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## **MASTERMIND CAPITAL LIMITED**

慧德投資有限公司\*

*(Incorporated in Cayman Islands with limited liability)  
(Stock Code:905)*

### **ANNOUNCEMENT OF CHANGE OF INFORMATION OF DIRECTOR**

This announcement is made pursuant to Rule 13.51B(2) of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Mastermind Capital Limited (the “Company”) received a notification from Mr. Alex Leung King Yue (“Mr. Leung”) on 9<sup>th</sup> January, 2009 that First Natural Foods Holdings Limited (Provisional Liquidators Appointed) (“FNF”), a company of which he is an independent non-executive director since 17<sup>th</sup> December, 2008, appointed provisional liquidators with effect from 6<sup>th</sup> January, 2009. Based on published information, FNF is a holding company, and its subsidiaries are principally engaged in manufacture and sale of frozen marine food, frozen functional food and frozen seasoned convenient food; and sale of food products in UBI brand. It was incorporated in Bermuda on 27<sup>th</sup> July, 2001, and its shares are listed on the Stock Exchange under the stock code 1076. Trading in the shares of FNF on the Stock Exchange has been suspended upon the request of FNF since 15<sup>th</sup> December, 2008.

According to Mr. Leung, following the resignation of three People’s Republic of China based directors of FNF on 12<sup>th</sup> December, 2008, the chairman and executive director of FNF, Mr. Yeung Chung Lung, became out of reach at the same time. Subsequently on 17<sup>th</sup> December, 2008, two other Hong Kong based directors resigned separately from the board of directors of FNF (the “FNF Board”). Mr. Leung was appointed as an independent non-executive director of FNF on 17<sup>th</sup> December, 2008 on an emergency basis to restore the compliance with Rule 3.10(1) of the Listing Rules on the Stock Exchange before the last resignation of an independent non-executive director on the same day. Reference is made to the announcements of FNF dated 18<sup>th</sup> and 22<sup>nd</sup> December, 2008.

Mr. Leung together with other directors of the FNF Board reviewed the situation of FNF, and concluded that, in the interests of creditors and shareholders of FNF, provisional liquidators should be appointed to FNF to preserve the assets of FNF and its subsidiaries.

On 6<sup>th</sup> January, 2009, FNF presented a petition to the High Court of the Hong Kong Special Administrative Region (the “High Court”). On the same day, the High Court ordered that Messrs. Stephen Liu Yiu Keung and David Yen Ching Wai of Ernst & Young Transactions Limited be appointed joint and several provisional liquidators of FNF to take control and possession of the assets of FNF and its subsidiaries. The Petition was filed with the High Court on 7<sup>th</sup> January 2009 to effect the appointment. Reference is made to the announcement of FNF dated of 8<sup>th</sup> January, 2009.

The appointment of provisional liquidators to FNF falls under an event described in Rule 13.51(2)(1) of the Listing Rules on the Stock Exchange. Therefore, pursuant to Rule 13.51B(2) of the Listing Rules, the Company is required to, inter alia, make an announcement of the fact that Mr. Leung, being an executive director of the Company, is also an independent non-executive director of FNF.

The Company was informed by Mr. Leung that the purpose of his appointment to the FNF Board during FNF’s turbulent time was to assist a listed company in administration and operational uncertainty, which will inevitably bring valuable experiences to him and hence his contribution to any listed company of which he is a director.

By Order of the Board  
**MASTERMIND CAPITAL LIMITED**  
**Leong Chi Wai**  
*Executive Director*

Hong Kong, 15<sup>th</sup> January, 2009

*As at the date of this announcement, the board of directors comprises Mr. Mung Kin Keung, Mr. Ha Wing Ho, Peter, Mr. Leong Chi Wai and Mr. Leung King Yue, Alex as executive directors; Mr. Chee Man Sang, Eric, Mr. Lo Tak Kin and Ms. Yu Tin Yan, Winnie as independent non-executive directors.*

\* For identification purpose only