
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, 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 Group Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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偉俊集團控股有限公司*
Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1013)

**(I) PROPOSED CHANGE OF AUDITOR;
(II) RE-ELECTION OF DIRECTOR;
AND
NOTICE OF SPECIAL GENERAL MEETING**

The notice convening the special general meeting (the “SGM”) of Wai Chun Group Holdings Company Limited (the “Company”) to be held at Rooms 4001-02, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 30 May 2023 is set out on pages 6 to 7 of this circular.

A proxy form for the SGM is also enclosed with this circular. Whether or not you are able to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch 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 as soon as possible, and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (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 SGM or any adjournment thereof (as the case may be) should you so wish.

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DEFINITIONS

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

“Audit Committee”	audit committee of the Company
“Board”	the board of Directors
“Bye-laws”	the bye-laws for the time being adopted by the Company and as amended from time to time
“CCTH”	CCTH CPA Limited, the new auditor proposed to be appointed by the Company subject to approval by the Shareholders at the SGM
“Company”	Wai Chun Group Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code:1013)
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held at Rooms 4001-02, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 30 May 2023, to consider and, if thought fit, to approve the proposed appointment of CCTH as the new auditor of the Company
“Share(s)”	ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



偉俊集團控股有限公司*

Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1013)

Executive Director:

Mr. Lam Ching Kui

(Chairman and Chief Executive Officer)

Independent Non-executive Directors:

Mr. Chan Wai Dune

Dr. Wang Wei

Mr. Wan Bo

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

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

Rooms 4001-02, 40/F.,

China Resources Building,

26 Harbour Road,

Wanchai,

Hong Kong

12 May 2023

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED CHANGE OF AUDITOR;
(II) RE-ELECTION OF DIRECTOR;
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the SGM in respect of the appointment of CCTH as the auditor of the Company, re-election of Director and to give you notice of the SGM.

PROPOSED CHANGE OF AUDITOR

References are made to the announcement of the Company dated 3 May 2023 in relation to the change of the auditor of the Company.

Zhonghui Anda CPA Limited (“**Zhonghui Anda**”) has resigned as the auditor of the Company with effect from 3 May 2023.

* for identification purpose only

LETTER FROM THE BOARD

With the recommendation from the Audit Committee, the Board has resolved to propose the appointment of CCTH as the auditor of the Company to fill the vacancy following the resignation of Zhonghui Anda. Pursuant to the Bye-laws, the proposed appointment of CCTH as the auditor of the Company is subject to approval by the Shareholders at the SGM.

RE-ELECTION OF DIRECTOR

In accordance with bye-law 86 of the Bye-laws, Mr. Wan Bo who has been appointed as an independent non-executive director of the Company on 21 November 2022, will retire and, being eligible, offer himself for re-election at the SGM. Biographical and other details of Mr. Wan Bo which are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

SGM AND PROXY ARRANGEMENT

The notice of the SGM is set out on pages 6 to 7 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll result will be published by the Company after the SGM in the manner prescribed under the Listing Rules.

Whether or not you are able to attend the SGM, you are requested to complete and sign the enclosed form of proxy for use at the SGM in accordance with the instructions printed thereon and return it to the Company's branch 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 as soon as possible and in any event not less than 48 hours before the time appointed for the SGM (i.e. not later than 11:00 a.m. on Sunday, 28 May 2023 or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the SGM or any adjournment thereof (as the case may be) if they so wish. In such event, the instrument appointing a proxy will be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the SGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the SGM. No transfer of Shares will be registered during this period. In order to be eligible to attend and vote at the SGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 23 May 2023.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposals referred to in this circular are in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolutions set out in the notice of the SGM.

By Order of the Board
Wai Chun Group Holdings Limited
Lam Ching Kui
Chairman and Chief Executive Officer

Mr. Wan Bo (“**Mr. Wan**”) aged 54, has been the general manager of Guizhou Haiming Real Estate Investment Co., Ltd. since 2001. Mr. Wan also served as the general manager of Guizhou Qianyi Real Estate Development Co., Ltd. from 1991 to 2000. Mr. Wan is an engineer and graduated from East China Jiaotong University with major in Civil Engineering. Mr. Wan is also currently an independent non-executive director of Wan Chun Bio-Technology Limited, a company listed on the Stock Exchange.

Save as disclosed above, Mr. Wan did not hold any directorship in other listed companies or any position with the Company in the three years preceding the date of this circular.

Mr. Wan does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. As at the date of this circular, Mr. Wan does not have any interest in the share and/or underlying shares of the Company or its associated cooperation within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wan has entered a letter of appointment as Independent Non-executive Director of the Company for an initial term of two years commencing from 21 November 2022 subject to the provision of retirement and rotation of Directors under the Company’s Bye-laws. Mr. Wan is entitled to receive the Independent Non-executive Director’s fee of HK\$120,000 per annum. Such fee was approved by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as an Independent Non-executive Director of the Company and the prevailing market conditions.

Save as disclosed above, there is no other matter that need to be brought to the attention of the shareholders of the Company in connection with Mr. Wan’s appointments, and there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF SGM



偉俊集團控股有限公司*

Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1013)

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Wai Chun Group Holdings Limited (the “Company”) will be held at Rooms 4001-02, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 30 May 2023 to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. to consider and appoint CCTH CPA Limited as the auditor of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration;
2. to re-elect Mr. Wan Bo as an independent non-executive director of the Company.

On behalf of the Board
Wai Chun Group Holdings Limited
Lam Ching Kui
Chairman and Chief Executive Officer

Hong Kong, 12 May 2023

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Place of Business in Hong Kong:

Rooms 4001-02, 40/F.,
China Resources Building,
26 Harbour Road,
Wanchai,
Hong Kong

* for identification purpose only

NOTICE OF SGM

Notes:

1. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. 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 branch share registrar, Union Registrars Limited at 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 SGM 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 SGM or any adjourned meeting thereof should he so wishes.
3. 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.
4. The register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the SGM (or any adjournment thereof), all transfers of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong at the above address by no later than 4:00 p.m. on Tuesday, 23 May 2023.
5. In case a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted but lowered before 7:00 a.m. on Tuesday, 30 May 2023, the SGM will be held as scheduled at 11:00 a.m. on the same day at the same venue; or a Typhoon Signal No. 8 (or above) or a Black Rain storm Warning Signal is hoisted or remains hoisted any time after 7:00 a.m. on Tuesday, 30 May 2023, the SGM will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.1013.hk) to notify shareholders of the date, time and location of the rescheduled meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.
6. As at the date of this notice, the Board consists of one executive Director, namely Mr. Lam Ching Kui (Chairman and Chief Executive Officer) and three Independent non-executive Directors, namely Mr. Chan Wai Dune, Dr. Wang Wei and Mr. Wan Bo.