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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)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**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;
- (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).”

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.”

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, 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.

As at the date of this notice, the Board comprises:

*Executive Director:*

CHAN Cheuk Ho

*Independent Non-executive Directors:*

WAN Bo

HONG Ting