

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “**Meeting**”) 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 on Monday, 13 November 2023 at 11:00 a.m. to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the issued and unissued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”); and (ii) the compliance with the relevant procedures and requirements under the applicable laws of Bermuda and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation:
  - (a) with effect from the second business day immediately following the date on which this resolution is passed:
    - (i) every eight (8) issued and unissued existing ordinary shares of HK\$0.1 each in the share capital of the Company (the “**Existing Ordinary Share(s)**”) be consolidated into one (1) consolidated ordinary share of HK\$0.8 in the share capital of the Company (the “**Consolidated Ordinary Share(s)**”) and every eight (8) unissued existing preference shares of HK\$0.1 each in the share capital of the Company be consolidated into one (1) consolidated preference share of HK\$0.8 in the share capital of the Company (the “**Consolidated Preference Share(s)**”);

*\*For identification purpose only*

- (ii) all of the Consolidated Ordinary Shares shall rank pari passu in all respects with each other in the same class and the Consolidated Preference Shares will rank pari passu in all respects with each other in that class and have the rights and privileges and be subject to the restrictions contained in the memorandum of association and bye-laws of the Company; and
  - (iii) all fractional Consolidated Ordinary Shares resulting from the Share Consolidation will be disregarded and will not be issued or given to holders of the same but all such fractional Consolidated Ordinary Shares will be aggregated and, if possible, sold and retained for the benefits of the Company in such manner and on such terms as the directors (the “**Director(s)**”) of the Company may think fit; and
- (b) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under the seal of the Company (where applicable), on behalf of the Company, as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

2. **“THAT**

- (a) the terms of the 2% coupon convertible bonds due 2023 issued by the Company on 31 August 2020 in the aggregate principal amount of HK\$152,000,000 (the “**Existing First Convertible Bonds**”) be amended as follows (the “**Alteration of Terms of the Existing First Convertible Bonds**”):
  - (i) the interest rate of the Existing First Convertible Bonds be reduced from 2% per annum to 1% per annum; and
  - (ii) the maturity date of the Existing First Convertible Bonds be extended from 31 August 2023 to 31 August 2025;
- (b) the conversion price of the Existing Convertible Bonds be adjusted from HK\$0.048 per Existing Ordinary Share to HK\$0.384 per Consolidated Ordinary Share (the “**Conversion Shares**”) subject to the passing of the above ordinary resolution no. 1;

- (c) the Directors be and are hereby authorised, as a specific mandate, to allot, issue and deal with the 3,166,666,666 Existing Ordinary Shares (subject to adjustments) or 395,833,333 Consolidated Ordinary Shares (subject to adjustments) subject to the passing of the above ordinary resolution no.1, which may be issued by the Company upon full exercise of the conversion rights attached to the Existing First Convertible Bonds; and
- (d) any one or more of the Directors be and are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under the seal of the Company (where applicable), on behalf of the Company, as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to implement and give effect to the Alteration of Terms of the Existing First Convertible Bonds.”

3. **“THAT**

- (a) the terms of the 2% coupon convertible bonds due 2023 issued by the Company on 30 November 2020 in the aggregate principal amount of HK\$23,480,000 (the **“Existing Second Convertible Bonds”**) be amended as follows (the **“Alteration of Terms of the Existing Second Convertible Bonds”**):
  - (i) the interest rate of the Existing Second Convertible Bonds be reduced from 2% per annum to 1% per annum; and
  - (ii) the maturity date of the Existing Second Convertible Bonds be extended from 30 November 2023 to 31 August 2025;
- (b) the conversion price of the Existing Convertible Bonds be adjusted from HK\$0.048 per Existing Ordinary Share to HK\$0.384 per Consolidated Ordinary Share subject to the passing of the above ordinary resolution no. 1;
- (c) the Directors be and are hereby authorised, as a specific mandate, to allot, issue and deal with the 489,166,666 per Existing Ordinary Shares (subject to adjustments) or 61,145,833 Consolidated Ordinary Shares (subject to adjustments) subject to the passing of the above ordinary resolution no.1, which may be issued by the Company upon full exercise of the conversion rights attached to the Existing Second Convertible Bonds; and

- (d) any one or more of the Directors be and are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under the seal of the Company (where applicable), on behalf of the Company, as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to implement and give effect to the Alteration of Terms of the Existing Second Convertible Bonds.”

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

Hong Kong, 20 October 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

*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and on a poll vote instead of him. 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 Meeting 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 Meeting 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 Tuesday, 7 November 2023 to Monday, 13 November 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 Meeting (or any adjournment thereof), all transfers of shares of the Company accompanied by the relevant share certificates(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 Monday, 6 November 2023.

5. If Typhoon Signal No. 8 or above is hoisted, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.1013.hk](http://www.1013.hk) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled Meeting.
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 two independent non-executive Directors, namely Mr. Wan Bo and Dr. Wang Wei.