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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 8 APRIL 2024

Reference is made to the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM Notice**”) of Virtual Mind Holding Company Limited (the “**Company**”) both dated 15 March 2024. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the extraordinary general meeting of the Company held on 8 April 2024 (the “**EGM**”), all the proposed resolutions set out in the EGM Notice were duly passed by the Shareholders by way of poll. The poll results in respect of the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
1(a)	the subscription agreement dated 2 February 2024 (the “ First Subscription Agreement ”) 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 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	658,145,432 (100%)	0 (0.00%)
(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 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(a)	the subscription agreement dated 2 February 2024 (the “ Second Subscription Agreement ”) 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	658,145,432 (100%)	0 (0.00%)
(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.		

As more than 50% of the votes were cast in favour of each of the resolutions put forward to the Shareholders, all the ordinary resolutions proposed at the EGM were duly passed as ordinary resolutions of the Company.

As at the date of the EGM, the total number of issued Shares was 2,165,276,324, which was also the number of Shares entitling the holders thereof to attend and vote for or against the resolutions at the EGM. There were no restrictions on any Shareholders to cast votes on any of the resolutions of the EGM. There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the resolutions at the EGM pursuant to Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the EGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the EGM. There were no Shares actually voted but excluded from calculating the poll results.

Save for Mr. Gong Xiaohan, all Directors, namely Mr. Li Yang, Ms. Tin Yat Yu Carol, Mr. Chan Ming Leung Terence, Mr. Wong Wai Kai Richard, Mr. Tang Shu Pui Simon, Mr. Hon Ming Sang and Ms. Lo Wing Sze *BBS, JP*, attended the EGM in person or by way of electronic means.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as scrutineer at the EGM for the purpose of vote-taking.

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

Hong Kong, 8 April 2024

As at the date of this announcement, the executive directors of the Company 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 of the Company are Mr. Tang Shu Pui Simon, Mr. Hon Ming Sang and Ms. Lo Wing Sze BBS, JP.