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偉俊集團控股有限公司*

Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1013)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 13 NOVEMBER 2023

The Board announces that all the resolutions proposed at the SGM held on 13 November 2023 were duly passed.

Reference is made to the circular of Wai Chun Group Holdings Limited (the “**Company**”) dated 20 October 2023 (the “**Circular**”) in relation to the special general meeting of the Company held on 13 November 2023 (the “**SGM**”). Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used herein.

At the SGM, all proposed resolutions as set out in the Circular were taken by poll. The Company’s branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer for the purpose of vote-taking at the SGM.

Ka Chun Holdings Limited (“**Ka Chun**”) and Mr. Lam Ching Kui, holding 1,554,338,600 Shares and 38,481,000 Shares respectively, in aggregate representing approximately 74.46% of the total issued Shares as at the date of the SGM, were required to abstain from voting on resolutions no. 2 and no. 3 as set out in the notice of the SGM dated 20 October 2023 (the “**Notice**”) at the SGM. Ka Chun and Mr. Lam Ching Kui were not required to abstain from voting on resolutions no. 1 as set out in the Notice at the SGM.

As at the date of the SGM, the total number of issued shares in the Company was 2,139,116,248 Shares, of which a total number of Shares entitling the Shareholders (other than Ka Chun and its associates (including Mr. Lam Ching Kui)) to attend and vote for or against on resolutions no. 2 and no. 3 as set out in the Notice at the SGM was 546,296,648 and a total number of Shares entitling the Shareholders to attend and vote for or against on resolutions no. 1 as set out in the Notice at the SGM was 2,139,116,248. A total of 1,817,844,824 Shares were held by the Shareholders who attended and voted for or against on resolution no.1 at the SGM and a total of 225,025,224 Shares were held by the Shareholders who attended and voted for or against on resolutions no.2 and no.3 at the SGM.

* *for identification purpose only*

Save as disclosed above, no other Shareholder is required under the Listing Rules to abstain from voting at the SGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any resolution pursuant to Rule 13.40 of the Listing Rules at the SGM. No parties have stated their intention in the Circular to vote against any resolution at the SGM or abstain from voting on any resolutions proposed for approval at the SGM.

POLL RESULTS

The Board is pleased to announce the poll results of the SGM as follows:

Ordinary Resolutions		Number of Votes (%) ^(Note 2)	
		For	Against
1.	To approve the Share Consolidation as set out in the notice of SGM ^(Note 1) .	1,817,844,824 (100%)	0 (0%)
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>	225,025,224 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%) <i>(Note 2)</i>	
		For	Against
	<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>	225,025,224 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%) <i>(Note 2)</i>	
		For	Against
(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.”		

Notes: 1. The full text of the Resolution No.1 was set out in the Notice of the SGM.

2. The number of votes and percentage of voting Shares are based on the total number of the issued Shares held by the Shareholders who cast votes at the SGM in person or by proxy.

As more than 50% of the votes were cast in favour of each of the Resolutions, all Resolutions were duly passed as ordinary resolutions.

All Directors attended the SGM either in person or by electronic means.

SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Board announces that approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares. As all the conditions precedent of the Share Consolidation have been fulfilled, the Share Consolidation will become effective on Wednesday, 15 November 2023. Dealings in the Consolidated Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 15 November 2023. Please refer to the Circular for the details, including the trading arrangement, the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation and the Change in Board Lot Size. Shareholders should note that upon the Share Consolidation becoming effective, new share certificates of the Consolidated Shares in the colour of blue will be issued to the Shareholders.

ADJUSTMENTS TO THE CONVERSION PRICE OF THE EXISTING CONVERTIBLE BONDS

Immediately upon the Share Consolidation becoming effective, the following adjustments will be made to the Conversion Price of the Existing Convertible Bonds and the number of Consolidated Ordinary Shares to be issued upon exercise of the Conversion Rights attaching to the Existing Convertible Bonds as follows:

Date of Issue	Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
	Number of Existing Ordinary Shares to be issued upon exercise of the Conversion Rights	Conversion Price per Existing Ordinary Share	Number of Consolidated Ordinary Shares to be issued upon exercise of the Conversion Rights	Conversion Price per Consolidated Ordinary Share
31 August 2020	3,166,666,666	0.048	395,833,333	0.384
30 November 2020	489,166,666	0.048	61,145,833	0.384
18 January 2022	<u>889,583,333</u>	<u>0.048</u>	<u>111,197,916</u>	<u>0.384</u>

Save for the Alteration of Terms and the adjustments above, all other terms and conditions of the outstanding Existing Convertible Bonds issued by the Company remain unchanged.

By Order of the Board
Wai Chun Group Holdings Limited
Lam Ka Chun
Chairman and Chief Executive Officer

Hong Kong, 13 November 2023

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

Executive Director:

Mr. LAM Ka Chun (*Chairman and Chief Executive Officer*)

Independent Non-executive Directors:

Dr. WANG Wei

Mr. WAN Bo