公司作出一項保證及聲明，是次申請已全面遵守有關司法權區之一切登記、法律及監管規定。

為免生疑，香港結算及香港中央結算(代理人)有限公司均不受任何保證及聲明所限。

申請手續

閣下可透過填寫申請表格申請相等於或少於乙欄所列 閣下獲保證配發之有關發售股份數目。

倘欲申請少於 閣下獲保證配發之發售股份數目，請在申請表格丁欄內填上 閣下欲申請之發售股份數目及應繳股款總額(以申請之發售股份數目乘以0.45港元計算)。倘所收到之相應股款少於乙欄所填之發售股份數目之所需股款，則 閣下將被視作申請已收全數款項所代表之有關較少發售股份數目。

倘 閣下欲申請申請表格乙欄所列數目之發售股份，則請在申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請已收全數款項所代表之發售股份數目。

填妥申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並須不遲於二零一五年一月二日(星期五)下午四時正交回過戶登記處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付。支票須以香港持牌銀行賬戶開出，而銀行本票須由香港持牌銀行發出，並以「Mastermind Capital Limited – Open Offer AC」為抬頭人及劃線註明「只准入抬頭人賬戶」。除非申請表格連同申請表格丙欄或丁欄(視情況而定)所示之適當股款於二零一五年一月二日(星期五)下午四時正前已經收妥，否則 閣下申請任何發售股份之權利以及一切有關權利將被視為已遭放棄及將被註銷。

終止包銷協議

倘於最後終止時間前(惟就包銷協議終止條文而言，倘最後終止時間日期為八號或以上熱帶氣旋警告信號，或黑色暴雨警告於當日上午九時正至下午四時正期間在香港生效及仍然懸掛之營業日，則最後終止時間日期將為下一個營業日當日上午九時正至下午四時正期間八號或以上熱帶氣旋警告信號，或黑色暴雨警告並無在香港生效或仍然懸掛之營業日)：

- (1) 包銷商絕對認為，公開發售之成功將受下列事項重大及不利影響：
 - (a) 頒佈任何新法例或規例或現有法例或規例(或其司法詮釋)出現任何變動或發生任何性質之其他事故，而包銷商絕對認為可能對本集團之整體業務或財務或貿易狀況或前景構成重大及不利影響或對公開發售重大不利；或
 - (b) 任何地區、國家或國際出現政治、軍事、金融、經濟或其他性質(不論是否與前述任何一項同類)之事件或變動(不論是否於包銷協議日期前及／或後出現或持續出現連串事件或變動之一部分)，或任何地區、國家或國際爆發敵對狀況或武裝衝突或敵對狀況或武裝衝突升級，或事件足以影響當地證券市場，而包銷商絕對認為可能對本集團之整體業務或財務或貿易狀況或前景構成重大及不利影響，或對公開發售之成功構成不利損害，或基於其他理由令進行公開發售屬不宜或不智；或
- (2) 市況出現任何不利變動(包括但不限於財政或貨幣政策或外匯或貨幣市場之任何變動，暫停或嚴重限制證券買賣)，而包銷商絕對認為可能對公開發售之成功構成重大或不利影響，或基於其他理由令進行公開發售屬不宜或不智；或
- (3) 本公司或本集團任何成員公司之情況出現任何變動，而包銷商絕對認為將對本公司之前景構成不利影響，包括(在不限制前述事項一般性之原則下)提出清盤呈請或通過決議案清盤或結業，或本集團任何成員公司發生類似事件，或本集團任何重大資產遭破壞；或
- (4) 任何不可抗力事件，包括(在不限制其一般性之原則下)任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工或停工；或
- (5) 本集團之整體業務或財務或貿易狀況或前景出現任何其他重大不利變動(不論是否與前述任何一項同類)；或
- (6) 任何倘緊接發售章程日期前發生或發現且並無於發售章程內披露之事項，而包銷商絕對認為會對公開發售構成重大遺漏；或
- (7) 證券普遍地或本公司證券在聯交所暫停買賣超過十個連續營業日，不包括涉及核准本公告或章程文件或與公開發售有關之其他公告或通函而暫停買賣，

則包銷商有權透過於最後終止時間前向本公司送達書面通知終止包銷協議。

倘於最後終止時間前出現以下情況，包銷商有權以書面通知撤銷包銷協議：

- (1) 包銷商獲悉任何嚴重違反上述包銷協議所載任何聲明、保證或承諾之情況；或
- (2) 包銷商獲悉任何特別事件。

倘包銷商行使有關權利，則公開發售將不會進行。

倘公開發售終止，則有關發售股份之退款支票將於二零一五年一月十四日(星期三)或之前以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

支票及銀行本票

所有支票及銀行本票將於收訖後即時過戶，而自該等款項賺取之所有利息(如有)將撥歸本公司所有。填妥及遞交申請表格連同申請發售股份之付款支票或銀行本票，將表示 閣下保證支票或銀行本票將可於首次過戶時兌現。倘隨附支票或銀行本票未能於首次過戶時兌現，則有關申請將可不獲受理，而在此情況下，保證配額及其項下所有權利將被視為已遭放棄及將被註銷。

發售股份之地位

發售股份於繳足股款及配發後時將在各方面與於配發日期之已發行股份享有同等地位。發售股份持有人將有權收取於發售股份配發及發行日期或之後宣派、作出或派付之一切未來股息及分派。

股票

待公開發售之條件達成後，發售股份之股票預期將於二零一五年一月十四日(星期三)以平郵方式寄發予有權收取有關股票之合資格股東，郵誤風險概由彼等自行承擔。 閣下將會就全部以 閣下名義登記之發售股份獲發一張股票。

一般事項

由獲發申請表格之人士簽署之申請表格一經遞交，即屬遞交本申請表格人士之所有權最終憑證，有權處理本申請表格及收取發售股份之有關股票。

申請表格及據此作出之發售股份申請均須受香港法例監管，並按其詮釋。

* 僅供識別



MASTERMIND CAPITAL LIMITED

慧德投資有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code: 905)

(股份代號: 905)

To: Mastermind Capital Limited

致: 慧德投資有限公司*

Dear Sirs,

敬啟者:

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.45 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We hereby apply for such Offer Shares on the terms and conditions of the Prospectus dated Tuesday, 16 December 2014 and subject to the Memorandum and Articles of Association of the Company. I/ We hereby authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

本人/吾等為背頁所列股份之登記持有人，現申請乙欄（或倘已填妥丁欄，則丁欄）所列配額之發售股份數目，並附上按每股發售股份0.45港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此按照日期為二零一四年十二月十六日（星期二）之發售章程所載之條款及條件，並在 貴公司之組織章程大綱及公司細則限制下申請有關數目之發售股份。本人/吾等謹此授權 貴公司將本人/吾等之姓名列入 貴公司之股東名冊，作為有關發售股份之持有人，並請 貴公司將有關股票按背頁所列地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert contact
telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)

(all joint Qualifying Shareholder(s) must sign)

合資格股東簽署

(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date 日期: _____

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄所列明之總數 或(如未有填妥)乙欄 所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄所列明之股款總額 或(如未有填妥)丙欄 所列明之股款總額)	Name of bank on which cheque/ cashier's order is drawn 支票/銀行本票之 付款銀行名稱	Cheque/cashier's order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Mastermind Capital Limited - Open Offer AC" (see the section headed "PROCEDURES FOR APPLICATION" on the reverse side of this Application Form).

** 支票或銀行本票須劃線註明「只准入抬頭人賬戶」，並以「Mastermind Capital Limited - Open Offer AC」為抬頭人（請參閱本申請表格背頁「申請手續」一節）。

Valid application for such number of Offer Shares which is less than or equal to the assured allotment will be given effect in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes overleaf, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，申請認購發售股份數目少於或相等於申請人獲保證配發之數目之有效申請將獲全數有效配發。倘背頁欄內並無填上數目，則閣下將被視作申請已收款項所代表之發售股份數目。倘股款少於上欄所填數目之發售股份所需之股款，則閣下將被視作申請已收款項所代表之發售股份數目。申請將被視作申請完整之發售股份數目而作出。本公司不會就股款發出收據。

* for identification purposes only

* 僅供識別