



**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)

**FORM OF PROXY**

**For use at the extraordinary general meeting to be held on Thursday, 2 June 2022 (or any adjournment thereof)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.01  
each in the capital of Virtual Mind Holding Company Limited (“Company”) hereby appoint the chairman of the extraordinary general meeting of the Company (“Meeting”) or  
of \_\_\_\_\_  
to act as my/our proxy <sup>(Note 3)</sup> to attend and vote for me/us and on my/our behalf at the Meeting to 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 government of Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”) 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 4 below) after 2 June 2022 or any adjournment thereof on the following resolutions.

Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

	<b>ORDINARY RESOLUTION</b>	<b>FOR</b> <sup>(Note 5)</sup>	<b>AGAINST</b> <sup>(Note 5)</sup>
(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.		

Date: \_\_\_\_\_

Signature: <sup>(Notes 6, 7, 8, 9 and 10)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the extraordinary general meeting of the Company (“Meeting”) or” and insert the name and address of the person appointed as your proxy in the space provided.
4. 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 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 the No. 8 signal or above is hoisted, or “extreme conditions” are announced by the government of Hong Kong at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong, the Meeting 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.
5. Please indicate with a tick (✓) in the relevant box the way you wish your vote to be cast. If this form of proxy when returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her/its discretion in respect of the proposed resolutions. A proxy will also be entitled to vote or abstain at his/her/its discretion on any amendment of a resolution put to the Meeting or any adjournment thereof.
6. In the case of joint registered holders of any share(s), this form of proxy may be signed by any joint registered holder, but if more than one joint registered holders are present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first in the register of members of the Company in respect of the relevant joint registered share alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
7. This form of proxy must be signed by a shareholder of the Company, or his/her/its attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
8. To be valid, this form of proxy together with any 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 not later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
9. Any alteration made to this form should be initialled by the person who signs the form.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof and in such case, the form of proxy previously submitted shall be deemed to be revoked.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- a. “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- b. Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- c. Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- d. You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited (the address stated in note 8 above).