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 Friday, 24th June, 2011 at 11:00 a.m. (and at any adjournment thereof)

I/We [1] _____

of _____

being the registered holder(s) of _____ shares[2] of HK$0.025 each in the capital of Mastermind Capital Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or *(Note 3)* _____

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 Friday, 24th June, 2011 at 11:00 a.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 *(Note 4)*.

	ORDINARY RESOLUTIONS	FOR *(Note 4)*	AGAINST *(Note 4)*
1.	To receive and consider the audited financial statements for the year ended 31st December, 2010, the report of the directors and independent auditor's report.		
2.	(i) To re-elect Mr. TANG Hao as executive director.		
	(ii) To re-elect Mr. MUNG Bun Man, Alan as executive director.		
	(iii) To re-elect Mr. HA Wing Ho, Peter as executive director.		
	(iv) To re-elect Mr. LO Tak Kin as independent non-executive director.		
	(v) To re-elect Ms. YU Tin Yan, Winnie as independent non-executive director.		
	(vi) 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 grant a general mandate to the directors to allot, issue and deal with additional shares of the Company pursuant to ordinary resolution numbered (4) of the notice of the annual general meeting.		
5.	To give a general mandate to the directors to repurchase shares of the Company pursuant to ordinary resolution numbered (5) of the notice of the annual general meeting.		
6.	To extend the general mandate granted to the directors to issue new shares of the Company pursuant to ordinary resolution numbered (6) of the notice of the annual general meeting.		

Dated _____ 2011 Shareholder's signature *(Note 5)* _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman is preferred, please strike out "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided.
4. **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.
5. 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.
6. 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.
7. 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.
8. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.
10. The description of this resolution is by way of summary only. The full text appears in the notice of annual general meeting.
11. Any alteration made to this proxy form must be initialled by the person who signs it.

* *for identification purpose only*