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天機控股有限公司
VIRTUAL MIND HOLDING COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Virtual Mind Holding Company Limited (the "**Company**") will be held at Suite 1702, 17/F., World-Wide House, No. 19 Des Voeux Road Central, Hong Kong at 11:00 a.m. on Friday, 12 June 2026, or in the event that a black rainstorm warning is issued, or tropical cyclone warning No. 8 signal or above is hoisted, or "extreme conditions" are announced by the HKSAR Government at any time between 9:00 a.m. and 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 1 below) after Friday, 12 June 2026 or any adjournment, to consider and, if thought fit, transact the following businesses:

ORDINARY BUSINESS

1. To receive the audited consolidated financial statements of the Company and its subsidiaries (the "**Group**") and the reports of the directors (the "**Directors**") of the Company and the auditor of the Company (the "**Auditor**") for the year ended 31 December 2025.

2. Each as a separate resolution, to re-elect the following Directors:

   2.1 Mr. LI Yang as an executive Director.

   2.2 Mr. WONG Wai Kai Richard as an executive Director.

   2.3 Ms. KOT Mui as a non-executive Director.

   2.4 Mr. CHEUNG Pak To *BBS* as an independent non-executive Director.

3. To authorise the board of Directors (the "**Board**") to fix the Directors' remunerations.

4. To re-appoint Beijing Xinghua Caplegend CPA Limited as the Auditor and to authorise the Board to fix its remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

5. "THAT:

(a) subject to paragraph (c) below, pursuant to Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of Company to allot, issue and deal with the unissued shares of HK$0.04 each (each, the "**Share**") in the capital of the Company (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury if permitted under the Listing Rules) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);

(c) the total number of the Shares allotted and issued (or transferred out of treasury) or agreed conditionally to be allotted and issued (whether pursuant to share options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any share options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "Articles") in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed 20% of the total number of the issued Shares (excluding treasury Shares) as at the date of the passing of this resolution; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company (the "**Next AGM**");

(ii) the expiration of the period within which the Next AGM is required by the Articles or the applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company (the "**Shareholders**") in general meeting revoking or varying the authority given to the Directors by this resolution.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to Shareholders on the register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)".

6. "THAT:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act of the Cayman Islands and all other applicable laws in this regard and, if permitted under the Listing Rules, to determine whether such shares repurchased shall be held as treasury Shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and the same is hereby generally and unconditionally approved;

(b) the total number of the issued Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval on paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the total number of the issued Shares (excluding treasury Shares) as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the Next AGM;

(ii) the expiration of the period within which the Next AGM is required by the Articles or the applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution."

7. "**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5 above be and is hereby extended by the addition to the total number of the Shares which may be allotted and issued (or sold or transferred out of treasury) or agreed conditionally or unconditionally to be allotted and issued by the Directors (or sold or transferred out of treasury) pursuant to or in accordance with such general mandate of an amount representing the total number of the issued Shares (excluding treasury Shares) purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above."

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

Hong Kong, 23 April 2026

As at the date hereof, the Board comprised the following Directors:

Executive Directors	Mr. MEI Weiyi *(Chairman)* Mr. LI Yang Ms. TIN Yat Yu Carol Mr. WONG Wai Kai Richard
Non-executive Director	Ms. KOT Mui
Independent non-executive Directors	Mr. TANG Shu Pui Simon Mr. HON Ming Sang Mr. CHEUNG Pak To *BBS*
Head office and principal place of business in Hong Kong	Suite 1702, 17/F., World-Wide House No. 19 Des Voeux Road Central Hong Kong

Notes:

1. Business Day means any day (excluding Saturday and Sunday) on which no black rainstorm warning is issued, no typhoon No. 8 signal or above is hoisted, and no "extreme conditions" are announced by the HKSAR Government at any time between 9:00 a.m. and 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 typhoon No. 8 signal or above is hoisted, or "extreme conditions" are announced by the HKSAR Government at any time between 9:00 a.m. and 11:00 a.m. on Friday, 12 June 2026 or remain in force in Hong Kong, the AGM will not be held on that day but will be held at the same time and place on the second Business Day after Friday, 12 June 2026 or any adjournment thereof.

2. For ascertaining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 8 June 2026 to Friday, 12 June 2026 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Friday, 5 June 2026. The record date for ascertaining Shareholders' entitlement to attend and vote at the AGM is Friday, 12 June 2026.

3. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more Shares, more than one proxy to attend and vote on his/her behalf in accordance with the Articles. A proxy needs not be a Shareholder.

4. To be valid, a form of proxy and the 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 in any event not later than 11:00 a.m. on Wednesday, 10 June 2026.

5. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof and in such case, the form of proxy previously submitted shall be deemed to be revoked.

6. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto but if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the register of members in respect of the joint holding.