
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 you should take, 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 Bio-Technology Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**SUPPLEMENTAL CIRCULAR IN RELATION TO
PROPOSED FURTHER AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND
THE ADOPTION OF SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 31 October 2023 (the “**Circular**”) and the notice dated 31 October 2023 convening the Annual General Meeting of the Company to 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. A supplemental notice of the annual general meeting of the Company is set out on pages 7 to 8 of this supplemental circular. A supplemental proxy form for the annual general meeting is also enclosed.

Whether or not you are able to attend the meeting in person, please complete and return the enclosed supplemental form of proxy in accordance with the instructions printed thereon to the office of the Company’s share registrar in Hong Kong, Union Registrars Limited, 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 of the meeting (i.e. not later than 10:30 a.m. on Monday, 20 November 2023 (Hong Kong Time)) (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

This supplemental circular will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least seven days from the date of its posting and on the Company’s website at www.0660.hk.

8 November 2023

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Rooms 4001-02, 40/F., China Resources Building, 26 Harbour Road, Hong Kong on Wednesday, 22 November 2023 at 10:30 a.m., notice of which is set out on pages 18 to 22 of the circular of the Company dated 31 October 2023
“Articles”	the articles of association of the Company as may be amended from time to time
“Board”	the Company’s Board of Directors
“Company”	Wai Chun Bio-Technology Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“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 of Hong Kong Limited
“Memorandum”	the memorandum of association of the Company, as may be amended from time to time
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in the Appendix III to the circular of the Company dated 31 October 2023
“Proposed Further Amendments”	the proposed further amendments to the Memorandum and Articles of Association as set out in the Appendix I to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.25 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Lam Ka Chun

Independent Non-executive Directors:

Mr. Wan Bo

Ms. Hong Ting

Registered Office:

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman KY1-1205

Cayman Islands

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

Rooms 4001-02, 40/F.

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

8 November 2023

To the shareholders

Dear Sir or Madam,

PROPOSED FURTHER AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 31 October 2023 (the “**Circular**”) that contains all the information relating to the resolutions to be proposed at the annual general meeting of the Company to 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. which include, among other things, the Proposed Amendments and the proposed adoption of the second amended and restated Memorandum and Articles. Unless otherwise defined, the terms used in this supplemental circular shall have the same meaning as those defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide information regarding the Proposed Further Amendments to the existing Memorandum and Articles of Association and the adoption of second amended and restated Memorandum and Articles of Association which will be proposed to consider, and if thought fit, approve at the AGM and to give you the supplemental notice of the AGM.

PROPOSED FURTHER AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. As such, the Board proposes to make certain amendments to the Memorandum and Articles of Association for the purposes of (i) conforming to the said core standards for shareholder protections; (ii) bringing the Memorandum and Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands; and (iii) incorporating certain housekeeping changes. Details of all the proposed amendments are set out in Appendix III to the circular of the Company dated 31 October 2023 and in Appendix I to this circular.

The Proposed Further Amendments are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Proposed Further Amendments is purely a translation only. Should there be any discrepancy, the English version shall prevail. The Company confirms that the Proposed Further Amendments comply with the applicable requirements of Appendix 3 to the Listing Rules and do not violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Further Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments and Proposed Further Amendments as well as the adoption of the second amended and restated Memorandum and Articles of Association are subject to the Shareholders' approval by way of a special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing Memorandum and Articles of Association shall remain valid.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the further amendments as set out in this supplemental circular together with the Proposed Amendments and the proposed adoption of the second amended and restated Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

Yours faithfully

By Order of the Board

Wai Chun Bio-Technology Limited

Lam Ka Chun

Chairman and Chief Executive Officer

APPENDIX I

DETAILS OF PROPOSED FURTHER AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to (i) the announcement of the Company regarding the Proposed Amendments dated 25 October 2023 and (ii) the Proposed Amendments to the existing Memorandum and Articles set out in Appendix III to the circular of the Company dated 31 October 2023.

The following are the proposed further changes to the existing Memorandum and the Articles of Association as introduced by the Second Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the Second Amended and Restated Memorandum and Articles of Association:

- i. making the following further amendments to the Memorandum and Articles of Association.

ARTICLES OF ASSOCIATION	
Existing Articles of Association	Proposed amendments to the Articles of Association
AUDIT	
161. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.	161. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members <u>may by ordinary resolution</u> shall appoint an auditor to audit the accounts of the company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
161. (2) The Directors may remove the Auditor at any time before the expiration of his term of office and may appoint another Auditor in his stead for remainder of his term.	161. (2) The Directors may remove the Auditor at any time before the expiration of his term of office and may appoint another Auditor in his stead for remainder of his term. <u>The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</u>
161. (4) The remuneration of the Auditor shall be fixed by the Directors or in such manner as the Members may in general meeting determine.	161. (4) The remuneration of the Auditor shall be fixed by the Directors <u>Company in general meeting by ordinary resolution</u> or in such manner as the Members may in general meeting determine.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

Reference is made to the notice of the annual general meeting (the “**Original AGM Notice**”) dated 31 October 2023 which sets out details of the annual general meeting (the “**AGM**”) of Wai Chun Bio-Technology Limited (the “**Company**”) to 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., and the resolutions to be proposed at the AGM for the Shareholders’ approval. Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the supplemental circular of the Company dated 8 November 2023 (the “**Supplemental Circular**”). Details of Resolutions 1 to 7 to be considered at the AGM are stated in the Original AGM Notice. Apart from the additional resolution set out below, all information contained in the Original AGM Notice remains valid and unchanged.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held, as originally scheduled, to consider and, if thought fit, pass the following resolution as a special resolution of the Company, in addition to the resolutions set out in the Original AGM Notice:

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:

8. “**THAT:**

- (a) the proposed further amendments to the existing Memorandum and Articles of Association of the Company (the “**Proposed Further Amendments**”), the details of which are set out in Appendix I to the circular of the Company dated 8 November 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 which are set out in Appendix III to the circular of the Company dated 31 October 2023, the Proposed Further 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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (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
Chairman and Chief Executive Officer

Hong Kong, 8 November 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. A supplemental proxy form is enclosed with the Supplemental Circular.
2. Please refer to the Original AGM Notice for details of the other resolutions to be considered at AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters.
3. Completion and return of the Proxy Form and/or the Supplemental Proxy Form will not preclude a shareholder from attending in person and voting at the AGM or any adjournment thereof should he so wish.

As at the date hereof, the Board consists of one executive Director, namely Mr. Lam Ka Chun (chairman and chief executive officer); and two independent non-executive Directors, namely Ms. Hong Ting and Mr. Wan Bo.

This supplemental notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental notice misleading.

This supplemental notice will remain on the “Latest Listed Company Announcements” page on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company’s website at www.0660.hk.