

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## Virtual Mind Holding Company Limited 天機控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

### SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

Reference is made to the annual report of Virtual Mind Holding Company Limited (the “**Company**”) for the year ended 31 December 2023 published on 29 April 2024 (the “**Annual Report**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the Annual Report.

The Board would like to provide further information pursuant to Rule 17.07 of the Listing Rules in relation to the 2013 Share Option Scheme under the section headed “Share Option Schemes” on pages 94 to 98 of the Annual Report and note 36 to the consolidated financial statements therein, as below:

Category of Participants	Date of Grant	Closing price per Share immediately before the date of grant	Exercise price	Vesting period	Exercise period	Outstanding at 1 January 2023	Granted during the year	Exercised during the year	Lapsed/ cancelled during the year	Outstanding at 31 December 2023	Fair value per option at the date of grant
<b>Directors</b>											
Li Yang	8 December 2021	HK\$0.151	HK\$0.155	Vested immediately	8 December 2021 to 7 December 2026	16,900,000	-	-	-	16,900,000	HK\$0.0499
	17 January 2023	HK\$0.23	HK\$0.23	17 January 2024	17 January 2024 to 16 January 2033	-	19,800,000	-	-	19,800,000	HK\$0.131

Category of Participants	Date of Grant	Closing price per Share immediately before the date of grant	Exercise price	Vesting period	Exercise period	Outstanding at 1 January 2023	Granted during the year	Exercised during the year	Lapsed/ cancelled during the year	Outstanding at 31 December 2023	Fair value per option at the date of grant
Tin Yat Yu Carol	8 December 2021	HK\$0.151	HK\$0.155	Vested immediately	8 December 2021 to 7 December 2026	16,900,000	-	-	-	16,900,000	HK\$0.0682
	17 January 2023	HK\$0.23	HK\$0.23	17 January 2024	17 January 2024 to 16 January 2033	-	19,800,000	-	-	19,800,000	HK\$0.131
Chan Ming Leung Terence	8 December 2021	HK\$0.151	HK\$0.155	Vested immediately	8 December 2021 to 7 December 2026	2,000,000	-	-	-	2,000,000	HK\$0.0682
	19 April 2022	HK\$0.28	HK\$0.278	Vested immediately	19 April 2022 to 18 April 2027	15,900,000	-	(15,840,000)	-	60,000	HK\$0.1202
Gong Xiaohan	8 December 2021	HK\$0.151	HK\$0.155	Vested immediately	8 December 2021 to 7 December 2026	16,900,000	-	-	-	16,900,000	HK\$0.0682
	17 January 2023	HK\$0.23	HK\$0.23	17 January 2024	17 January 2024 to 16 January 2033	-	19,800,000	-	-	19,800,000	HK\$0.131
Tang Shu Pui Simon	8 December 2021	HK\$0.151	HK\$0.155	Vested immediately	8 December 2021 to 7 December 2026	1,000,000	-	-	-	1,000,000	HK\$0.0682
	17 January 2023	HK\$0.23	HK\$0.23	17 January 2024	17 January 2024 to 16 January 2033	-	1,000,000	-	-	1,000,000	HK\$0.131
Hon Ming Sang	8 December 2021	HK\$0.151	HK\$0.155	Vested immediately	8 December 2021 to 7 December 2026	1,000,000	-	-	-	1,000,000	HK\$0.0682
	17 January 2023	HK\$0.23	HK\$0.23	17 January 2024	17 January 2024 to 16 January 2033	-	1,000,000	-	-	1,000,000	HK\$0.131
Lo Wing Sze	8 December 2021	HK\$0.151	HK\$0.155	Vested immediately	8 December 2021 to 7 December 2026	1,000,000	-	-	-	1,000,000	HK\$0.0682
	17 January 2023	HK\$0.23	HK\$0.23	17 January 2024	17 January 2024 to 16 January 2033	-	1,000,000	-	-	1,000,000	HK\$0.131

Category of Participants	Date of Grant	Closing price per Share immediately before the date of grant	Exercise price	Vesting period	Exercise period	Outstanding at 1 January 2023	Granted during the year	Exercised during the year	Lapsed/ cancelled during the year	Outstanding at 31 December 2023	Fair value per option at the date of grant
<b>Others</b>											
<b>Ex-Director</b> Cheung Ka Lung	8 December 2021	HK\$0.151	HK\$0.155	Vested immediately	8 December 2021 to 7 December 2026	2,000,000	-	-	(2,000,000)	-	HK\$0.0682
	17 January 2023	HK\$0.23	HK\$0.23	17 January 2024	17 January 2024 to 16 January 2033	-	3,000,000	-	(3,000,000)	-	HK\$0.131
<b>Employees</b>											
<b>In aggregate</b>	8 December 2021	HK\$0.151	HK\$0.155	Vested immediately	8 December 2021 to 7 December 2026	2,250,000	-	-	-	2,250,000	HK\$0.0499
	19 April 2022	HK\$0.28	HK\$0.278	Vested immediately	19 April 2022 to 18 April 2027	34,350,000	-	-	(17,900,000)	16,450,000	HK\$0.1202/ HK\$0.0858
	17 January 2023	HK\$0.23	HK\$0.23	17 January 2024	17 January 2024 to 16 January 2033	-	103,450,000	-	(19,800,000)	83,650,000	HK\$0.116
<b>Consultants</b>											
<b>In aggregate</b>	19 April 2022	HK\$0.28	HK\$0.278	Vested immediately	19 April 2022 to 18 April 2027	17,900,000	-	-	-	17,900,000	HK\$0.0858
<b>Service Providers</b>											
<b>In aggregate</b>	19 April 2022	HK\$0.28	HK\$0.278	Vested immediately	19 April 2022 to 18 April 2027	17,900,000	-	-	-	17,900,000	HK\$0.0858
<b>Total</b>						<b>146,000,000</b>	<b>168,850,000</b>	<b>(15,840,000)</b>	<b>(42,700,000)</b>	<b>256,310,000</b>	

During the year ended 31 December 2023, an aggregate of 15,840,000 share options were exercised. The weighted average closing price of the shares immediately before the dates on which the share options were exercised, being 27 April 2023, 31 May 2023 and 31 August 2023, was HK\$0.198.

The number of share options available for grant under the scheme mandate limit of the 2013 Share Option Scheme as at 1 January 2023 was 179,026,737. The 2013 Share Option Scheme was terminated by the shareholders at the annual general meeting of the Company held on 9 June 2023. Since then, no further options shall be granted under the 2013 Share Option Scheme. As at 31 December 2023, 256,310,000 outstanding share options granted under the 2013 Share Option Scheme but not yet exercised shall continue to be valid and exercisable in accordance with the 2013 Share Option Scheme.

As at 31 December 2023, the Company did not have any other share schemes except for the 2023 Share Option Scheme, and no share options had been granted under the 2023 Share Option Scheme. The number of shares that may be issued in respect of the share options granted during the year ended 31 December 2023 divided by the weighted average number of issued shares of the Company for the year ended 31 December 2023 was approximately 7.44%. The number of share options available for grant under the scheme mandate limit of the 2023 Share Option Scheme as at 31 December 2023 was 202,477,432 (including the Service Provider Sub-limit of 20,247,743).

Save as disclosed above, all other information set out in the Annual Report remains unchanged.

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

Hong Kong, 2 July 2024

*As at the date of this announcement, the executive directors of the Company are Mr. Li Yang, Ms. Tin Yat Yu Carol, Mr. Chan Ming Leung Terence, Mr. Gong Xiaohan and Mr. Wong Wai Kai Richard; 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.*