

偉俊集團控股有限公司
WAI CHUN GROUP HOLDINGS LIMITED

Date: 15 October 2021

Wan Yuzhen

Dear Madam,

4% coupon convertible bonds (the "Bonds") due 2023 issued by Wai Chun Group Holdings Limited (the "Company") in August 2020

We refer to the bond instrument dated 31 August 2020 executed by the Company by deed poll (the "**Instrument**") in respect of which you are the Bondholder in the outstanding principal amount of HK\$79,000,000. Unless otherwise stated, capitalized terms defined in the Instrument shall have the same meanings when used herein.

We write to put in writing our mutual agreement to amend the terms of the Bonds as follows (the "**Proposed Amendments**"):

- (i) the Conversion Price be reduced from HK\$0.18 per Conversion Share to HK\$0.048 per Conversion Share;
- (ii) the Interest Rate be reduced from 4% per annum to 2% per annum;
- (iii) the Bonds be redeemed at 98% of the principal amount of the Bonds upon Maturity; and
- (iv) the conversion rights attached to the Bonds be only exercised on the condition that any conversion of the Bonds does not: (aa) trigger a mandatory general offer obligation on you under Rule 26 of the Hong Kong Takeovers Code; and (bb) result in Mr. Lam Ching Kui and any parties acting in concert with him ceasing to be the controlling shareholder of the Company within the meaning of the Listing Rules.

Save for the Proposed Amendments, all other terms of the Bonds shall remain unchanged and be in full force and effect.

The implementation of the Proposed Amendments shall be effected by a deed poll to be executed by the Company which shall be subject to the satisfaction of the following conditions:

- (a) the Stock Exchange granting its approval for the Proposed Amendments;
- (b) the passing of an ordinary resolution by the independent shareholders of the Company at a special general meeting of the Company to be held for approving the Proposed Amendments (including the grant of the mandate to the directors of the Company to allot and issue the Conversion Shares upon the exercise of the conversion rights attached to the Bonds); and

- (c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of conversion rights attached to the Bonds.

If any of the conditions above are not fulfilled by 31 December 2021, the Proposed Amendments will not proceed.

The terms of this letter shall be governed by and construed in accordance with the laws of Hong Kong.

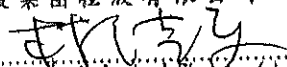
Please confirm your agreement to and acceptance of the foregoing by signing and returning a copy of the confirmation below.

Your faithfully

For and on behalf of

WAI CHUN GROUP HOLDINGS LIMITED

For and on behalf of
WAI CHUN GROUP HOLDINGS LIMITED
偉俊集團控股有限公司


.....
Authorized Signature(s)

Name: Lam Ching Kui

Title: Director

*** Consent Confirmation ***

I, Wan Yuzhen, being the Bondholder, irrevocably consent to the Proposed Amendments subject to and upon the terms thereof.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Wan Yuzhen', written over a horizontal line.

Name: Wan Yuzhen

Date: 15 October 2021



偉俊集團控股有限公司
WAI CHUN GROUP HOLDINGS LIMITED

Date: 15 October 2021

Zhong Lirong

Dear Madam,

4% coupon convertible bonds (the “Bonds”) due 2023 issued by Wai Chun Group Holdings Limited (the “Company”) in August 2020

We refer to the bond instrument dated 31 August 2020 executed by the Company by deed poll (the “Instrument”) in respect of which you are the Bondholder in the outstanding principal amount of HK\$73,000,000. Unless otherwise stated, capitalized terms defined in the Instrument shall have the same meanings when used herein.

We write to put in writing our mutual agreement to amend the terms of the Bonds as follows (the “Proposed Amendments”):

- (i) the Conversion Price be reduced from HK\$0.18 per Conversion Share to HK\$0.048 per Conversion Share;
- (ii) the Interest Rate be reduced from 4% per annum to 2% per annum;
- (iii) the Bonds be redeemed at 98% of the principal amount of the Bonds upon Maturity; and
- (iv) the conversion rights attached to the Bonds be only exercised on the condition that any conversion of the Bonds does not: (aa) trigger a mandatory general offer obligation on you under Rule 26 of the Hong Kong Takeovers Code; and (bb) result in Mr. Lam Ching Kui and any parties acting in concert with him ceasing to be the controlling shareholder of the Company within the meaning of the Listing Rules.

Save for the Proposed Amendments, all other terms of the Bonds shall remain unchanged and be in full force and effect.

The implementation of the Proposed Amendments shall be effected by a deed poll to be executed by the Company which shall be subject to the satisfaction of the following conditions:

- (a) the Stock Exchange granting its approval for the Proposed Amendments;
- (b) the passing of an ordinary resolution by the independent shareholders of the Company at a special general meeting of the Company to be held for approving the Proposed Amendments (including the grant of the mandate to the directors of the Company to allot and issue the Conversion Shares upon the exercise of the conversion rights attached to the Bonds); and

- (c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of conversion rights attached to the Bonds.

If any of the conditions above are not fulfilled by 31 December 2021, the Proposed Amendments will not proceed.

The terms of this letter shall be governed by and construed in accordance with the laws of Hong Kong.

Please confirm your agreement to and acceptance of the foregoing by signing and returning a copy of the confirmation below.

Your faithfully

For and on behalf of

WAI CHUN GROUP HOLDINGS LIMITED

For and on behalf of
WAI CHUN GROUP HOLDINGS LIMITED
偉俊集團控股有限公司

.....
Authorized Signature(s)

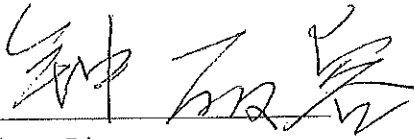
Name: Lam Ching Kui

Title: Director

*** Consent Confirmation ***

I, Zhong Lirong, being the Bondholder, irrevocably consent to the Proposed Amendments subject to and upon the terms thereof.

Yours faithfully

Handwritten signature of Zhong Lirong in black ink, written over a horizontal line.

Name: Zhong Lirong

Date: 15 October 2021



偉俊集團控股有限公司

WAI CHUN GROUP HOLDINGS LIMITED

Date: 15 October 2021

Wan Qianyi

Dear Madam,

4% coupon convertible bonds (the "Bonds") due 2023 issued by Wai Chun Group Holdings Limited (the "Company") in November 2020

We refer to the bond instrument dated 30 November 2020 executed by the Company by deed poll (the "Instrument") in respect of which you are the Bondholder in the outstanding principal amount of HK\$11,800,000. Unless otherwise stated, capitalized terms defined in the Instrument shall have the same meanings when used herein.

We write to put in writing our mutual agreement to amend the terms of the Bonds as follows (the "Proposed Amendments"):

- (i) the Conversion Price be reduced from HK\$0.18 per Conversion Share to HK\$0.048 per Conversion Share;
- (ii) the Interest Rate be reduced from 4% per annum to 2% per annum; and
- (iii) the Bonds be redeemed at 98% of the principal amount of the Bonds upon Maturity.

Save for the Proposed Amendments, all other terms of the Bonds shall remain unchanged and be in full force and effect.

The implementation of the Proposed Amendments shall be effected by a deed poll to be executed by the Company which shall be subject to the satisfaction of the following conditions:

- (a) the Stock Exchange granting its approval for the Proposed Amendments;
- (b) the passing of an ordinary resolution by the independent shareholders of the Company at a special general meeting of the Company to be held for approving the Proposed Amendments (including the grant of the mandate to the directors of the Company to allot and issue the Conversion Shares upon the exercise of the conversion rights attached to the Bonds); and
- (c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of conversion rights attached to the Bonds.

If any of the conditions above are not fulfilled by 31 December 2021, the Proposed Amendments will not proceed.

The terms of this letter shall be governed by and construed in accordance with the laws of Hong Kong.

Please confirm your agreement to and acceptance of the foregoing by signing and returning a copy of the confirmation below.

Your faithfully

For and on behalf of

WAI CHUN GROUP HOLDINGS LIMITED

For and on behalf of
WAI CHUN GROUP HOLDINGS LIMITED
偉俊集團控股有限公司


.....
Authorized Signature(s)

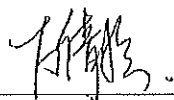
Name: Lam Ching Kui

Title: Director

*** Consent Confirmation ***

I, Wan Qianyi, being the Bondholder, irrevocably consent to the Proposed Amendments subject to and upon the terms thereof.

Yours faithfully



Name: Wan Qianyi

Date: 15 October 2021



偉俊集團控股有限公司
WAI CHUN GROUP HOLDINGS LIMITED

Date: 15 October 2021

Mai Xiuqun

Dear Madam,

4% coupon convertible bonds (the "Bonds") due 2023 issued by Wai Chun Group Holdings Limited (the "Company") in November 2020

We refer to the bond instrument dated 30 November 2020 executed by the Company by deed poll (the "**Instrument**") in respect of which you are the Bondholder in the outstanding principal amount of HK\$11,680,000. Unless otherwise stated, capitalized terms defined in the Instrument shall have the same meanings when used herein.

We write to put in writing our mutual agreement to amend the terms of the Bonds as follows (the "**Proposed Amendments**"):

- (i) the Conversion Price be reduced from HK\$0.18 per Conversion Share to HK\$0.048 per Conversion Share;
- (ii) the Interest Rate be reduced from 4% per annum to 2% per annum; and
- (iii) the Bonds be redeemed at 98% of the principal amount of the Bonds upon Maturity.

Save for the Proposed Amendments, all other terms of the Bonds shall remain unchanged and be in full force and effect.

The implementation of the Proposed Amendments shall be effected by a deed poll to be executed by the Company which shall be subject to the satisfaction of the following conditions:

- (a) the Stock Exchange granting its approval for the Proposed Amendments;
- (b) the passing of an ordinary resolution by the independent shareholders of the Company at a special general meeting of the Company to be held for approving the Proposed Amendments (including the grant of the mandate to the directors of the Company to allot and issue the Conversion Shares upon the exercise of the conversion rights attached to the Bonds); and
- (c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of conversion rights attached to the Bonds.

If any of the conditions above are not fulfilled by 31 December 2021, the Proposed Amendments will not proceed.

The terms of this letter shall be governed by and construed in accordance with the laws of Hong Kong.

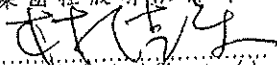
Please confirm your agreement to and acceptance of the foregoing by signing and returning a copy of the confirmation below.

Your faithfully

For and on behalf of

WAI CHUN GROUP HOLDINGS LIMITED

For and on behalf of
WAI CHUN GROUP HOLDINGS LIMITED
偉俊集團控股有限公司


.....
Authorized Signature(s)

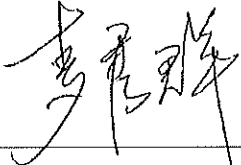
Name: Lam Ching Kui

Title: Director

*** Consent Confirmation ***

I, Mai Xiuqun, being the Bondholder, irrevocably consent to the Proposed Amendments subject to and upon the terms thereof.

Yours faithfully



Name: Mai Xiuqun

Date: 15 October 2021