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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)

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR; AND
(3) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

The Board announces that with effect from 12 November 2025:

1. Ms. Yeung Riviera resigned as an independent non-executive Director as she would like to spend more time pursuing her own business and ceased to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee;
2. Mr. Cheung Pak To, *BBS* has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee;
3. Ms. Kot Mui has been appointed as a non-executive Director and a member of the Nomination Committee; and
4. Mr. Li Yang, an executive Director, ceased to be a member of the Nomination Committee.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Virtual Mind Holding Company Limited (the “**Company**”, together with its subsidiaries, collectively, the “**Group**”) announces that:

1. Ms. Yeung Riviera (“**Ms. Yeung**”) resigned as an independent non-executive Director as she would like to spend more time pursuing her own business;
2. Mr. Cheung Pak To, *BBS* (“**Mr. Cheung**”) has been appointed as an independent non-executive Director; and
3. Ms. Kot Mui (“**Ms. Kot**”) has been appointed as a non-executive Director,

all with effect from 12 November 2025.

Ms. Yeung has confirmed that she has no disagreement with the Board and there are no other matters relating to her resignation as independent non-executive Director that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The biographical information of Mr. Cheung and Ms. Kot are as follows:

Mr. Cheung Pak To, *BBS*, aged 76, holds a master’s degree in public administration from the University of Hong Kong. He possesses extensive management and administrative experience spanning over five decades. His distinguished career encompasses senior positions in government service, financial regulation, and corporate governance. With comprehensive expertise in public administration, financial services, and board governance, Mr. Cheung has demonstrated exceptional leadership in both public and private sectors.

Mr. Cheung awarded the Bronze Bauhinia Star in 2003 by the Government of the Hong Kong Special Administrative Region. His long-standing commitment to community service and recognition through the Bronze Bauhinia Star reflects his dedication to Hong Kong’s development and welfare.

Mr. Cheung is currently an independent non-executive director of each of Amasse Capital Holdings Limited (a company whose shares are listed on GEM of the Stock Exchange, stock code: 8168) since March 2018, Minshang Creative Technology Holdings Limited (a company whose shares are listed on the Stock Exchange, stock code: 1632) since July 2018, Greenheart Group Limited (a company whose shares are listed on the Stock Exchange, stock code: 94) since June 2019, and China Financial Services Holdings Limited (a company whose shares are listed on the Stock Exchange, stock Code: 605) since June 2025. He has also been the chairman of United Services Recreation Club Limited since June 2015.

Mr. Cheung formerly served as an executive director of 3DG Holdings (International) Limited (a company whose shares are listed on the Stock Exchange, stock code: 2882) from November 2012 to June 2015, and re-designated as its non-executive director from July 2015 to November 2017. He was also an independent non-executive director of National Agricultural Holdings Limited (a company whose shares were listed on the Stock Exchange, stock code: 1236) from January 2017 to November 2019.

Mr. Cheung has confirmed that he meets the independence criteria with reference to the factors set out in Rule 3.13(1) to (8) of the Listing Rules. He has also confirmed that he has no past or present financial or other interest in the business of the Company or its subsidiaries, and has no connection with any core connected person (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company, and that there are no other factors that may affect his independence at the time of his appointment.

Ms. Kot Mui, aged 62, specializes in international compliance and anti-money laundering, possessing extensive background in research and risk management. After graduation, she dedicated herself to providing global intellectual property and trademark protection services to enterprises, accumulating rich experience in intellectual property protection. Subsequently, she focused on international anti-fraud, anti-corruption, compliance monitoring, and anti-money laundering solutions. Ms. Kot has been the chief risk and compliance officer of a local consultancy firm in Hong Kong since 2014. Through leading her team and employing expert consultants, she assists listed companies in optimizing their governance structures, addressing global regulatory challenges, and ensuring compliance with the regulatory requirements of The Financial Action Task Force (FATF), The Office of Foreign Assets Control (OFAC), and the Stock Exchange, thereby promoting sound operations and sustainable development for enterprises.

Each of Mr. Cheung and Ms. Kot has entered into a letter of appointment with the Company for an initial term of three years commencing from 12 November 2025 and continues thereafter until terminated by not less than one month’s notice in writing served by either party on the other. Each of them is subject to re-election at the next annual general meeting of the Company after their appointment and thereafter subject to retirement by rotation and re-election at least once every three years in accordance with the articles of association of the Company. Each of Mr. Cheung and Ms. Kot is entitled to a director’s fee of HK\$20,000 per month, which is determined by the Board with reference to the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”) based on their respective duties and responsibilities with the Company.

Saved as disclosed above, each of Mr. Cheung and Ms. Kot does not (i) hold any directorships in any listed companies in Hong Kong or overseas in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Save as disclosed above, neither is there any further information required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter relating to the appointment of Mr. Cheung and Ms. Kot needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend its appreciation to Ms. Yeung for her valuable contribution during her tenure of office in the Company, and also welcome Mr. Cheung and Ms. Kot for joining the Board.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board also announces the following change of composition of the Board committees, all with effect from 12 November 2025:

1. Following the resignation of Ms. Yeung as an independent non-executive Director, she ceased to be a member of each of the audit committee of the Company (the “**Audit Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and the Remuneration Committee;
2. Mr. Cheung has been appointed as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee;
3. Ms. Kot has been appointed as a member of the Nomination Committee; and
4. Mr. Li Yang, an executive Director, ceased to be a member of the Nomination Committee.

By order of the Board
Virtual Mind Holding Company Limited
Mei Weiyi
Chairman and Executive Director

Hong Kong, 12 November 2025

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 Directors are Mr. Zheng Kaixin and 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.