



Virtual Mind Holding Company Limited
天機控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1520)

FORM OF PROXY

For use at the extraordinary general meeting to be held on Tuesday, 28 February 2023 (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.01
each in the capital of Virtual Mind Holding Company Limited (“Company”) hereby appoint the chairman of the extraordinary general meeting of the Company (“Meeting”) or

of _____
to act as my/our proxy ^(Note 3) to attend and vote for me/us and on my/our behalf at the Meeting to be held at Room 2511-15, 25/F, Peninsula Tower, 538 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong, at 11:00 a.m. on Tuesday, 28 February 2023, or in the event that a black rainstorm warning is issued, or No. 8 signal or above is hoisted, or “extreme conditions” are announced by the government of Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”) at or any time between 9:00 a.m. to 11:00 a.m. or remain in force in Hong Kong, at the same time and place on the second Business Day (as defined in note 4 below) after 28 February 2023 or any adjournment thereof on the following resolution.

Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

	ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)
(a)	the Sale and Purchase Agreement (as defined in the circular of the Company dated 10 February 2023, a copy of which marked “A” is produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) contemplated thereunder be and is hereby approved, confirmed and ratified; and		
(b)	any one of the directors of the Company (“Directors”) be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Sale and Purchase Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided for in the Sale and Purchase Agreement) as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole.		

Date: _____

Signature: ^(Notes 6, 7, 8, 9 and 10) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the extraordinary general meeting of the Company (“Meeting”) or” and insert the name and address of the person appointed as your proxy in the space provided.
- Business Day means any day (excluding Saturday and Sunday) on which no black rainstorm warning is issued, no No. 8 signal or above is hoisted, and no “extreme conditions” are announced by the government of Hong Kong at or any time between 9:00 a.m. to 11:00 a.m. or remain in force in Hong Kong; and on which banks in Hong Kong are generally open for business. In the event that a black rainstorm warning is issued, or the No. 8 signal or above is hoisted, or “extreme conditions” are announced by the government of Hong Kong at or any time between 9:00 a.m. to 11:00 a.m. or remain in force in Hong Kong, the Meeting will not be held on that day but will be held at the same time and place on the second Business Day after 28 February 2023 or any adjournment thereof.
- Please indicate with a tick (✓) in the relevant box the way you wish your vote to be cast. If this form of proxy when returned is duly signed but without specific direction on any of the proposed resolution(s), the proxy will vote or abstain at his/her/its discretion in respect of the proposed resolution(s). A proxy will also be entitled to vote or abstain at his/her/its discretion on any amendment of a resolution put to the Meeting or any adjournment thereof.
- In the case of joint registered holders of any share(s), this form of proxy may be signed by any joint registered holder, but if more than one joint registered holders are present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first in the register of members of the Company in respect of the relevant joint registered share alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- This form of proxy must be signed by a shareholder of the Company, or his/her/its attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign on that behalf.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof and in such case, the form of proxy previously submitted shall be deemed to be revoked.
- The notice of the Meeting is set out in the Company’s circular dated 10 February 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of and your proxy’s (or proxies’) Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- Your and your proxy’s (or proxies’) Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You and your proxy’s (or proxies’) have the right to request access to and/or correction of your and your proxy’s (or proxies’) Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your and your proxy’s (or proxies’) Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited (the address stated in note 8 above).