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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of shareholders (the “**Shareholders**”) of Virtual Mind Holding Company Limited (the “**Company**”) will be held at Room 2511-15, 25/F, Peninsula Tower, 538 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong at 11:00 a.m. on Monday, 8 April 2024 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the subscription agreement dated 2 February 2024 (the “**First Subscription Agreement**”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company as the issuer and Yu Chunfeng as the subscriber (the “**First Subscriber**”) in relation to the issue of up to 400,000,000 new shares (the “**First Subscription Shares**”) of the Company and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, the specific mandate granted to the board of directors (the “**Board**”) of the Company to allot and issue the First Subscription Shares by the Company to the First Subscriber pursuant to the First Subscription Agreement (the “**Specific Mandate I**”) be and are hereby approved, and the Board be and is hereby authorised to allot and issue the First Subscription Shares to the First Subscriber pursuant to the First Subscription Agreement; and

- (b) any one of the directors of the Company (“**Director(s)**”) be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the First Subscription Agreement and all transactions contemplated thereunder including the allotment and issue of the First Subscription Shares under the Specific Mandate I, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided for in the First Subscription Agreement) as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”

2. “**THAT**”

- (a) the subscription agreement dated 2 February 2024 (the “**Second Subscription Agreement**”) (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company as the issuer and King Castle Enterprises Limited as the subscriber (the “**Second Subscriber**”) in relation to the issue of up to 400,000,000 new shares (the “**Second Subscription Shares**”) of the Company and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, the specific mandate granted to the Board to allot and issue the Second Subscription Shares by the Company to the Second Subscriber pursuant to the Second Subscription Agreement (the “**Specific Mandate II**”) be and are hereby approved, and the Board be and is hereby authorised to allot and issue the Second Subscription Shares to the Second Subscriber pursuant to the Second Subscription Agreement; and

- (b) any one of the Directors be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Second Subscription Agreement and all transactions contemplated thereunder including the allotment and issue of the Second Subscription Shares under the Specific Mandate II, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided for in the Second Subscription Agreement) as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”

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

Hong Kong, 15 March 2024

As at the date of this notice, the Board comprised the following Directors:

Executive Directors

Mr. LI Yang (*Chairman*)
Ms. TIN Yat Yu Carol
Mr. CHAN Ming Leung Terence
Mr. GONG Xiaohan
Mr. WONG Wai Kai Richard

*Independent non-executive
Directors*

Mr. TANG Shu Pui Simon
Mr. HON Ming Sang
Ms. LO Wing Sze *BBS, JP*

*Head office and principal
place of business in Hong
Kong:*

Room 2511-15, 25/F, Peninsula Tower,
538 Castle Peak Road, Cheung Sha Wan,
Kowloon, Hong Kong

Notes:

1. Business Day means any day (excluding Saturday and Sunday) on which no black rainstorm warning is issued, no No. 8 signal or above is hoisted, and no “extreme conditions” are announced by the government of Hong Kong at any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong; and on which banks in Hong Kong are generally open for business. In the event that a black rainstorm warning is issued, or No. 8 signal or above is hoisted, or “extreme conditions” are announced by the government of Hong Kong at any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong, the EGM will not be held on that day but will be held at the same time and place on the second Business Day after Monday, 8 April 2024 or any adjournment thereof.

2. For ascertaining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 2 April 2024 to Monday, 8 April 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 28 March 2024.
3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or, if he/she is the holder of two or more Shares, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company (as amended from time to time). A proxy needs not be a Shareholder.
4. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in any event not later than 11:00 a.m. on Saturday, 6 April 2024.
5. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and in such case, the form of proxy previously submitted shall be deemed to be revoked.
6. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the register of members in respect of the joint holding.