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天機控股有限公司
VIRTUAL MIND HOLDING COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

VOLUNTARY ANNOUNCEMENT
MEMORANDUM OF UNDERSTANDING

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 23 April 2026, the Company entered into a memorandum of understanding (the "**MOU**") with Mr. Vadim Krekotin (the "**Founder**") on behalf of HSC Digital. Pursuant to the MOU, the Company shall make an initial investment in HSC Digital (the "**Investment**") and conduct relevant business cooperation, subject to satisfactory due diligence, mutual agreement on terms of the Investment, and compliance with applicable regulatory requirements.

The Company shall have priority to make further investment in HSC Digital subject to further negotiation and separate definitive agreement to be entered into between the parties.

Information on HSC Digital

HSC Digital, a company established by Mr. Vadim Krekotin, the Founder, to build licensed infrastructure for cross-border settlement, gold-backed stablecoin issuance, asset custody and tokenization of real-world assets (RWA).

The Founder is the managing partner of HSC Asset Group with more than 10 years of experience in investments, digital assets, and China-Global cross-border business.

HSC Asset Group is a team of investment specialists building on the bridge between China and the Middle East and North Africa region and focuses on investment, technology transfer, strategic partnerships development, capital structuring, fund execution and management expertise.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Founder is 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 (the "**Listing Rules**")).

Reasons for and benefits of entering into the MOU

The Group has been actively seeking to expand its existing business to create a smart new consumption ecosystem covering sports, cultural tourism, entertainment and other fields, and actively explore business integration with new technologies such as AI and Web3.

The Board believes that through the Investment, the parties can establish a long-term strategic partnership and collaborate on the development of licensed digital asset infrastructure, including gold-backed stablecoins, cross-border settlement solutions and RWA tokenization.

The Investment is a significant milestone for the Company in the field of licensed digital asset infrastructure, improving the Company's overall competitiveness, and is expected to bring new business growth points to the Company, having a positive impact on the Company's future development.

Based on the above, the Board considers that the Investment is in line with the development strategies of the Company and is in the interests of the Company and its shareholders as a whole.

General

The MOU aims to establish initial mutual understanding among the parties regarding the Investment. Except for confidentiality provisions, the MOU is a non-legally binding agreement and will not incur any legal liability to any party in any way. If the Investment under the MOU is finalized, it may constitute a notifiable transaction of the Company under the Listing Rules. Further announcement will be made by the Company in accordance with the Listing Rules should the parties enter into a formal agreement or any significant progress be made on the Investment.

Shareholders and/or investors of the Company should note that as the parties have not yet signed a formally binding document and negotiations are still ongoing, the Investment under the MOU may not necessarily be finalized. Shareholders and/or investors of the Company are advised to exercise caution when dealing in the Company's securities.

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

Hong Kong, 23 April 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.