

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 28 FEBRUARY 2023**

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 10 February 2023. 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 28 February 2023 (the “**EGM**” or “**Meeting**”), the proposed resolution set out in the EGM Notice was duly passed by the Shareholders by way of poll. The poll results in respect of the resolution proposed at the EGM are as follows:

	ORDINARY RESOLUTION	NUMBER OF VOTES (%)	
		FOR	AGAINST
(a)	the Sale and Purchase Agreement (as defined in the circular of the Company dated 10 February 2023, a copy of which marked “A” is produced to the Meeting and signed by the chairman of the Meeting for the purpose identification) contemplated thereunder be and is hereby approved, confirmed and ratified; and	433,363,869 (100.00%)	0 (0.00%)
(b)	any one of the directors of the Company (“ <b>Directors</b> ”) 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 Sale and Purchase Agreement and all transactions contemplated thereunder, 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 Sale and Purchase Agreement) as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole.		

As more than 50% of the votes were cast in favour of the resolution, the resolution proposed at the EGM was duly passed as an ordinary resolution of the Company.

As at the date of the EGM, the total number of issued Shares was 1,993,663,096, which was also the number of Shares entitling the holders thereof to attend and vote for or against the resolution at the EGM. There were no restrictions on any Shareholders to cast votes on the resolution of the EGM. There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the resolution 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 resolution at the EGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolution proposed at the EGM.

Save for Ms. Tin Yat Yu Carol and Mr. Gong Xiaohan, who are executive Directors, all Directors, namely Mr. Li Yang, Mr. Cheung Ka Lung and Mr. Chan Ming Leung Terence, who are executive Directors, and Mr. Tang Shu Pui Simon, Mr. Hon Ming Sang and Ms. Lo Wing Sze *BBS, JP*, who are independent non-executive Directors, 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, 28 February 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Li Yang, Ms. Tin Yat Yu Carol, Mr. Cheung Ka Lung, Mr. Chan Ming Leung Terence and Mr. Gong Xiaohan; 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.*