



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 March 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Wai Chun Bio-Technology Limited

Date Submitted: 11 April 2023

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00660	Description	Ordinary Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	4,000,000,000	HKD	0.025	HKD	100,000,000	
Increase / decrease (-)	-3,600,000,000			HKD		
Balance at close of the month	400,000,000	HKD	0.25	HKD	100,000,000	

2. Type of shares	Preference shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Convertible Preference Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	81,600,000	HKD	0.025	HKD	2,040,000	
Increase / decrease (-)	-73,440,000			HKD		
Balance at close of the month	8,160,000	HKD	0.25	HKD	2,040,000	

Total authorised/registered share capital at the end of the month: HKD 102,040,000

Remarks:

Subsequent to the Share consolidation of (i) every ten (10) issued and unissued Existing Ordinary Shares of HK\$0.025 each in the share capital of the Company into one (1) Consolidated Ordinary Share of HK\$0.25 each ; and (ii) every ten (10) issued and unissued Existing Convertible Preference Shares of HK\$0.025 each in the share capital of the Company into one (1) Consolidated Convertible Preference Share of HK\$0.25 each effective on 14 March 2023, the authorised share capital of the Company remains at HK\$102,040,000 which comprised of HK\$100,000,000 divided into 400,000,000 Consolidated Ordinary Shares of HK\$0.25 each; and (ii)HK\$2,040,000 divided into 8,160,000 Consolidated Convertible Preference Shares of HK\$0.25 each.

For details, please refer to the Company's circular dated 23 February 2023 and the announcement dated 10 March 2023.

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00660	Description	Ordinary Shares			
Balance at close of preceding month		1,680,764,537				
Increase / decrease (-)		-1,509,288,084				
Balance at close of the month		171,476,453				

Remarks:

1. Share consolidation of every ten (10) issued and unissued ordinary shares of HK\$0.025 each in the share capital of the Company into one (1) Consolidated Ordinary Share of HK\$0.25 each effective on 14 March 2023.

For details, please refer to the Company's circular dated 23 February 2023 and the announcement dated 10 March 2023.

2. Allotment and issue of 3,400,000 consolidated ordinary shares pursuant to the exercise of the Conversion Rights attached to the Existing Convertible Bonds 2 in the principal amount of HK \$850,000 at a Conversion Price of HK\$0.25 per Convertible Bond on 31 March 2023.

For details, please refer to the Circular dated 23 February 2023 and the announcement dated 10 March 2023.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00660					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
		Others					
1). Share Options Scheme adopted on 22/07/2015 Exercise Price: HK\$7.2 per share Date of grant: 16/07/2018	89,582,907	Others	-80,624,617	8,958,290		8,958,290	0
General Meeting approval date (if applicable)		_____					

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: _____

Remarks:

Exercisable period and validity period of the Share Options: From 16 July 2018 to 15 July 2023.

Following the Share Consolidation became effective on 14 March 2023, adjustments have been made to the exercise price of the outstanding Share Options and the number of Consolidated Ordinary shares to be issued upon exercise of the outstanding Share Options.

For details, please refer to the Company's circular dated 23 February 2023 and the announcement dated 10 March 2023.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00660					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Bonds for principle amount of HK \$67,000,000	HKD	67,000,000			67,000,000		268,000,000
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.25					
General Meeting approval date (if applicable)	25 November 2020						
2). Convertible Bonds for principle amount of HK \$21,000,000	HKD	21,000,000	Converted	-850,000	20,150,000	3,400,000	80,600,000
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.25					
General Meeting approval date (if applicable)	31 December 2021						
3). Convertible Bonds for principal amount of HK \$14,000,000	HKD		Issued	14,000,000	14,000,000		56,000,000
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.25					
General Meeting approval date (if applicable)	10 March 2023						

Total C (Ordinary shares): 3,400,000

Remarks:

1. Following the Independent Shareholders' approval on 10 March 2023 and the Share Consolidation became effective on 14 March 2023, amendments have been made to the terms of the Existing Convertible Bonds 1, including (i) the conversion price from HK\$0.05 per Convertible Bond to HK\$0.25 per Convertible Bond; and (ii) the number of Consolidated Ordinary Shares to be issued upon exercise of the Conversion Rights attaching to the Convertible Bond.

The maturity date for the Existing Convertible Bonds 1 will be on 18 January 2025.

2. Following the Independent Shareholders' approval on 10 March 2023 and the Share Consolidation became effective on 14 March 2023, amendments have been made to the terms of the Existing Convertible Bonds 2, including (i) the conversion price from HK\$0.05 per Convertible Bond to HK\$0.25 per Convertible Bond; and (ii) the number of Consolidated Ordinary Shares to be issued upon exercise of the Conversion Rights attaching to the Convertible Bond.

The maturity date for the Existing Convertible Bonds 2 will be on 18 January 2025.

Allotment and issue of 3,400,000 consolidated ordinary shares pursuant to the exercise of the Conversion Rights attached to the Existing Convertible Bonds 2 in the principal amount of HK \$850,000 at a Conversion Price of HK\$0.25 per Convertible Bond on 31 March 2023.

For details, please refer to the Company's circular dated 23 February 2023 and the announcement dated 10 March 2023.

3. The maturity date for the principal amount of the Convertible Bonds of HK\$14,000,000 will be on a date falling on the third anniversary of the issue of the Convertible Bonds, i.e. 14 March 2026.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	<u>3,400,000</u>
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Lam Ka Chun

Title: Executive Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"