

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



## MASTERMIND CAPITAL LIMITED

### 慧德投資有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 905)

### 2013 INTERIM RESULTS ANNOUNCEMENT

The Board of Directors (the “Board”) of Mastermind Capital Limited (the “Company”) announces the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 30th June, 2013 as follows:

#### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30th June, 2013

		<b>Six months ended 30th June,</b>	
		<b>2013</b>	<b>2012</b>
	<i>Notes</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Revenue</b>	3	<b>5</b>	29
Other net income	4	<b>23,310</b>	60
Administrative expenses		<u><b>(3,195)</b></u>	<u>(3,837)</u>
<b>Profit/(Loss) before income tax</b>	6	<b>20,120</b>	(3,748)
Income tax expense	7	<u>–</u>	<u>(1)</u>
<b>Profit/(Loss) for the period attributable to owners of the Company</b>		<u><b>20,120</b></u>	<u>(3,749)</u>
<b>Earnings/(Loss) per share</b>	8		
– Basic (HK cents)		<u><b>0.92</b></u>	<u>(0.17)</u>
– Diluted (HK cents)		<u><b>N/A</b></u>	<u>N/A</u>

\* For identification purpose only

**Six months ended 30th June,**  
**2013**                      2012  
*HK\$'000*                      *HK\$'000*  
**(Unaudited)**                (Unaudited)

Profit/(Loss) for the period	<b>20,120</b>	(3,749)
<b>Other comprehensive income:</b>		
<b>Items that may be reclassified subsequently to profit or loss:</b>		
Change in fair value of available-for-sale financial assets	(2,253)	309
Exchange difference on translation of financial statements of foreign subsidiaries	<u>39</u>	<u>7</u>
Other comprehensive income for the period	<u>(2,214)</u>	<u>316</u>
Total comprehensive income for the period attributable to owners of the Company	<u><b>17,906</b></u>	<u><b>(3,433)</b></u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30th June, 2013

	<i>Notes</i>	<b>30th June, 2013</b> <i>HK\$'000</i> <b>(Unaudited)</b>	31st December, 2012 <i>HK\$'000</i> <b>(Audited)</b>
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment		351	500
Available-for-sale financial assets	9	34,754	37,007
Deposits paid	10	—	—
		<u>35,105</u>	<u>37,507</u>
<b>Current assets</b>			
Deposits paid	10	—	—
Prepayments		177	42
Other receivables		2,219	2,248
Financial assets at fair value through profit or loss	11	525	615
Cash and cash equivalents		22,998	2,857
		<u>25,919</u>	<u>5,762</u>
<b>Current liabilities</b>			
Accruals and other payables		(831)	(982)
Amount due to a related company		(125)	(125)
		<u>(956)</u>	<u>(1,107)</u>
<b>Net current assets</b>		<u>24,963</u>	<u>4,655</u>
<b>Total assets less current liabilities/Net assets</b>		<u>60,068</u>	<u>42,162</u>
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital		54,947	54,947
Reserves		5,121	(12,785)
<b>Total equity</b>		<u>60,068</u>	<u>42,162</u>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30th June, 2013

## 1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the Company's registered office is Ugland House, P.O. Box 309, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business is Room 1102C, 11th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong.

Principal activities of the Company and its subsidiaries (the "Group") include the investments in listed and unlisted companies in Hong Kong and in other parts of the People's Republic of China (the "PRC"), excluding Hong Kong.

The unaudited condensed consolidated interim financial statements for the six months ended 30th June, 2013 (the "Interim Financial Statements") have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The Interim Financial Statements are unaudited but have been reviewed by the audit committee of the Company.

The Interim Financial Statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's 2012 annual financial statements.

The accounting policies and method of computation adopted in the preparation of the Interim Financial Statements are consistent with those used in the preparation of the Group's annual financial statements for the year ended 31st December, 2012.

The Interim Financial Statements were approved for issue by the Board on 27th August, 2013.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Interim Financial Statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate. The accounting policies adopted in the Interim Financial Statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31st December, 2012, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") (which include individual Hong Kong Financial Reporting Standards, HKASs and Interpretations) which are effective for accounting periods beginning on or after 1st January, 2013.

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities Consolidated Financial Statements</i>
HKFRS 10	<i>Joint Arrangements</i>
HKFRS 11	<i>Disclosure of Interests in Other Entities</i>
HKFRS 12	<i>Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – Transition Guidance</i>
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	<i>Fair Value Measurement</i>
HKFRS 13	<i>Amendments to HKAS 1 Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i>
HKAS 1 Amendments	<i>Employee Benefits</i>
HKAS 19 (2011)	<i>Separate Financial Statements</i>
HKAS 27 (2011)	<i>Investments in Associates and Joint Ventures</i>
HKAS 28 (2011)	<i>Stripping Costs in the Production Phase of a Surface Mine</i>
HK(IFRIC)-Int 20	<i>Amendments to a number of HKFRSs issued in June 2012</i>
Annual Improvements 2009-2011 Cycle	

Other than as further explained below regarding the impact of amendments to HKAS 1 and HKFRS 13, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

The HKAS 1 Amendments change the grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point of time (for example, net gain on hedge of a net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) would be presented separately from items which will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendments will affect presentation only and have no impact on the financial position or performance.

HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs.

The adoption of HKFRS 13 only affects disclosures on fair value measurements in the condensed consolidated interim financial statements. HKFRS 13 has been applied prospectively.

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the condensed consolidated statement of financial position approximate their respective fair value.

### 3. REVENUE

	<b>Six months ended 30th June,</b>	
	<b>2013</b>	<b>2012</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Interest income	<u>5</u>	<u>29</u>

### 4. OTHER NET INCOME

	<b>Six months ended 30th June,</b>	
	<b>2013</b>	<b>2012</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Fair value (loss)/gain on financial assets		
at fair value through profit or loss	(90)	60
Written back of provision for impairment loss of deposits paid (note 10)	<u>23,400</u>	<u>–</u>
	<u>23,310</u>	<u>60</u>

### 5. SEGMENT INFORMATION

No segment information is presented as all of the revenue, contribution to operating results, assets and liabilities of the Group are attributable to activities which are carried out or originated principally in Hong Kong.

## 6. PROFIT/(LOSS) BEFORE INCOME TAX

	Six months ended 30th June,	
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Profit/(Loss) before income tax is arrived at after charging:		
Directors' remuneration	1,031	1,110
Depreciation on owned assets	154	153
Investment management fees	250	250
Staff costs	497	631
Operating lease charges on an office premise	–	137
	<u>          </u>	<u>          </u>

## 7. INCOME TAX EXPENSE

No Hong Kong profits tax has been provided for the six months ended 30th June 2013 and 2012 as the Group has no assessable profits.

	Six months ended 30th June,	
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Hong Kong		
– Current tax	–	–
– Under-provision in respect of prior year	–	1
	<u>          </u>	<u>          </u>
Income tax expense	<u>          </u>	<u>          </u>

## 8. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings per share for the six months ended 30th June, 2013 is based on the profit attributable to owners of the Company of approximately HK\$20,120,000 (six months ended 30th June, 2012: a loss of approximately HK\$3,749,000) and 2,197,866,000 (six months ended 30th June, 2012: 2,197,866,000) ordinary shares in issue during the period.

Diluted earnings per share for the period ended 30th June, 2013 was not presented as the Group had no dilutive potential ordinary shares during the period.

No adjustment has been made to the loss per share amount presented for the periods ended 30th June, 2012 in respect of a dilution as the impact of the exercise of the share options has an anti-dilutive effect on the basic loss per share amount presented.

## 9. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	30th June,	31st December,
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Listed equity securities, at fair values	10,058	12,311
Unlisted equity securities, at cost less impairment	24,696	24,696
	<u>          </u>	<u>          </u>
	<u>34,754</u>	<u>37,007</u>

## 10. DEPOSITS PAID

	<b>30th June, 2013</b> <i>HK\$'000</i> <b>(Unaudited)</b>	31st December, 2012 <i>HK\$'000</i> <b>(Audited)</b>
At 1st January	<b>53,400</b>	53,400
Less: refund	<b>(23,400)</b>	–
	<b>30,000</b>	53,400
Less: provision for impairment loss	<b>(30,000)</b>	(53,400)
	<b>–</b>	–

### Notes:

- (i) On 16th September, 2010, the Company entered into non-binding memorandum of understandings (“MOUs”) with vendors for the acquisition of equity interests in three investment projects in the PRC, with deposits paid of HK\$10,000,000 for each of the investment projects. According to the MOUs, Mr. Mung Kin Keung (“Mr. Mung”), a director and a substantial shareholder of the Company, has a personnel guarantee on the deposits paid as security in the event that the vendors are unable to fulfil their responsibilities under the MOUs.

#### – Investment 1

On 8th April, 2011, the Company entered into a letter of intent with the vendor to extend the expiry date of one of the MOUs. On 31st December, 2011, the acquisition of equity interest in the investment project has not been executed or completed. On 21st March, 2012, the Company and the vendor entered into an agreement to terminate the acquisition, and the vendor agreed to refund the deposit of HK\$10 million with a premium of HK\$3 million to the Company on or before 30th June, 2012.

The vendor proposed to introduce other investment projects for the Company’s consideration. Additional time is allowed for the proposal. On 29th June, 2012, a supplemental agreement was entered between the Company, Mr. Mung and the vendor to extend the refund of the deposit of HK\$10 million and the premium of HK\$3 million on or before 31st December, 2012, which provides that, in the event that the vendor can introduce investment project which is accepted by the Company by 31st December, 2012, it will only be required to refund the deposit of HK\$10 million.

On 31st December, 2012, another supplemental agreement was entered between the Company, Mr. Mung and the vendor to extend the refund of the deposit of HK\$10 million and the premium of HK\$3 million on or before 30th September, 2013. Same as the supplemental agreement dated 29th June, 2012, in the event that the vendor can introduce investment project which is accepted by the Company by 30th September, 2013, the vendor will only be required to refund the deposit of HK\$10 million.

#### – Investment 2

On 8th April, 2011, the Company entered into a sale and purchase agreement (the “Agreement 1”) with an individual and the vendor upon the expiry of one of the MOUs. Pursuant to the Agreement 1, the individual provided personal guarantee in favour of the Company the due and punctual performance of the Agreement 1. In the event that completion of Agreement 1 does not take place, the individual shall refund the related deposit of HK\$10 million plus a premium of HK\$3 million in total to the Company. Subsequently, the Agreement 1 was not completed as certain conditions precedents to the execution of the Agreement 1 have not been fulfilled. On 21st March, 2012, the Company entered into an agreement with the vendor to terminate the acquisition, and the vendor agreed to refund the deposit of HK\$10 million and the premium of HK\$3 million to the Company on or before 30th June, 2012.

The vendor proposed to introduce other investment projects for the Company's consideration. Additional time is allowed for the proposal. On 29th June, 2012, a supplemental agreement was entered between the Company, the individual and the vendor to extend the refund of the deposit of HK\$10 million and the premium of HK\$3 million on or before 31st December, 2012, which provides that, in the event that the vendor can introduce investment project which is accepted by the Company by 31st December, 2012, it will only be required to refund the deposit of HK\$10 million.

On 31st December, 2012, another supplemental agreement was entered between the Company, the individual and the vendor to extend the refund of the deposit of HK\$10 million and the premium of HK\$3 million on or before 30th September, 2013. Same as the supplemental agreement dated 29th June, 2012, in the event that the vendor can introduce investment project which is accepted by the Company by 30th September, 2013, the vendor will only be required to refund the deposit of HK\$10 million.

– *Investment 3*

On 8th April, 2011, the Company entered into four other sale and purchase agreements (the "Agreements 2") with the vendor upon the expiry of the remaining MOU. According to the Agreements 2, two individuals provided personal guarantees in favour of the Company the due and punctual performance of the Agreements 2. On 31st December, 2011, the Agreements 2 was not completed as certain conditions precedents to the execution of the Agreements 2 have not been fulfilled. On 21st March, 2012, the Company entered into an agreement with the vendor to terminate the acquisition, and the vendor agreed to refund the deposit of HK\$10 million and the premium of HK\$3 million to the Company on or before 30th June, 2012.

The vendor proposed to introduce other investment projects for the Company's consideration. Additional time is allowed for the proposal. On 29th June, 2012, a supplemental agreement was entered between the Company and the vendor to extend the refund of the deposit of HK\$10 million and the premium of HK\$3 million on or before 31st December, 2012, which provides that, in the event that the vendor can introduce investment project which is accepted by the Company by 31st December, 2012, it will only be required to refund the deposit of HK\$10 million.

On 31st December, 2012, another supplemental agreement was entered between the Company, the individual and the vendor to extend the refund of the deposit of HK\$10 million and the premium of HK\$3 million on or before 30th September, 2013. Same as the supplemental agreement dated 29th June, 2012, in the event that the vendor can introduce investment project which is accepted by the Company by 30th September, 2013, the vendor will only be required to refund the deposit of HK\$10 million.

The repayment of the above-mentioned deposits (collectively, the "First Deposit") is secured by the personal guarantee from Mr. Mung.

- (ii) On 11th April, 2011, the Company signed a Chinese non-binding framework agreement (the "Framework Agreement") with two vendors for the acquisition of the petrochemical related business in the PRC, with a refundable deposit paid of US\$3 million (equivalent to approximately HK\$23.4 million) (the "Second Deposit"). As at 31st December, 2011, the Framework Agreement has not been completed or executed. On 27th March, 2012, the Company entered into an agreement with the vendors to terminate the acquisition, and the vendors agreed to refund the deposit of HK\$23.4 million to the Company on or before 30th June, 2012.

On 30th June, 2012, a supplemental agreement was entered between the Company and the vendors to extend the deposits refund of HK\$23.4 million on or before 31st December, 2012.

On 30th December, 2012, another supplemental agreement was entered between the Company and the vendors to further extend the refund on or before 30th April, 2013 as the vendors have petrochemical related business in the PRC and the Company intended to continually negotiate with the vendors for the potential opportunity on the investment in the said business. Time is required for negotiation.



As indicated above, there is no interest charged or other compensation payment to the Company for the postponements of the refund of the First Deposit and the Second Deposit (the “Postponements”) as there are potential investment opportunities for the Company. The terms of refund of the First Deposit and the Second Deposit were commercial decisions, which were mutually negotiated and agreed. The management of the Company (the “Management”) considered that the Postponements are fair and reasonable and in the interest of the Company and its shareholders.

After consideration of the followings and by reference to the accounting standards in Hong Kong, the Management finally decided to make an impairment provision on the First Deposit and the Second Deposit totaling HK\$53,400,000 in the financial statements for the year ended 31st December, 2012:–

- a. the repayment of the First Deposit and the receipt of the personal guarantee provided on the First Deposit by Mr. Mung are assessed individually and cannot be treated as a whole to evaluate the repayment of First Deposit;
- b. Mr. Mung is a shareholder of the Company, any amount received from him under the said guarantee will be treated as capital contribution;
- c. If the default payment of the First Deposit is occurred, Mr. Mung’s obligation of his personal guarantee can be considered to recognise; and
- d. The repayment of the First Deposit and the Second Deposit involved uncertainty.

The Company will enforce the personal guarantee given by Mr. Mung, if the repayment of the First Deposit relating to the above-mentioned Investments 1-3 is in default. Mr. Mung also confirmed that he would fulfill the obligations under the personal guarantee.

Due to the proposed acquisitions as described in notes (i) and (ii) above were confirmed and agreed to terminate during the year ended 31st December, 2012, the respective deposits paid were classified as current assets as at 31st December, 2012.

On 8th May 2013, the Company and the two vendors as mentioned in note (ii) entered into a settlement agreement to settle the refund of Second Deposit under the Framework Agreement. Pursuant to the Framework Agreement and the supplemental agreements, the two vendors had refunded the Second Deposit, previously paid by the Company to the two vendors under the Framework Agreement, to the Company before 30th April, 2013. As a provision for impairment of the Second Deposit had been made in the financial year ended 31st December, 2012, the receipt of the Second Deposit had been treated as an other income of the Company during the period.

## 11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	<b>30th June, 2013 HK\$’000 (Unaudited)</b>	31st December, 2012 HK\$’000 (Audited)
Listed equity securities in Hong Kong held for trading, at fair value	<b>525</b>	615

## **INTERIM DIVIDEND**

The Board has resolved not to declare an interim dividend for the period (2012: Nil).

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Financial review**

During the period, the Group recorded a profit attributable to owners of the Company of approximately HK\$20,120,000, compared to a loss attributable to owners of the Company of approximately HK\$3,749,000 in the corresponding period of 2012. The profit during the period was mainly due to the written back of provision for impairment loss of deposits paid amounting to approximately HK\$23,400,000 (the “Written Back”), which had been made in the financial year ended 31st December, 2012. Excluding the Written Back, the Group sustained a loss of approximately HK\$3,280,000 during the period.

### **Investment review**

As at 30th June, 2013, the major investments of the Group were HK\$10,583,000 of a portfolio of listed equity securities and HK\$24,696,000 of direct investment in unlisted equity securities. The investment portfolio of the Group comprises equity securities in Hong Kong, Canada and the PRC. No new investment was added to the investment portfolio and no dividend was received from investments during the period.

### **Liquidity and Financial Resources**

As at 30th June, 2013, the Group had cash and cash equivalents approximately HK\$22,998,000 (as at 31st December, 2012: approximately HK\$2,857,000).

As at 30th June, 2013, the Group had net current assets of approximately HK\$24,963,000, as compared to approximately HK\$4,655,000 as at 31st December, 2012.

As at 30th June, 2013, the current ratio of the Group was 27.11 compared to 5.21 at 31st December, 2012.

The Group had no borrowing as at 30th June, 2013 (as at 31st December, 2012: Nil).

### **Pledge of assets**

As at 30th June, 2013, the Group had no pledged of assets to bank to secure any banking facilities (as at 31st December, 2012: Nil).

### **Capital commitment and contingent liabilities**

As at 30th June, 2013 and 31st December, 2012, the Group had no material capital commitment and contingent liabilities.

## **Foreign exchange exposure**

Most of the investments and the business transactions of the Group are denominated in Hong Kong dollars. The Board believes the foreign exchange exposure is minimal.

## **Staff costs**

The Group's total staff costs (including directors' emoluments) for the period ended 30th June, 2013 amounted to approximately HK\$1,577,000 (six months ended 30th June, 2012 approximately HK\$1,741,000).

## **Prospects**

Looking ahead, the volatility of the global financial market for the coming quarters is expected to remain high in view of the slow pace of global economic recovery, the possibility of the withdrawal of quantitative easing measures in the United States and the risk of reversal movement of capital flow from China, etc. The Board will adopt a conservative approach in managing the existing investments. Beside, the Board still believes that the PRC has a more optimistic outlook and will continue to identify suitable investment opportunities in PRC companies with stable income and potential capital appreciation for the Group.

## **AUDIT COMMITTEE**

The Company has established an audit committee in accordance with Rule 3.21 of the Listing Rules.

The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a general review of the interim report for the six months ended 30th June, 2013 with the Directors.

## **COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company has applied the principles and complied with all the applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules during the period except for the following deviations: -

### **Code provision A.4.1**

The code provision A.4.1 of the CG Code states that non-executive directors should be appointed for a specific term to election.

After the expiry of the service contract, the appointment of the independent non-executive directors of the Company (the "INEDs") shall continue with no specific term. They are, however, subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company (the "Articles of Association").

Each INED has, pursuant to the guidelines set out in Rule 3.13 of the Listing Rules, confirmed he/she is independent of the Company and the Company also considers that they are independent. The term of office of each INED is not more than three years from date of appointment subject to the requirement that one-third of all the directors shall retire from office by rotation at each annual general meeting pursuant to the Articles of Association.

### **Code provision A.6.7**

The code provision A.6.7 of the CG Code states that independent non-executive directors should also attend general meetings and develop a balanced understanding of the views of shareholders.

Due to personal commitment, an INED was unable to attend the annual general meeting of the Company held on 21st June, 2013 (the “Annual General Meeting”).

### **Code provision E.1.2**

The code provision E.1.2 of the CG code states that the chairman of the board should attend the annual general meeting.

Due to other business commitment, the chairman of the Board was unable to attend the Annual General Meeting. However, arrangements including the attendance of another member of the Board had been in place to ensure the Annual General Meeting was in order.

### **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code during the period.

### **CHANGES IN DIRECTORS’ INFORMATION**

The changes in information on Directors since the date of the 2012 annual report of the Company, which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, is set out below:

#### **Biographical details**

<b>Name</b>	<b>Details of Changes</b>
Mr. Tang Hao	appointed as an executive director of Karce International Holdings Company Limited (Stock Code: 1159) with effect from 22nd July, 2013
Mr. Ha Wing Ho, Peter	appointed as an executive director of Bestway International Holdings Limited (Stock Code: 718) with effect from 23rd April, 2013
Mr. Mung Bun Man, Alan	resigned as an executive director of the Company with effect from 3rd April, 2013

## **PURCHASE, SALE OR REDEMPTION OF LISTED SHARES**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period.

By Order of the Board  
**Mastermind Capital Limited**  
**Ha Wing Ho, Peter**  
*Executive Director*

Hong Kong, 27th August, 2013

*As at the date of this announcement, the Board comprises of five executive directors, namely, Mr. Mung Kin Keung (Chairman), Mr. Tang Hao (Chief Executive Officer), Mr. Ha Wing Ho, Peter, Mr. Chee Man Sang, Eric and Mr. Michael Stockford; and three independent non-executive directors, namely, Mr. Lo Tak Kin, Ms. Yu Tin Yan, Winnie and Mr. Patrick Lee.*