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## **Virtual Mind Holding Company Limited**

**天機控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1520)**

### **EXTENSION OF PLACING PERIOD AND CLOSING DATE OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

#### **Placing Agent**



**VC Brokerage Limited**

Reference is made to the announcement of Virtual Mind Holding Company Limited (the “**Company**”) dated 20 October 2023 (the “**Announcement**”) in relation to, among others, the Placing of new Shares under General Mandate. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

#### **EXTENSION OF PLACING PERIOD AND CLOSING DATE**

Pursuant to the Placing Agreement, the Placing Period shall be the period commencing on the date of the Placing Agreement and expiring on 10 November 2023 or such later date as the Company and the Placing Agent (each a “**Party**” and collectively, the “**Parties**”) may agree in writing and the Closing Date shall be any Business Day not later than 17 November 2023.

As additional time is required for the Placing Agent to procure investors to subscribe for the Placing Shares, on 10 November 2023 (after trading hours), the Parties entered into an addendum to the Placing Agreement dated 20 October 2023 (the “**Addendum**”), pursuant to which the Parties mutually agree to extend (a) the Placing Period to 24 November 2023 (or such later date as the Parties may agree in writing); and (b) the Closing Date to 1 December 2023 (or such later date as the

Parties may agree in writing) (collectively, the “**Revision**”), and the Parties execute the Addendum to revise and supplement the Placing Agreement so as to implement and effectuate the Revision with immediate effect.

The Placing Agreement and the Addendum shall be read and construed as one instrument in regulating and governing the Placing. The provisions of the Addendum shall prevail in the event of any conflict or inconsistency between the Addendum and the Placing Agreement.

Save as and subject only to the variations under the Addendum contained and such other alterations (if any) as may be necessary to make the Placing Agreement consistent with the Revision, all other terms and conditions of the Placing Agreement shall remain in full force and effect and shall be read and construed and be enforceable as if the terms of the Addendum were inserted in the Placing Agreement by way of addition or substitution, as the case may be.

The Placing Price of HK\$0.10 represents (i) a premium of approximately 7.53% over the closing price of HK\$0.093 per Share as quoted on the Stock Exchange on the date of the Addendum; and (ii) a premium of approximately 7.53% over the average closing price of HK\$0.093 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Addendum.

**Shareholders and potential investors of the Company should note that the completion of the Placing is subject to the satisfaction of the conditions precedent set out in the Placing Agreement (as revised and supplemented by the Addendum). As the Placing may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**Virtual Mind Holding Company Limited**  
**Li Yang**  
*Chairman & Executive Director*

Hong Kong, 10 November 2023

*As at the date of this announcement, the executive Directors are Mr. Li Yang, Ms. Tin Yat Yu Carol, Mr. Chan Ming Leung Terence, Mr. Gong Xiaohan and Mr. Wong Wai Kai Richard; and the independent non-executive Directors are Mr. Tang Shu Pui Simon, Mr. Hon Ming Sang and Ms. Lo Wing Sze BBS, JP.*