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Virtual Mind Holding Company Limited

天機控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 9 JUNE 2023

Reference is made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**AGM Notice**”) of Virtual Mind Holding Company Limited (the “**Company**”) both dated 17 May 2023. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The board of directors (the “**Board**”) of the Company is pleased to announce that at the annual general meeting of the Company held on 9 June 2023 (the “**AGM**”), all the proposed resolutions set out in the AGM Notice were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. The poll results in respect of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2022	322,501,791 (100.00%)	0 (0.00%)
2.	Each as a separate resolution, to re-elect the following retiring directors of the Company (each a “ Directors ”):		
2.1	Mr. LI Yang as an executive Director	322,501,791 (100.00%)	0 (0.00%)
2.2	Mr. HON Ming Sang as an independent non-executive Director	322,501,791 (100.00%)	0 (0.00%)
2.3	Ms. LO Wing Sze as an independent non-executive Director	322,501,791 (100.00%)	0 (0.00%)
3.	To authorise the board of directors of the Company to fix the Directors’ remuneration	322,501,791 (100.00%)	0 (0.00%)
4.	To re-appoint BDO limited as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration	322,501,791 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the directors of the Company to issue new shares up to 20%	322,501,791 (100.00%)	0 (0.00%)
6.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares up to 10%	322,501,791 (100.00%)	0 (0.00%)
7.	To extend the general mandate to issue new shares by adding the number of shares repurchased	322,501,791 (100.00%)	0 (0.00%)
8A.	(a) To approve and adopt the New Share Option Scheme (as defined in the Circular)	322,501,791 (100.00%)	0 (0.00%)
	(b) To approve and adopt the Scheme Mandate Limit (as defined in the Circular)	322,501,791 (100.00%)	0 (0.00%)
	(c) To terminate the share option scheme adopted by the Company on 23 November 2013	322,501,791 (100.00%)	0 (0.00%)
8B.	To approve and adopt the Service Provider Sublimit (as defined in the Circular)	322,501,791 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of each of the ordinary resolutions put forward to the Shareholders, all the ordinary resolutions proposed at the AGM were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued Shares was 2,024,774,324, which was also the number of Shares entitling the holders thereof to attend and vote for or against the resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the resolutions of the AGM. There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the AGM.

All directors, namely Mr. Li Yang, Ms. Tin Yat Yu Carol, Mr. Cheung Ka Lung, Mr. Chan Ming Leung Terence, Mr. Gong Xiaohan, Mr. Tang Shu Pui Simon, Mr. Hon Ming Sang and Ms. Lo Wing Sze BBS, JP, attended the AGM.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as scrutineer at the AGM for the purpose of vote-taking.

By Order of the Board
Virtual Mind Holding Company Limited
Li Yang
Chairman & Executive Director

Hong Kong, 9 June 2023

As at the date of this announcement, the executive directors of the Company are Mr. Li Yang, Ms. Tin Yat Yu Carol, Mr. Cheung Ka Lung, Mr. Chan Ming Leung Terence and Mr. Gong Xiaohan; and the independent non-executive directors of the Company are Mr. Tang Shu Pui Simon, Mr. Hon Ming Sang and Ms. Lo Wing Sze BBS, JP.