

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 26, 2023 (July 24, 2023)

**Magnum Opus Acquisition Limited**  
(Exact name of registrant as specified in its charter)

Cayman Islands  
(State or other jurisdiction  
of incorporation)

001-40266  
(Commission  
File Number)

N/A  
(I.R.S. Employer  
Identification No.)

Unit 1009, ICBC Tower  
Three Garden Road, Central, Hong Kong  
(Address of principal executive offices, including zip code)

(852) 3757 9857  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A ordinary shares, par value \$0.0001 per share	OPA	The New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	OPA WS	The New York Stock Exchange
Units, each consisting of one Class A ordinary share and one-half of one redeemable warrant	OPA.U	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The information disclosed in Item 5.07 of this Current Report on Form 8-K is incorporated by reference into this Item 5.03 to the extent required herein.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On July 24, 2023, Magnum Opus Acquisition Limited (the "Company") held an extraordinary general meeting of shareholders (the "Extraordinary Meeting"), at which, holders of 9,317,930 of the Company's ordinary shares, which represents approximately 80.36% of the ordinary shares issued and outstanding and entitled to vote as of the record date of June 26, 2023, were represented in person or by proxy.

At the Extraordinary Meeting, the shareholders approved (1) the proposal to amend Articles 51.7 and 51.8 of the Company's amended and restated memorandum and articles of association (as amended by a special resolution of the Company's shareholders on March 17, 2023, the "MAA") to extend the date (the "Termination Date") by which the Company must (i) consummate a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination involving the Company with one or more businesses, which we refer to as a "business combination," or (ii) cease its operations except for the purpose of winding up if it fails to complete such business combination and redeem or repurchase 100% of the Company's then issued and outstanding public shares (the "Extension") for two months, from July 25, 2023 to September 25, 2023, and, if the Company does not consummate a business combination by September 25, 2023, to further extend the Termination Date, without the need for any future approval of the Company's shareholders, by resolutions of the board of directors of the Company passed at least three days prior to the applicable extended date, up to four times, each by an additional month, for an aggregate of four additional months, until January 25, 2024 (such proposal, the "Extension Amendment Proposal") and (2) the proposal to amend the

MAA to provide for the right of a holder of the Company's Class B ordinary shares to convert such shares into the Company's Class A ordinary shares on a one-for-one basis at any time before or concurrently with or immediately following the consummation of the Company's business combination at the election of the holder (such proposal, the "Founder Share Amendment Proposal"). A copy of the amendment to our MAA is attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference.

1. **The Extension Amendment Proposal.** The Extension Amendment Proposal was approved. The final voting tabulation for this proposal was as follows:

FOR	AGAINST	ABSTAIN
9,317,408	512	10

2. **The Founder Share Amendment Proposal.** The Founder Share Amendment Proposal was approved. The final voting tabulation for this proposal was as follows:

FOR	AGAINST	ABSTAIN
9,317,294	626	10

In connection with the vote to approve the Extension Amendment Proposal, the holders of 504,890 Class A ordinary shares elected to redeem their shares for cash at a redemption price of approximately \$10.48 per share, for an aggregate redemption amount of approximately \$5,293,171.39, leaving approximately \$63,848,789.50 in the Trust Account.

The proposal to adjourn the Extraordinary Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there were insufficient votes to approve the Extension Amendment Proposal or the Founder Share Amendment Proposal or if the Company determines that additional time is necessary to effectuate the Extension, was not presented at the Extraordinary Meeting, as the Extension Amendment Proposal and the Founder Share Amendment Proposal received a sufficient number of votes required for approval and the Company did not otherwise determine that additional time is necessary to effectuate the Extension.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
<a href="#">3.1</a>	<a href="#">Amendment to Amended and Restated Memorandum and Articles of Association of Magnum Opus Acquisition Limited</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

#### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MAGNUM OPUS ACQUISITION LIMITED

By: /s/ Hou Pu Jonathan Lin  
Name: Hou Pu Jonathan Lin  
Title: Chief Executive Officer and Director

Date: July 26, 2023

**MAGNUM OPUS ACQUISITION LIMITED (THE “COMPANY”)  
RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY**

**Extension Amendment Proposal**

It is resolved as a special resolution that the amended and restated memorandum and articles of association of Magnum Opus Acquisition Limited be amended by deleting Articles 51.7 and 51.8 in their entirety and replacing them with the following:

“51.7 In the event that the Company does not consummate a Business Combination on or before September 25, 2023, the Board may, not less than three days prior to the applicable Extended Date, pass a resolution to extend the period of time to consummate a Business Combination, up to four times, each by an additional month, for an aggregate of four additional months, until January 25, 2024. In the event that the Company does not consummate a Business Combination on or before the First-Phase Extended Date, or, if the Board has resolved to extend the period of time to consummate a Business Combination beyond the First-Phase Extended Date, as permitted by this Article 51.7, by the applicable Second-Phase Extended Date, or such later time as the Members may approve in accordance with the Articles, the Company shall:

- (a) cease all operations except for the purpose of winding up;
- (b) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-Share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company (less taxes payable and up to US\$100,000 of interest to pay distribution expenses), divided by the number of then Public Shares in issue, which redemption will completely extinguish public Members’ rights as Members (including the right to receive further liquidation distributions, if any); and
- (c) as promptly as reasonably possible following such redemption, subject to the approval of the Company’s remaining Members and the Directors, liquidate and dissolve, subject in each case to its obligations under Cayman Islands law to provide for claims of creditors and other requirements of Applicable Law.

For the purpose of this Article 51.7 and Article 51.8, the period from July 25, 2023 (exclusive) to September 25, 2023 (inclusive) is being referred to as the “**First-Phase Extension Period**,” and each of the one-month extension periods after September 25, 2023 (exclusive) and until January 25, 2024 (inclusive) as a “**Second-Phase Extension Period**.” Each of the First-Phase Extension Period and the Second-Phase Extension Periods is an “**Extension Period**.” September 25, 2023 is being referred to as the “**First-Phase Extended Date**,” and the last day of each Second-Phase Extension Period is being referred to as a “**Second-Phase Extended Date**,” with the first Second-Phase Extended Date being October 25, 2023 and the fourth Second-Phase Extended Date being January 25, 2024. “**Extended Date**” means each of the First-Phase Extended Date and the Second-Phase Extended Date, as appropriate.

In connection with the extensions, the Company shall deposit in the Trust Account: (A) for the First-Phase Extension Period, US\$300,000 (the “**First-Phase Contribution**”), and (B) if the Company does not consummate a business combination by the First-Phase Extended Date and the Board elects to extend the period to consummate a business combination beyond the First-Phase Extension Period, as permitted under this Article 51.7, for each applicable Second-Phase Extension Period, US\$150,000 (each such deposit, a “**Second-Phase Contribution**”). The First-Phase Contribution shall be deposited in the Trust Account in two equal installments of US\$150,000, on or before August 1, 2023 and September 1, 2023, respectively. Each Second-Phase Contribution, if applicable, shall be deposited into the Trust Account on or before (x) with respect to the first Second-Phase Extension Period, October 1, 2023, and (y) with respect to each subsequent Second-Phase Extension Period, the first day of the calendar month in which the immediate subsequent Second-Phase Extended Date falls. Each of the First-Phase Contribution and Second-Phase Contributions is being referred to as a “**Contribution**.”

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For the avoidance of doubt, the Board may, prior to the last day of an Extension Period, pass a resolution to terminate such Extension Period *provided that* the Company shall have deposited into the Trust Account the Contribution for such Extension Period.

51.8 In the event that any amendment is made to the Articles:

- (a) to modify the substance or timing of the Company’s obligation to allow redemption in connection with a Business Combination or redeem 100 per cent of the Public Shares if the Company does not consummate a Business Combination on or before the First-Phase Extended Date (or, if the Board has resolved to extend the period of time to consummate a Business Combination as described in Article 51.7, by the applicable Second-Phase Extended Date); or
- (b) with respect to any other provision relating to Members’ rights or pre-Business Combination activity,

each holder of Public Shares who is not the Sponsor, a Founder, Officer or Director shall be provided with the opportunity to redeem their Public Shares upon the approval or effectiveness of any such amendment at a per-Share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes, divided by the number of then issued and outstanding Public Shares. The Company’s ability to provide such redemption in this Article is subject to the Redemption Limitation.”

**Founder Share Amendment Proposal**

It is resolved as a special resolution that the amended and restated memorandum and articles of association of the Company be amended by deleting Article 17.2 in its entirety and replacing it with the following:

“17.2 Class B Shares shall automatically convert into Class A Shares on a one-for-one basis (the “**Initial Conversion Ratio**”) at any time before or concurrently with or immediately following the consummation of a Business Combination at the option of the holders thereof.”

It is further resolved as a special resolution that the amended and restated memorandum and articles of association of the Company be amended by deleting Article 51.10 in its entirety and replacing it with the following:

“51.10 Except in circumstances where Class A Shares are issued in connection with a conversion pursuant to Article 17.2 hereof where the holders of such shares have waived any right to receive funds from the Trust Account, after the issue of Public Shares, and prior to the consummation of a Business Combination, the Company shall not issue additional Shares or any other securities that would entitle the holders thereof to:

- (a) receive funds from the Trust Account; or
  - (b) vote as a class with Public Shares on a Business Combination.”
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