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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Wai Chun Bio-Technology Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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偉俊生物科技有限公司

Wai Chun Bio-Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 660)

**PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening an annual general meeting of the Company to be held at 13/F, Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 29 December 2022 at 10:30 a.m. is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. not later than 10:30 a.m. on Tuesday, 27 December 2022 (Hong Kong Time)) (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

Precautionary measures are taken to safeguard the health and safety of shareholders and to prevent and control the spread of the novel coronavirus (COVID-19) at the annual general meeting, including: (1) compulsory body temperature checks for each attendee. Anyone with a body temperature above 37.5 degrees may be denied entry into the annual general meeting venue, at the absolute discretion of the Company as permitted by law; (2) compulsory wearing of a surgical face mask for each attendee and to maintain a safe distance between seats; (3) no distribution of souvenirs, no drinks and no refreshment; and (4) attendees who are subject to mandatory quarantine ordered by the Hong Kong Government will be denied entry into the annual general meeting venue. For the health and safety of shareholders, the Company reminds all shareholders that physical attendance in person at the annual general meeting is not necessary for the purpose of exercising voting rights. They may appoint the chairman of the annual general meeting as their proxy to vote on the relevant resolution(s) at the annual general meeting as an alternative to attending the annual general meeting in person.

28 November 2022

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 13/F, Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 29 December 2022 at 10:30 a.m., notice of which is set out on pages 13 to 17 of this circular
“Articles”	the articles of association of the Company as may be amended from time to time
“Board”	the Company’s Board of Directors
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Companies Law”	Companies Law, (2018 Revision) of the Cayman Islands
“Company”	Wai Chun Bio-Technology Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Shares during the period as set out in the Ordinary Resolution No. 4 in the notice of AGM up to a maximum of 20% of the total number of issued Shares as at the date of passing of such resolution
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 November 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum”	the memorandum of association of the Company, as may be amended from time to time
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Ordinary Resolution No. 5 in the notice of AGM up to a maximum of 10% of the total number of issued Shares as at the date of passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers
“%”	per cent



偉俊生物科技有限公司
Wai Chun Bio-Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 660)

Executive Director:

Mr. Chan Cheuk Ho

Independent Non-executive Directors:

Mr. Wan Bo

Ms. Hong Ting

Registered Office:

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman KY1-1205

Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

13/F, Admiralty Centre 2

18 Harcourt Road

Admiralty

Hong Kong

28 November 2022

To the shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide information regarding the proposed granting of the mandates to issue shares and repurchase shares, re-election of Directors, re-appointment of auditor and to give notice of AGM at which resolutions will be proposed to consider, and if thought fit, approve at the AGM, among other matters, the granting of the General Mandates and the Repurchase Mandate, re-election of Directors and re-appointment of auditor.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 5 in the notice of AGM. The Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the total number of issued Shares as at the date of passing of the Ordinary Resolution No. 5 approving the Repurchase Mandate, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval granted under such resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly.

An explanatory statement as required under the Listing Rules to be sent to the Shareholders, giving certain information regarding the Repurchase Mandate, is set out in Appendix I hereto.

GENERAL MANDATE TO ISSUE SHARES

Two ordinary resolutions, namely Ordinary Resolutions Nos. 4 and 6 in the notice of AGM, will be proposed at the AGM to grant to the Directors (i) a general mandate to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of Ordinary Resolution No. 4 in the notice of AGM, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval granted under such resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the total number of issued Shares as at the date of passing of Ordinary Resolution No. 6 in the notice of AGM.

Details of the General Mandate and the extension of the General Mandate are respectively set out in Ordinary Resolutions Nos. 4 and 6 in the notice of AGM.

RE-ELECTION OF DIRECTORS

Pursuant to Article 91 of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy on the Board or as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company, and shall then be eligible for re-election at that meeting.

LETTER FROM THE BOARD

In accordance with Article 91 of the Articles, Ms. Hong Ting and Mr. Chan Cheuk Ho shall retire from office by rotation at the AGM and both of them, being eligible, would offer themselves for re-election at the AGM.

Brief biographical detail of the above-mentioned Directors who are proposed to be reelected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM, which contains, *inter alia*, the Ordinary Resolutions for the Repurchase Mandate, the General Mandate, the extension of the General Mandate and the re-election of retiring Directors, is set out on pages 13 to 17 of this circular.

ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 10:30 a.m. on Tuesday, 27 December 2022 (Hong Kong Time)) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be).

LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Article 69 of the Articles. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the results of the poll will be published on the HKEx news website at www.hkexnews.hk and the Company's websites at www.0660.hk after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 22 December 2022 to Thursday, 29 December 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Wednesday, 21 December 2022.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company, the Group and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully
By Order of the Board
Wai Chun Bio-Technology Limited
Chan Cheuk Ho
Executive Director

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions. This appendix serves as an explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,680,764,537 Shares.

Subject to the passing of Ordinary Resolution No. 5 in the notice of AGM and on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 168,076,453 Shares during the period from the date of passing of Ordinary Resolution No. 5 set out in the notice of AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles to repurchase its Shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits or share premium of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law and the Articles, out of capital and, in the case of any premium payable on a repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law and the Articles, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the eighteen months ended 30 June 2022) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate only in accordance with the Listing Rules, the Memorandum and the Articles of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that it has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Chinese Success Limited, the controlling shareholder of the Company, directly holds 811,502,432 Shares representing approximately 48.28% of the issued share capital of the Company and is the holder of 2% coupon convertible bonds in the principal amount of HK\$21,000,000, under which 420,000,000 shares would be issued by the Company upon full exercise of the conversion rights under the aforementioned 2% coupon convertible bonds. Mr. Lam Ching Kui, directly holds 28,004,000 Shares and through his indirect interests in Chinese Success Limited, was taken to be interested in 839,506,432 Shares representing approximately 49.95% of the issued share capital of the Company, and is the holder of 2% coupon convertible bonds in the principal amount of HK\$67,000,000 under which

1,340,000,000 shares would be issued by the Company upon full exercise of the conversion rights under the aforementioned 2% coupon convertible bonds. In the event that the Directors exercise the proposed Repurchase Mandate in full, the beneficial interest of Mr. Lam Ching Kui will be increased to approximately 55.50%. The Directors believe that such increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares have been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

9. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per share	
	Highest (HK\$)	Lowest (HK\$)
2021		
November	0.067	0.053
December	0.056	0.052
2022		
January	0.06	0.045
February	0.05	0.042
March	0.05	0.03
April	0.045	0.034
May	0.039	0.034
June	0.048	0.035
July	0.045	0.035
August	0.04	0.035
September	0.55	0.032
October	0.048	0.026
November (up to the Latest Practicable Date)	0.04	0.024

The particulars of the Directors proposed to be re-elected or appointed at the AGM are set out as follows:

MS. HONG TING (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Ms. Hong Ting (“**Ms. Hong**”), aged 36, has been appointed as an independent non-executive director of the Company since 5 October 2022. Ms. Hong is also the chairman of the audit committee of the Company, and a member of each of the nomination committee and remuneration committee of the Company. Ms. Hong obtained a Bachelor of Business degree from The Chinese University of Hong Kong in 2008. She is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Certified Public Accountant (Practising) in Hong Kong. She worked for an international audit firm and has over 14 years of experience in accounting, auditing, taxation and financial consulting. She has experience in performing audits for listed entities and multinational corporations. She has also been actively handling the reporting of major transactions of clients such as initial public offerings projects, very substantial acquisition transactions, very substantial disposal transactions, and right issues. The industries of her clients include property development, manufacturing and retailing, natural resources mining and trading, generation of natural resources, generation and distribution of natural gases, generation and distribution of electricity and power, operation of wind farm, and media and entertainment services.

In addition, Ms. Hong is familiar with the financial reporting standards, listing rules and companies ordinance. She is experienced in merger and acquisition, initial public offerings procedures and requirements including the review of the internal controls and performing due diligence. Ms. Hong is currently the director and senior executive of three corporate practice firms of certified public accountants in Hong Kong, namely CL Partners CPA Limited, CCTH CPA Limited and TKG CPA Limited. Ms. Hong is also currently a non-executive director of Alco Holdings Limited, a company listed on the Stock Exchange.

Ms. Hong has not entered into any service contract with the Company and has entered into a letter of appointment with the Company as an independent non-executive director of the Company for a term of two years from the 5 October 2022. In accordance with the Company’s Articles of Association, Ms. Hong is subject to retirement by rotation and re-election in accordance with the Articles. Ms. Hong would receive a director’s fee of HK\$120,000 per year which is determined by reference to her duties and responsibilities in the Company, the prevailing market conditions and is subject to revision by the Remuneration Committee and the Board under the authority granted by Shareholders at annual general meetings.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Hong (i) does not have any relationship with any other director, senior management or substantial or controlling shareholders of the Company; (ii) is not interested or deemed to be interested in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) has not entered into or proposed to enter into any other service agreement with the Company or any member of the

Group; (iv) does not hold any other position with the Company or any of its subsidiaries; and (v) has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

MR. CHAN CHEUK HO (EXECUTIVE DIRECTOR)

Mr. Chan Cheuk Ho (“**Mr. Chan**”), aged 56, was appointed as an independent non-executive director of the Company 6 November 2020 and redesignated as an executive director from an independent non-executive director of the Company, and appointed as an authorised representative of the Company on 18 July 2022. Mr. Chan is also a member of each of the nomination committee and remuneration committee of the Company. Mr. Chan obtained a bachelor’s degree in business administration from The Chinese University of Hong Kong in 1989 and a master’s degree in business administration from the University of Manchester in 2003. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants since 2003. In the past 20 years, Mr. Chan was the finance director, financial controller and company secretary of several companies listed on the Main Board of the Stock Exchange.

Mr. Chan has been (i) an independent non-executive director, the chairman of the audit committee and remuneration committee and a member of the nomination committee of Eagle Nice (International) Holdings Limited, the shares of which are listed on the Main Board (stock code: 2368) of the Stock Exchange since November 2002; (ii) an independent non-executive director, the chairman of the audit committee and a member of the remuneration committee and nomination committee of EPS Creative Health Technology Group Limited, the shares of which are listed on the Main Board (stock code: 3860) of the Stock Exchange since July 2021; and (iii) the company secretary of SuperRobotics Holdings Limited, the shares of which are listed on the GEM (stock code: 8176) of the Stock Exchange since May 2022. He was: (a) an executive director of Pine Technology Holdings Limited, the shares of which are listed on the Main Board (stock code: 1079) of the Stock Exchange from June 2017 to May 2022 but has remained as the company secretary of Pine Technology Holdings Limited since July 2017; and (b) an independent non-executive director and a member of the audit committee, remuneration committee and nomination committee of Wai Chun Group Holdings Limited, the shares of which are listed on the Main Board (stock code: 1013) of the Stock Exchange from March 2022 to July 2022.

Mr. Chan has not entered into any service contract with the Company and has entered into a letter of appointment with the Company as an executive director of the Company for a term of two years from 18 July 2022. In accordance with the Company’s Articles of Association, Mr. Chan is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Chan would receive a director’s fee of HK\$600,000 per year which is determined by reference to

his duties and responsibilities in the Company, the prevailing market conditions and is subject to revision by the Remuneration Committee and the Board under the authority granted by Shareholders at annual general meetings.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Chan (i) does not have any relationship with any other director, senior management or substantial or controlling shareholders of the Company; (ii) is not interested or deemed to be interested in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) has not entered into or proposed to enter into any other service agreement with the Company or any member of the Group; (iv) does not hold any other position with the Company or any of its subsidiaries; and (v) has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



偉俊生物科技有限公司

Wai Chun Bio-Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 660)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Wai Chun Bio-Technology Limited (the “**Company**”) will be held at 13/F, Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 29 December 2022 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and with the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the eighteen months ended 30 June 2022.
2. (a) To re-elect Ms. Hong Ting as an independent non-executive Director of the Company;

(b) To re-elect Mr. Chan Cheuk Ho as an executive director of the Company; and

(c) To authorize the board of Directors to fix the remuneration of the Directors.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorize the Board to fix their remuneration.
4. As special business to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this Resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue as hereinafter defined, or (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by Company or any securities which are convertible into shares of the Company, or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 336,152,907 Shares, representing 20% of the total number of issued shares of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in sub-paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the articles of association of the Company or any other applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights issue**” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. As special business to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or on any other exchange on which the securities of the Company may be listed and recognized for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange (“**Recognized Stock Exchange**”) subject to and in accordance with all applicable laws and the requirements of the Listing Rules as amended from time to time or that of any other Recognized Stock Exchange, be and is hereby generally and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may be repurchased pursuant to the approval in sub-paragraph (a) of this Resolution, shall not exceed 168,076,453 Shares, representing 10% of the total number of issued shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased pursuant to the approval in sub-paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the articles of association of the Company or any other applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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6. As special business to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the Resolutions No. 4 and 5 set out in the notice convening this Annual General Meeting being passed, the aggregate number of shares which are repurchased by the Company after the date of the passing of this Resolution (up to a maximum of 168,076,453 Shares, representing 10% of the total issued shares as at the date of passing of this Resolution) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 4 set out in the notice convening this Annual General Meeting.”

On behalf of the Board
Wai Chun Bio-Technology Limited
Chan Cheuk Ho
Executive Director

Hong Kong, 28 November 2022

Registered Office:

P.O. Box 31119
Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Principal Place of Business in Hong Kong:

13/F, Admiralty Centre 2
18 Harcourt Road
Admiralty
Hong Kong

Notes:

1. The register of members of the Company will be closed from Thursday, 22 December 2022 to Thursday, 29 December 2022 (both days inclusive), during which time no share transfers will be effected. For the purpose of ascertaining the members' entitlement to the attendance of the Annual General Meeting, all share transfer accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Wednesday, 21 December 2022 (Hong Kong Time). The holders of the Shares whose names appeared on the register of members of the Company on Thursday, 29 December 2022 are entitled to attend and vote in respect of all resolutions to be proposed at the Annual General Meeting.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's share registrar, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road,

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North Point, Hong Kong, not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. not later than 10:30 a.m. on Tuesday, 27 December 2022 (Hong Kong Time)) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should he so wishes.

4. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
5. In relation to Resolution No. 5, an explanatory statement (as required by the Listing Rules) is set out in Appendix I to this circular.
6. In case a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by Hong Kong Government is/are in force but lowered before 7:00 a.m. on Thursday, 29 December 2022, the Meeting will be held as scheduled at 10:30 a.m. on the same day at the same venue; or a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by Hong Kong Government is/are in force any time after 7:00 a.m. on Thursday, 29 December 2022, the Meeting will be adjourned to 10:30 a.m. on Friday, 30 December 2022, or another appropriate date and time to be advised, at the same venue.
7. Precautionary measures are taken to safeguard the health and safety of shareholders and to prevent and control the spread of the novel coronavirus (COVID-19) at the annual general meeting, including: (1) compulsory body temperature checks for each attendee. Anyone with a body temperature above 37.5 degrees may be denied entry into the annual general meeting venue, at the absolute discretion of the Company as permitted by law; (2) compulsory wearing of a surgical face mask for each attendee and to maintain a safe distance between seats; (3) no distribution of souvenirs, no drinks and no refreshment; and (4) attendees who are subject to mandatory quarantine ordered by the Hong Kong Government will be denied entry into the annual general meeting venue. For the health and safety of shareholders, the Company reminds all shareholders that physical attendance in person at the annual general meeting is not necessary for the purpose of exercising voting rights. They may appoint the chairman of the annual general meeting as their proxy to vote on the relevant resolution(s) at the annual general meeting as an alternative to attending the annual general meeting in person.