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**偉俊 生物 科技 有 限 公 司**

**Wai Chun Bio-Technology Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 660)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of Wai Chun Bio-Technology Limited (the “**Company**”) will be held at Rooms 4001-02, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 22 November 2023 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and with the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 30 June 2023.
2. (a) To re-elect Mr. WAN Bo as an independent non-executive Director of the Company; and  
  
(b) To authorize the board of Directors to fix his remuneration.
3. To re-appoint CCTH CPA Limited as auditor of the Company and to authorize the Board to fix their remuneration.

4. As special business to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this Resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue as hereinafter defined, or (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by Company or any securities which are convertible into shares of the Company, or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 34,295,290 Shares, representing 20% of the total number of issued shares of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in sub-paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the articles of association of the Company or any other applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights issue**” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

5. As special business to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or on any other exchange on which the securities of the Company may be listed and recognized for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange (“**Recognized Stock Exchange**”) subject to and in accordance with all applicable laws and the requirements of the Listing Rules as amended from time to time or that of any other Recognized Stock Exchange, be and is hereby generally and is hereby generally and unconditionally approved;

(b) the aggregate number of shares which may be repurchased pursuant to the approval in sub-paragraph (a) of this Resolution, shall not exceed 17,147,645 Shares, representing 10% of the total number of issued shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased pursuant to the approval in sub-paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

(c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next Annual General Meeting of the Company;

(ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the articles of association of the Company or any other applicable law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. As special business to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the Resolutions No. 4 and 5 set out in the notice convening this Annual General Meeting being passed, the aggregate number of shares which are repurchased by the Company after the date of the passing of this Resolution (up to a maximum of 17,147,645 Shares, representing 10% of the total issued shares as at the date of passing of this Resolution) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 4 set out in the notice convening this Annual General Meeting.”

## SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution which will be proposed, as a special resolution of the Company:

7. **“THAT:**

- (a) the proposed amendments to the existing Memorandum and Articles of Association of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix III to the circular of the Company dated 31 October 2023, be and are hereby approved;
- (b) the second amended and restated Memorandum and Articles of Association of the Company (the **“Second Amended and Restated Memorandum and Articles of Association”**) which incorporate and consolidate the Proposed Amendments and all previous amendments to the Memorandum and Articles of Association of the Company adopted and approved by the Company in the past, be and are hereby approved and adopted as the Second Amended and Restated Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company; and
- (c) any Director be and is hereby authorised to do all such acts as may be necessary or expedient in order to effect and implement the adoption of the Second Amended and Restated Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the requirements of the applicable laws in Cayman Islands and Hong Kong.”

On behalf of the Board  
**Wai Chun Bio-Technology Limited**  
**Lam Ka Chun**  
*Executive Director*

Hong Kong, 31 October 2023

*Registered Office:*

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

*Principal Place of Business in Hong Kong:*

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

*Notes:*

1. The register of members of the Company will be closed from Friday, 17 November 2023 to Wednesday, 22 November 2023 (both days inclusive), during which period no share transfers will be effected. For the purpose of ascertaining the members' entitlement to the attendance of the Annual General Meeting, all share transfer accompanied by the relevant share certificates must be lodged with the Company's 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 not later than 4:00 p.m. on Thursday, 16 November 2023 (Hong Kong Time). The holders of the Shares whose names appeared on the register of members of the Company on Wednesday, 22 November 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the Annual General Meeting.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies (other than a recognised clearing house (or its nominee(s))) to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
3. 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 share registrar, Union Registrars Limited, 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 Annual General Meeting (i.e. not later than 10:30 a.m. on Monday, 20 November 2023 (Hong Kong Time)) 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 Annual General Meeting or any adjourned meeting thereof should he so wishes.
4. 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.
5. In relation to Resolution No. 5, an explanatory statement (as required by the Listing Rules) is set out in Appendix I to this circular.

6. 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.

As at the date of this notice, the Board comprises:

*Executive Director:*

LAM Ka Chun

*Independent Non-executive Directors:*

WAN Bo

HONG Ting