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
INVESTMENT COOPERATION AGREEMENT

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 28 August 2026, the Company entered into an investment cooperation agreement (the "**Investment Agreement**") with Gauss Technology (HK) Limited ("**Gauss Technology**"). According to the Investment Agreement, the Company intends to establish a limited liability company (the "**Joint Venture**") in Hong Kong with Gauss Technology to expand its business in the fields of artificial intelligence and continuous learning. The business will be based on existing IP content and real-world operational scenarios, and will implement the AI application layer strategy into user-facing products. The business will provide users and IP creators with AI system software services (the "**Cooperation**") through Paas, Saas and other means to build the business scenarios quickly.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, Wen Rong (文蓉) holds 98% of the equity interest in Gauss Technology, and therefore, Gauss Technology and its ultimate beneficial owner 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).

Pursuant to the terms of the Investment Agreement, the Company and Gauss Technology will register the Joint Venture as soon as possible, in which the Company will hold 51% of the equity interest in the Joint Venture and Gauss Technology will hold 49% of the equity interest in the Joint Venture.

Reasons for and Benefits of Establishing the Joint Venture

The Group has been actively seeking to expand its existing business and, based on its existing IP digital ecosystem and real-world operational scenarios, explore the application of artificial intelligence and related technologies to IP content operation and related businesses. This is the first step for the Group to implement its AI application-layer strategy into user-facing products, building upon its existing IP digital ecosystem business. The Joint Venture plans to focus on continuously learning intelligent agents. Upon completion of the Joint Venture's registration, it will launch its research findings on fundamental capabilities such as persistent memory, tool execution, and verifiable operational basis for trial implementation as soon as possible.

The Board believes that the establishment of the Joint Venture will enable the Group to further expand its business operations in the field of AI technology applications within the IP sector and generate returns for the Company's shareholders.

In conclusion, the Board considers that the Cooperation is consistent with the Company's development strategy 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, 28 August 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.