



天機控股有限公司
Virtual Mind Holding Company Limited
(於開曼群島註冊成立的有限公司)
(Incorporated in the Cayman Islands with limited liability)

**Procedures for a shareholder to propose a person for election as a director of
Virtual Mind Holding Company Limited (the “Company”)**

Pursuant to Rule 13.51D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the Company sets out the procedures, as governed by the Company’s articles of association (“**Articles of Association**”), for shareholders to propose a person for election as a director of the Company (“**Director**”).

According to Article 85 of the Articles of Association, a shareholder (the “**Nominator**”) may propose a person (the “**Nominee**”) for election as a Director at the general meeting of the Company by lodging the following documents at the head office or the share registrar and transfer office of the Company in Hong Kong at Room 706, 7/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong or Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, respectively for the attention of the Company Secretary of the Company:

1. a notice in writing signed by the Nominator of the intention to propose the Nominee for election as a Director in which the following information should be included:
 - (a) the biographical details of the Nominee as required by Rule 13.51(2) of the Listing Rules; and
 - (b) the contact details of the Nominator and the Nominee.

2. a notice in writing by the Nominee of his willingness to be elected as a Director.

Such notice shall be lodged at least seven days before the date of the general meeting and the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Upon receipt of the above notices, the Company shall publish an announcement or issue a supplemental circular to members of the Company in accordance with the requirements of the Listing Rules, in each case containing, amongst others, the biographical details of the Nominee(s).