



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

(Incorporated in Bermuda with limited liability)

(Stock code: 1013)

PROXY FORM FOR SPECIAL GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
share(s) of HK\$0.1 each in the share capital of Wai Chun Group Holdings Limited (the “Company”) HEREBY APPOINT
_____ of _____
or failing him, the Chairman of the Meeting ^(Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting (the “SGM”) of the Company to be held at Rooms 4001-02, 40/F., China Resources Building, 24 Harbour Road, Wanchai, Hong Kong on Monday, 13 November 2023 at 11:00 a.m. (or any adjournment thereof), to vote for me/us as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)
1.	<p>“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:</p> <p>(a) with effect from the second business day immediately following the date on which this resolution is passed:</p> <p>(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)”);</p> <p>(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</p> <p>(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</p> <p>(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.”</p>		
2.	<p>“THAT</p> <p>(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”):</p> <p>(i) the interest rate of the Existing First Convertible Bonds be reduced from 2% per annum to 1% per annum; and</p> <p>(ii) the maturity date of the Existing First Convertible Bonds be extended from 31 August 2023 to 31 August 2025;</p> <p>(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;</p>		

* For identification purposes only

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
	<p>(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</p> <p>(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.”</p>		
3.	<p>“THAT</p> <p>(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”):</p> <p>(i) the interest rate of the Existing Second Convertible Bonds be reduced from 2% per annum to 1% per annum; and</p> <p>(ii) the maturity date of the Existing Second Convertible Bonds be extended from 30 November 2023 to 31 August 2025;</p> <p>(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;</p> <p>(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</p> <p>(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.”</p>		

* Please refer to the notice convening the SGM for the full text of the resolutions.

Dated this _____ day of _____ 2023

Signature(s) *(Note 5)* _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A “✓” IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A “✓” IN THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any boxes will entitle your proxy to cast his votes at his discretion.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorized.
- In the case of joint holders of shares of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the name stands on the register of members of the Company in respect of the joint holding, the first named being the senior.
- To be valid, this proxy form together with power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s Hong Kong 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 adjournment thereof).
- The proxy need not be a member of the Company but must attend the SGM (or any adjournment thereof) in person to represent you.
- Completion and return of this form will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) if you wish to do so.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the branch share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the branch share registrar.