

香港聯合交易所有限公司
(香港交易及結算所有限公司全資附屬公司)
The Stock Exchange of Hong Kong Limited
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

通告 CIRCULAR

香港聯合交易所有限公司竭力確保其提供之資料準確可靠，惟不保證該等資料絕對正確，亦不對由於任何資料不確或遺漏所引之損失或損害負責(不論是民事侵權行為責任或合約責任或其他)。

The Stock Exchange of Hong Kong Limited endeavours to ensure the accuracy and reliability of the information provided, but does not guarantee its accuracy and accepts no liability (whether in tort or contract or otherwise) for any loss or damage arising from any inaccuracies or omissions.

FOR REFERENCE ONLY

Subject : Display of Adjusted Previous Closing Price of Mastermind Capital Limited (stock code 905) on AMS/3 for its 1-for-2 Open Offer on Ex-All Date, 5 December 2014

Enquiry Tel : Mr. Eric Lam (Tel: 2840 3087) or Ms. Cynthia Chiu (Tel: 2840 3076)

Pursuant to the open offer timetable issued by Mastermind Capital Limited ("Mastermind Capital"), Mastermind Capital's shares (stock code: 905) will be marked "ex-open offer" on 5 December 2014, the Ex-All Date. Shareholders, investors and market participants should read the Mastermind Capital's announcements and prospectus documents in full including the terms and conditions of the open offer of Mastermind Capital in dealing with Mastermind Capital's shares. If they are in doubt, they should consult their professional adviser(s).

As an AMS/3 standard practice for ex-open offer ("Ex-All") and for reference only, an Adjusted Previous Closing Price will be displayed in the "PRV CLOSE" field of Mastermind Capital's AMS/3 stock page on 5 December 2014, the Ex-All Date. The unadjusted previous closing price will instead be displayed in the free text field. Calculation of the Adjusted Previous Closing Price will be based on Mastermind Capital's closing price on 4 December 2014 (i.e. last cum-all trading day) and by using the following standard adjustment formula for open offer generally.

Adjustment Formula:

Adjusted Previous Closing Price

$$= [(Closing Price on the last cum-all trading day \times Y) + (S \times X)] \div (X + Y)$$

where:

S = Subscription price per offer share, i.e. HK\$0.45

X = Number of offer shares a shareholder is entitled to subscribe when he/she holds Y existing shares on the record date, i.e. 1 offer share

Y = Number of existing shares a shareholder has to hold on the record date for entitling him/herself to subscribe for X offer shares, i.e. 2 shares

Note: Price adjustment for open offer will not be made and the previous closing price will remain unchanged on ex-all date when the subscription price is higher than the closing price of the shares on the last cum-all trading day.

.../2

香港交易及結算所有限公司
Hong Kong Exchanges and Clearing Limited

香港中環港景街一號國際金融中心一期12樓
12/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong

電話 Tel: +852 2522 1122 傳真 Fax: +852 2295 3106 網址 Website: www.hkex.com.hk 電郵 E-mail: info@hkex.com.hk

For illustration purpose, depending on Mastermind Capital's closing price on 4 December 2014, the Exchange shall base on the above standard formula for open offer generally to calculate and display the Adjusted Previous Closing Price on Mastermind Capital's AMS/3 stock page on 5 December 2014 as follows:-

<u>CUM-ALL</u>	<u>EX-ALL</u>
<u>Unadjusted Closing Price</u>	<u>Adjusted</u>
<u>on 4 December 2014</u>	<u>Previous Closing Price</u>
(HK\$)	(HK\$)
0.4200	0.420*
0.4250	0.425*
0.4300	0.430*
0.4350	0.435*
0.4400	0.440*
0.4450	0.445*
0.4500	0.450
0.4575	0.455
0.4650	0.460
0.4725	0.465
0.4800	0.470
0.4875	0.475
0.4950	0.480
0.5025	0.485
0.5100	0.490
0.5175	0.495
0.5250	0.500
0.5400	0.510
0.5550	0.520
0.5700	0.530
0.5850	0.540
0.6000	0.550
0.6150	0.560
0.6300	0.570
0.6450	0.580
0.6600	0.590
0.6750	0.600
0.6900	0.610
0.7050	0.620
0.7200	0.630

Charles Woo
Vice President
Listing Division