



## Virtual Mind Holding Company Limited

天機控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1520)

1 November 2024

*To the Independent Shareholders*

Dear Sir or Madam,

**CONNECTED TRANSACTIONS IN RELATION TO  
(1) SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE; AND  
(2) SALE AND PURCHASE OF SHARES UNDER SHARES TRANSFER  
SPECIFIC MANDATE**

We refer to the circular of the Company dated 1 November 2024 (the “Circular”), of which this letter forms part. Unless the context otherwise requires, terms and expressions defined in the Circular shall have the same meanings herein.

We have been appointed by the Board as the members of the Independent Board Committee to advise the Independent Shareholders as to whether, in our opinion, the terms of the Subscription Agreement (as supplemented by the Supplemental Subscription Agreement), the Shares Transfer Agreement (as supplemented by the Supplemental Shares Transfer Agreement) and the transactions contemplated thereunder (including the grant of the Specific Mandate and Shares Transfer Specific Mandate) are fair and reasonable so far as the Company and the Independent Shareholders are concerned, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Red Sun Capital has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this regard.

We would like to draw your attention to the letter from the Board set out on pages 8 to 26 of the Circular which contains, among other things, information on the Subscription and the Shares Transfer, and the letter from Red Sun Capital set out on pages 29 to 52 of the Circular which contains its advice in respect of the Subscription Agreement (as supplemented by the Supplemental Subscription Agreement), the Shares Transfer Agreement (as supplemented by the Supplemental Shares Transfer Agreement) and the transactions contemplated thereunder. Your attention is also drawn to the additional information set out in the Circular.

Having taken into account the Subscription Agreement (as supplemented by the Supplemental Subscription Agreement), the Shares Transfer Agreement (as supplemented by the Supplemental Shares Transfer Agreement) and the transactions contemplated thereunder as well as the advice of Red Sun Capital, we are of the opinion that the terms of the Subscription Agreement (as supplemented by the Supplemental Subscription Agreement), the Shares Transfer Agreement (as supplemented by the Supplemental Shares Transfer Agreement) and the transactions contemplated thereunder (including the grant of the Specific Mandate and the Shares Transfer Specific Mandate) are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Although the Subscription Agreement (as supplemented by the Supplemental Subscription Agreement), the Shares Transfer Agreement (as supplemented by the Supplemental Shares Transfer Agreement) and the transactions contemplated thereunder are not conducted in the ordinary and usual course of business of the Company, they are on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the EGM to approve the Subscription Agreement (as supplemented by the Supplemental Subscription Agreement), the Shares Transfer Agreement (as supplemented by the Supplemental Shares Transfer Agreement) and the transactions contemplated thereunder (including the grant of the Specific Mandate and the Shares Transfer Specific Mandate).

Yours faithfully,  
For and on behalf of  
Independent Board Committee of  
**Virtual Mind Holding Company Limited**



**Mr. Tang Shu Pui Simon**  
*Independent non-executive  
Director*

**Mr. Hon Ming Sang**  
*Independent non-executive  
Director*

**Ms. Lo Wing Sze BBS, JP**  
*Independent non-executive  
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