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

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

VOLUNTARY ANNOUNCEMENT
INVESTMENT AGREEMENT FOR ESTABLISHMENT OF JOINT VENTURE

This announcement is made by the board (the "**Board**") of directors (the "**Directors**") of Virtual Mind Holding Company Limited (the "**Company**", together with its subsidiaries, the "**Group**") on a voluntary basis.

The Board is pleased to announce that on 29 January 2026, Beijing 1520 Technology Co., Ltd.* (北京壹伍貳零科技有限公司) ("**Beijing 1520**"), a wholly-owned subsidiary of the Company, entered into an investment agreement ("**Investment Agreement**") with Beijing Xiuman Technology Co., Ltd.* (北京秀曼科技有限公司) ("**Beijing Xiuman Technology**"). Pursuant to the Investment Agreement, Beijing 1520 intends to jointly invest with Beijing Xiuman Technology to establish a joint venture company, "Chengdu Tianhe Xinrui Precious Metals Co., Ltd.*" (成都天和鑫睿貴金屬有限公司) ("**Joint Venture**"), in Chengdu, People's Republic of China ("**PRC**"), to develop gold-related businesses and integrate finance, sports, art, and cross-border trade into a multi-dimensional development ("**Joint Venture Business**").

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, Beijing Xiuman Technology and its ultimate beneficial owners are independent of and not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

Beijing Xiuman Technology is wholly and beneficially owned by Mr. Yan Kaihong (閆凱紅). Beijing Xiuman Technology primarily engages in management consulting and sales (including the sale of metal products).

The Joint Venture has a registered capital of RMB5 million, with Beijing 1520 and Beijing Xiuman Technology will contribute RMB2.55 million and RMB2.45 million respectively, representing 51% and 49% of the registered capital. The Joint Venture is a subsidiary of the Company, and its financial results will be consolidated into the Company's consolidated financial statements.

The Joint Venture will have one executive director, to be nominated by Beijing 1520 and elected and appointed by the Joint Venture's shareholders' meeting.

Reasons for and Benefits of Establishing the Joint Venture

The Group has been actively seeking to expand its existing business and possesses extensive experience in AI and Web3 technologies to create a smart new consumption ecosystem covering sports, cultural tourism, entertainment and other fields.

The core advantages of the gold business are significant. It breaks traditional boundaries with innovative models, deeply integrating pure gold products with sports and art elements, while simultaneously linking financial services to create a diversified ecosystem. This layout not only effectively increases the average transaction value of traditional consumer businesses but also achieves efficient superposition and mutual empowerment of the financial and consumer attributes of gold, highlighting the comprehensive competitive advantages brought by attribute integration. The significant increase in sales of such products over the past year has driven the emergence of "small gold pieces" and co-branded jewelry as new consumer trends.

The Board believes that the establishment of the Joint Venture to expand into gold business will enable the Group to further extend its IP business into the gold industry, helping to create new revenue streams and generate returns for the Company's shareholders.

Based on the above, the Board believes that the Joint Venture Business is in line with the development strategies of the Company and is in the interests of the Company and its shareholders as a whole.

By order of the Board
Virtual Mind Holding Company Limited
Mei Weiyi
Chairman and Executive Director

Hong Kong, 29 January 2026

As at the date of this announcement, the executive Directors are Mr. Mei Weiyi, Mr. Li Yang, Ms. Tin Yat Yu Carol and Mr. Wong Wai Kai Richard; the non-executive Director is Ms. Kot Mui; and the independent non-executive Directors are Mr. Tang Shu Pui Simon, Mr. Hon Ming Sang and Mr. Cheung Pak To BBS.

**for identification purpose only*