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VERTICAL INTERNATIONAL HOLDINGS LIMITED

弘浩國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8375)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY, 16 MAY 2025

References are made to the notice of annual general meeting of Vertical International Holdings Limited (the “**Company**”) dated 22 April 2025 (the “**AGM Notice**”) and the circular of the Company dated 22 April 2025 (the “**Circular**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

At the annual general meeting (the “**AGM**”) of the Company held on Friday, 16 May 2025, all the proposed resolutions as set out in the AGM Notice as well as the Circular were duly passed by way of poll. All directors of the Company attended the AGM in person or by electronic means.

The board of directors of the Company (the “**Board**”) would like to announce the poll results of the AGM pursuant to Rule 17.47(5) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors for the year ended 31 December 2024.	191,495,000 (100.00%)	0 (0.00%)
2.	To re-elect Mr. Mai Junhui as an executive director of the Company.	191,495,000 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Zhong Chuanyong as an executive director of the Company.	191,495,000 (100.00%)	0 (0.00%)
4.	To re-elect Mr. Deng Kaihong as an independent non-executive director of the Company.	191,495,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
5.	To re-elect Mr. Wu Yuantao as an independent non-executive director of the Company.	191,495,000 (100.00%)	0 (0.00%)
6.	To re-elect Ms. Li Weiwei as an independent non-executive director of the Company.	191,495,000 (100.00%)	0 (0.00%)
7.	To authorize the board of directors of the Company to fix the remuneration of directors of the Company.	191,495,000 (100.00%)	0 (0.00%)
8.	To re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	191,495,000 (100.00%)	0 (0.00%)
9.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.	191,495,000 (100.00%)	0 (0.00%)
10.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company (including any sale or transfer of treasury shares) not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.	191,495,000 (100.00%)	0 (0.00%)
11.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company (including any sale or transfer of treasury shares) by the aggregate number of the shares repurchased by the Company.	191,495,000 (100.00%)	0 (0.00%)
Special Resolutions		Number of Votes (%)	
		For	Against
12.	To approve the change of English name of the Company from “Vertical International Holdings Limited” to “Data Union Capital International Holdings Group Limited” and the dual foreign name of the Company in Chinese from “弘浩國際控股有限公司” to “數盟資本國際控股集團有限公司” with effect from the date specified in the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands (the “Change of Company Name”).	191,495,000 (100.00%)	0 (0.00%)

Special Resolutions		Number of Votes (%)	
		For	Against
13.	Subject to Change of Company Name taking effect, to approve the proposed amendments (the “ Proposed Amendments ”) to the existing second amended and restated memorandum and articles of association of the Company (the “ Existing M&A ”) and to adopt the third amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments) (the “ Third Amended and Restated Memorandum and Articles of Association ”) in substitution for, and to the exclusion of, the Existing M&A.	191,495,000 (100.00%)	0 (0.00%)

Notes:

- (a) As all of the votes were cast in favour of each of the resolutions numbered 1 to 11, such resolutions were duly passed as ordinary resolutions.
- (b) As all of the votes were cast in favour of each of the resolutions numbered 12 and 13, such resolutions were duly passed as special resolutions.
- (c) As at the date of the AGM, (i) the total number of shares of the Company in issue was 288,000,000 shares; (ii) there were no treasury shares held by the Company; and (iii) there were no repurchased shares which are pending cancellation and should be excluded from the total number of issued shares of the Company for the purpose of the AGM. Accordingly, the total number of shares of the Company entitling the holders thereof to attend and vote on the resolution proposed at the AGM was 288,000,000 shares.
- (d) There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules.
- (e) No shareholder of the Company was required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 22 April 2025 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

CHANGE OF COMPANY NAME

The Board is pleased to announce that the Change of Company Name has been approved at the AGM. As disclosed in the Circular, the Change of Company Name will take effect from the date on which the New Company Name is entered into the Register of Companies and the certificate of incorporation on change of name is issued by the Registrar of Companies of the Cayman Islands.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the effective date of the Change of Company Name and the change of English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange.

ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board is pleased to announce that the Proposed Amendments and the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association has been approved at the AGM. The Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association shall become effective upon the Change of Company Name becoming effective.

By Order of the Board
Vertical International Holdings Limited
Mai Junhui
Chairman

Hong Kong, 16 May 2025

As at the date of this announcement, the executive directors of the Company are Mr. Mai Junhui and Mr. Zhong Chuanyong; and the independent non-executive directors of the Company are Mr. Deng Kaihong, Mr. Wu Yuantao and Ms. Li Weiwei.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.verticaltech.com.cn.