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Virtual Mind Holding Company Limited
天機控股有限公司

(formerly known as CEFC Hong Kong Financial Investment Company Limited)
(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Virtual Mind Holding Company Limited (the “**Company**”) will be held at Room 706, 7/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 2 June 2022, or 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 HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong, at the same time and place on the second Business Day (as defined in Note 1 below) after 2 June 2022 or any adjournment.

The following resolution will be considered and, if thought fit, approved by the Shareholders at the EGM:

ORDINARY RESOLUTION

“**THAT:**

- (a) the execution, delivery and performance by the Company of an acquisition agreement dated 25 January 2022 (the “**Acquisition Agreement**”) entered into among the Company, Dreamtoys Ltd (the “**Vendor**”) and Zeng Ge (the “**Guarantor**”) (a copy of the Acquisition Agreement is tabled at the meeting and marked “**A**” and signed by the chairman of the meeting for identification purpose) pursuant to which the Company conditionally agreed to acquire and the Vendor conditionally agreed to sell the one ordinary issued share in, representing the entire issued share capital of, the Dreamtoys Inc (the “**Target Company**”) (the “**Acquisition**”), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) subject to the fulfilment or waiver of the conditions precedent set out in the Acquisition Agreement, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) which shall entitle the Directors to exercise all the powers of the Company to allot and issue a maximum of 180,000,000 new shares (the “**Shares**”) of the Company (the “**Consideration Shares**”) at the issue price of HK\$0.22 per Share to the Vendor to settle part of the consideration for the Acquisition in accordance with the terms and conditions of the Acquisition Agreement; and
- (c) any one or more of the Directors of the Company be and is/are hereby authorised to exercise all powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Acquisition Agreement including without limitation: (i) the execution, amendment, supplement, delivery, submission and/or implementation of any further documents or agreements in relation to the Acquisition Agreement, and the issue and allotment of the Consideration Shares; and (ii) the taking of all necessary actions to implement the transactions contemplated under the Acquisition Agreement.”

By order of the Board
Virtual Mind Holding Company Limited
Li Yang
Chairman and Executive Director

Hong Kong, 13 May 2022

As at the date hereof, the board of Directors comprised the following Directors:

Executive Directors

Mr. LI Yang (*Chairman*)
Ms. TIN Yat Yu Carol
Mr. CHEUNG Ka Lung
Mr. CHAN Ming Leung Terence
Mr. GONG Xiaohan

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 706, 7/F., Capital Centre
151 Gloucester Road
Wanchai
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 HKSAR Government at or 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 HKSAR Government at or 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 2 June 2022 or any adjournment thereof.
2. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders are advised to check the websites of the Company (www.vmh.com.hk) and the Stock Exchange (www.hkexnews.hk) for the latest announcement(s) and information on the EGM arrangements.
3. For ascertaining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022 (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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 27 May 2022.
4. 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. A proxy needs not be a Shareholder.
5. 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in any event not later than 11:00 a.m. on Tuesday, 31 May 2022.
6. 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.
7. 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 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 shareholders in respect of the joint holding.