

---

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**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)**

**SECOND 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  
REVISED NOTICE OF ANNUAL GENERAL MEETING**

---

This second supplemental circular should be read together with the circulars of the Company dated 31 October 2023 and 8 November 2023 (the “**Circulars**”) and the notices dated 31 October 2023 and 8 November 2023 (the “**Notices**”) convening the original 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. The annual general meeting of the Company is rescheduled to be held on Thursday, 21 December 2023 at 11:00 a.m. at the same venue as set out in the Circulars and Notices. A revised notice is set out on Pages 26 to 31 of this second supplemental circular. A revised 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 revised 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 11:00 a.m. on Tuesday, 19 December 2023 (Hong Kong Time)) (or any adjournment thereof). Completion and return of the revised form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

*This second supplemental circular will remain on the “Latest Listed Company Information” page of the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its posting and on the Company’s website at [www.0660.hk](http://www.0660.hk).*

15 November 2023

---

# CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I – DETAILS OF PROPOSED FURTHER AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION</b> .....	6
<b>REVISED NOTICE OF ANNUAL GENERAL MEETING</b> .....	26

---

## DEFINITIONS

---

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

“Articles”	the articles of association of the Company as may be amended from time to time
“All Proposed Amendments”	Proposed Amendments and Proposed Further Amendments collectively
“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
“Original AGM”	the original 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
“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 the circular of the Company dated 8 November 2023 and in the Appendix I to this circular

---

## DEFINITIONS

---

“Rescheduled AGM”	the annual general meeting of the Company is rescheduled to be held at Rooms 4001-02, 40/F., China Resources Building, 26 Harbour Road, Hong Kong on Thursday, 21 December 2023 at 11:00 a.m., notice of which is set out on Pages 26 to 31 of 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
“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

15 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 second supplemental circular should be read together with the circulars of the Company dated 31 October 2023 and 8 November 2023 (the “**Circulars**”) that contains all the information relating to the resolutions to be proposed at the original 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. The annual general meeting of the Company is rescheduled to be held on Thursday, 21 December 2023 at 11:00 a.m. at the same venue (the “**Rescheduled AGM**”) which include, among other things, the proposed further amendments and the proposed adoption of the second amended and restated Memorandum and Articles. Unless otherwise defined, the terms used in this second supplemental circular shall have the same meaning as those defined in the Circulars.

---

## LETTER FROM THE BOARD

---

The purpose of this second 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 Rescheduled AGM and to give you the revised 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 the All Proposed Amendments are set out in Appendix III to the circular of the Company dated 31 October 2023, in Appendix I to the circular of the Company dated 8 November 2023 and in Appendix I to this circular.

The proposed further amendments set out in Appendix I to this circular 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 has been advised by its legal advisers as to the Hong Kong laws that the All Proposed Amendments comply with the applicable requirements of Appendix 3 to the Listing Rules and the Company has been advised by its legal advisers as to Cayman Islands laws that the All Proposed Amendments do not violate the applicable laws of Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the All Proposed Amendments to the existing Memorandum and Articles of Association from the perspective of a Cayman Islands company listed on the Stock Exchange.

The All Proposed 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 Rescheduled AGM. Prior to the passing of the special resolution at the Rescheduled AGM, the existing Memorandum and Articles of Association shall remain valid.

### **RESPONSIBILITY STATEMENT**

This second 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 proposed further amendments as set out in this second supplemental circular together with the other proposed amendments as set out in the Circulars 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 Rescheduled AGM.

Yours faithfully

By Order of the Board

**Wai Chun Bio-Technology Limited**

**Lam Ka Chun**

*Chairman and Chief Executive Officer*

Reference is made to (i) the announcement of the Company regarding the Proposed Amendments dated 25 October 2023, (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 and (iii) the proposed further amendments to the existing Memorandum and Articles set out in Appendix I to the circular of the Company dated 8 November 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.

<b>MEMORANDUM</b>	
<b>Existing Memorandum</b>	<b>Proposed amendments to the Memorandum</b>
<p><b>AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF WAI CHUN MINING INDUSTRY GROUP COMPANY LIMITED</b> <i>Incorporated in the Cayman Islands with limited liabilities</i></p>	<p><b><u>SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF WAI CHUN <del>MINING INDUSTRY GROUP</del> COMPANY <u>BIO-TECHNOLOGY LIMITED</u></u></b> <b>瑋俊生物科技有限公司</b> <i>(as adopted by a Special Resolution passed on 21 December 2023)</i> <i>Incorporated in the Cayman Islands with limited liabilities</i></p>
<p>THE COMPANIES LAW  (as adopted by a Special Resolution passed on 18 June 2019)</p>	<p>THE COMPANIES <del>LAW</del> <b>ACT (AS REVISED)</b> <b><u>EXEMPTED</u></b>  (<del>as adopted by a Special Resolution passed on 18 June 2019</del>) (as adopted by a Special Resolution passed on 21 December 2023)</p>
1. The name of the Company is Wai Chun Mining Industry Group Company Limited.	1. The name of the Company is Wai Chun <del>Mining Industry Group Company</del> <u>Bio-Technology Limited</u> 瑋俊生物科技有限公司.
7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of section 192 of the companies law (revised) and, subject to the provisions of the Companies Law (Revised) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.	7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of section 192 of the <del>companies law</del> <u>Companies Act (as revised)</u> and, subject to the provisions of the Companies <del>Law</del> <u>Act (as revised)</u> and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.



<b>ARTICLES OF ASSOCIATION</b>	
<b>Existing Articles of Association</b>	<b>Proposed amendments to the Articles of Association</b>
Company Limited by Shares	<u>Exempted</u> Company Limited by Shares
<p>ARTICLES OF ASSOCIATION OF <b>WAI CHUN MINING INDUSTRY GROUP COMPANY LIMITED</b> (As adopted by Special Resolution passed on 16 January 1993) (Amended at the Annual General Meeting held on 21 June 2000) (Amended at the Annual General Meeting held on 10 June, 2004) (Amended at the Annual General Meeting held on 30 June, 2006) (Amended at the Extraordinary General Meeting held on 3 October, 2013) (Amended at the Annual General Meeting held on 27 June, 2018)</p>	<p><u>SECOND AMENDED AND RESTATED</u> <u>ARTICLES OF ASSOCIATION</u> OF <b>WAI CHUN <del>MINING INDUSTRY GROUP</del> COMPANY <u>BIO-TECHNOLOGY LIMITED</u></b> <u>瑋俊生物科技有限公司</u> (As adopted by Special Resolution passed on 16 January 1993) <del>(Amended at the Annual General Meeting held on 21 June 2000)</del> <del>(Amended at the Annual General Meeting held on 10 June, 2004)</del> <del>(Amended at the Annual General Meeting held on 30 June, 2006)</del> <del>(Amended at the Extraordinary General Meeting held on 3 October, 2013)</del> <del>(Amended at the Annual General Meeting held on 27 June, 2018)</del> (as adopted by a Special Resolution passed on 21 December 2023)</p>

<p>2. In these regulations unless there is something in the subject or context inconsistent therewith:-</p> <p>“the Company” or “this Company” means Wai Chun Mining Industry Group Company Limited;</p> <p>“the law” means the companies Law (revised) of the Cayman island as modified from time to time;</p> <p>“special resolution” means either (i) a solution passed by not less than three-fourths of such members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been given, or (ii) a resolution passed pursuant to subsection 60(1)(b) of the Law;</p>	<p>2. In these regulations unless there is something in the subject or context inconsistent therewith:-</p> <p><u>”the Act” means the Companies Act (as revised) of the Cayman Islands as modified from time to time;</u></p> <p>“the Company” or “this Company” means Wai Chun <del>Mining Industry Group</del> <u>Bio-Technology Limited 瑋俊生物科技有限公司</u>;</p> <p><del>”the law” means the companies Law (revised) of the Cayman island as modified from time to time;</del></p> <p>“special resolution” means either (i) a solution passed by not less than three-fourths <u>of the total voting rights of these</u> such members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company <u>held in accordance with these Articles and</u> of which notice specifying the intention to propose the resolution as a special resolution has been given, or (ii) a resolution passed pursuant to subsection 60(1)(b) of the <del>Law</del>Act;</p>
<b>CAPITAL AND SHARES</b>	
<p>4. (B) Subject to the provisions of the Law and of the Articles relating to new shares, all unissued shares in the Company including any new shares created upon an increase of capital shall be under the control of the Directors who upon an increase of capital shall be under the control of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, on such terms and conditions and at such times as the Directors shall in their sale and absolute discretion think fit, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Law.</p>	<p>4. (B) Subject to the provisions of the <del>Law</del>Act and of the Articles relating to new shares, all unissued shares in the Company including any new shares created upon an increase of capital shall be under the control of the Directors who upon an increase of capital shall be under the control of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, on such terms and conditions and at such times as the Directors shall in their sale and absolute discretion think fit, but so that no shares shall be issued at a discount, except in accordance with the provisions of the <del>Law</del>Act.</p>

<p>7. (A) If at any time the capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at separate general meeting of the holders of the shares of that class. To any such separate general meeting all the provisions of the Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy or authorized representative not less than one-third of the issued shares of the class, that every holder of share held by him, that any holder of shares of the class present in person or by proxy of authorized representative(whether the number of shares held by him)shall be a quorum.</p>	<p>7. (A) If at any time the capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths <del>in nominal value of</del> <u>of the voting rights of the holders holding</u> the issued shares of that class or with the sanction of a special resolution passed at separate general meeting of the holders of the shares of that class. To any such separate general meeting all the provisions of the Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy or authorized representative not less than one-third of the issued shares of the class, that every holder of share held by him, that any holder of shares of the class present in person or by proxy of authorized representative(whether the number of shares held by him)shall be a quorum.</p>
<p>9. Subject to the provisions of the Law and subject further to compliance with the rules and regulations of the relevant stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>	<p>9. Subject to the provisions of the <del>Law</del><u>Act</u> and subject further to compliance with the rules and regulations of the relevant stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>

<p>10. Subject to the provision of the Law and the Memorandum of Association and subject further to compliance with the rules and regulation of the relevant stock exchange on which shares of the Company are listed and any other relevant regulatory authority, the Directors may exercise the power of the Company to purchase or otherwise acquire its own shares and/or warrants upon such terms and subject to such conditions as the Directors may deem fit. Where the Directors exercise the power of the Company to purchase a share purchase not made through the market or by tender shall be limited to a maximum price and if purchase are made by tender, the tender shall be available to all members alike.</p>	<p>10. Subject to the provision of the <del>Law</del><sup>Act</sup> and the Memorandum of Association and subject further to compliance with the rules and regulation of the relevant stock exchange on which shares of the Company are listed and any other relevant regulatory authority, the Directors may exercise the power of the Company to purchase or otherwise acquire its own shares and/or warrants upon such terms and subject to such conditions as the Directors may deem fit. Where the Directors exercise the power of the Company to purchase a share purchase not made through the market or by tender shall be limited to a maximum price and if purchase are made by tender, the tender shall be available to all members alike.</p>
<p><b>REGISTER OF MEMBERS AND SHARE CERTIFICATES</b></p>	
<p>11. (E) Any member may require a copy of register, or of any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company staff cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the date on which the request is received by the Company.</p>	<p>11. (E) Any member may require a copy of register, or of any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied, <u>except that the branch register of members in Hong Kong shall be open for inspection by members during business hours without charge.</u> The Company staff cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the date on which the request is received by the Company.</p>

<b>ALTERATION OF CAPITAL</b>	
<p>54. The Company may from time to time by ordinary resolution:-</p> <p>(ii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of the Law; and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares; and</p>	<p>54. The Company may from time to time by ordinary resolution:-</p> <p>(ii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of the <del>Law</del><u>Act</u>; and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares; and</p>
<p>55. The Company may by special resolution reduce its capital, any capital redemption reserve fund or any share premium account in any manner prescribed by the Law.</p>	<p>55. The Company may by special resolution reduce its capital, any capital redemption reserve fund or any share premium account in any manner prescribed by the <del>Law</del><u>Act</u>.</p>
<b>GENERAL MEETINGS</b>	
<p>56. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.</p>	<p>56. The Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, <del>and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next</del> <u>Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year</u> <u>Such annual general meeting shall be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the rules and regulations of the relevant stock exchange, if any) at such time and place as may be determined by the Board. The annual general meeting shall be held at such time and place as the Directors shall appoint.</u> All general meetings other than annual general meetings shall be called extraordinary general meetings.</p>

<p>57. The Directors may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on the written requisition of any one (1) or more members holding at the date of the deposit of the requisition in aggregate not less than ten (10) per cent of such of the paid up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company. Such requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office. If the Directors do not within 21 days from the date of the deposit of such requisition proceed duly to convene an extraordinary general meeting, the requisitionists themselves may convene the extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene such a meeting shall be reimbursed to them by the Company.</p>	<p>57. The Directors may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on the written requisition of any one (1) or more <del>members</del>member(s) <u>(including a recognised clearing house (or its nominee(s))) and the forgoing members shall be able to add resolutions to the agenda of the meeting, provided that such requisitionists held</u><del>holding</del> at the date of the deposit of the requisition in aggregate not less than ten (10) per cent of <del>such of</del> the paid up capital, <u>on a one vote per share basis, in the share</u> capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company. Such requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office. If the Directors do not within 21 days from the date of the deposit of such requisition proceed duly to convene an extraordinary general meeting, the requisitionists themselves may convene the extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene such a meeting shall be reimbursed to them by the Company.</p>
---	---

<b>NOTICE OF GENERAL MEETINGS</b>	
<p>59. Subject to the foregoing Article, the notice of every general meeting shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are under the Articles entitled to receive such notices from the Company Provided that subject to the provisions of the Law a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-</p>	<p>59. Subject to the foregoing Article, the notice of every general meeting shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are under the Articles entitled to receive such notices from the Company Provided that subject to the provisions of the <del>Law</del>Act a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-</p>
<b>PROCEEDINGS AT GENERAL MEETINGS</b>	
<p>62. All business shall be deemed special that is transacted at an extraordinary general meeting and at an annual general meeting, with the exception of the declaration and sanctioning of a dividend, making a call in accordance with the provisions of the Articles, the reading, consideration and adoption of the accounts, balance sheet and the reports of the Directors and other documents required to be annexed to the balance sheet, the election of the Directors in the place of those retiring at the meeting whether by rotation or otherwise, the appointment of the auditors (where special notice of the intention for such appointment is not required by the Law) and the fixing, or the determination of the method of fixing, of the remuneration of the Directors and of the auditors.</p>	<p>62. All business shall be deemed special that is transacted at an extraordinary general meeting and at an annual general meeting, with the exception of the declaration and sanctioning of a dividend, making a call in accordance with the provisions of the Articles, the reading, consideration and adoption of the accounts, balance sheet and the reports of the Directors and other documents required to be annexed to the balance sheet, the election of the Directors in the place of those retiring at the meeting whether by rotation or otherwise, the appointment of the auditors (where special notice of the intention for such appointment is not required by the <del>Law</del>Act) and the fixing, or the determination of the method of fixing, of the remuneration of the Directors and of the auditors.</p>
<p>71. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the Articles or by the Law. In the event of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.</p>	<p>71. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the Articles or by the <del>Law</del>Act. In the event of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.</p>

<b>VOTES OF MEMBERS</b>	
<p>74. (A) Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or by proxy or by authorized representative shall have one vote, and on a poll every member present in person or by proxy or by authorized representative shall have one vote for each share of which he is the holder and which is fully paid up or credited as fully paid up and shall have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up or credited as paid up thereon bears to the nominal value of the share (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purpose of this Article as paid up on the share). A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.</p>	<p>74. (A) <u>All members present in person or by proxy or by authorized representative have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u> Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or by proxy or by authorized representative shall have one vote, and on a poll every member present in person or by proxy or by authorized representative shall have one vote for each share of which he is the holder and which is fully paid up or credited as fully paid up and shall have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up or credited as paid up thereon bears to the nominal value of the share (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purpose of this Article as paid up on the share). A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.</p>



<b>VOTES OF MEMBERS</b>	
<p>86. (B) Where that shareholder and/or warrant holder is a recognized clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) or its nominee(s), it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any shareholders' meeting or any meeting of any class of shareholders and/or warrant holders provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of shares and/or warrants in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the recognized clearing house as that clearing house or its nominee(s) could exercise if it were an individual shareholder and/or warrant holder of the Company.</p>	<p>86. (B) Where that shareholder and/or warrant holder is a recognized clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) or its nominee(s), it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any <del>shareholders' meeting</del> <u>meeting of the Company (including but not limited to any general meeting and creditors meeting,</u> or any meeting of any class of shareholders and/or warrant holders) provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of shares and/or warrants in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the recognized clearing house as that clearing house or its nominee(s) could exercise if it were an individual shareholder and/or warrant holder of the Company.</p>
<b>DIRECTORS</b>	
<p>88. Subject to the provisions of the Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.</p>	<p>88. Subject to the provisions of the Articles and the <del>Law</del><u>Act</u>, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.</p>
<p>90. Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p>	<p>90. Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director <u>(including a managing director or other executive director)</u> at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p>

<p>91. The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy on the Board or as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company, and shall then be eligible for re-election at that meeting.</p>	<p>91. The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy on the Board or as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next <del>following</del><u>first annual</u> general meeting of the Company <u>after his appointment</u>, and shall then be eligible for re-election at that meeting.</p>
<p>97. Without prejudice to the provisions for retirement by rotation herein contained, the office of a Director shall be vacated if the Director:-</p> <p>(v) has his office vacated or becomes prohibited from being a Director under any of the provisions of the Law or any order made under the Law;</p>	<p>97. Without prejudice to the provisions for retirement by rotation herein contained, the office of a Director shall be vacated if the Director:-</p> <p>(v) has his office vacated or becomes prohibited from being a Director under any of the provisions of the <del>Law</del><u>Act</u> or any order made under the <del>Law</del><u>Act</u>;</p>
<p><b>POWERS AND DUTIES OF DIRECTORS</b></p>	
<p>104. (A) The business of the Company shall be managed by the Directors who, without limiting the generality of the foregoing, may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not required, by the Article or by the Law, to be exercised by the Company in general meeting subject, nevertheless, to such regulations as may be prescribed by the Company in general meeting being not inconsistent with any of the Articles or the provisions of the Law; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.</p>	<p>104. (A) The business of the Company shall be managed by the Directors who, without limiting the generality of the foregoing, may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not required, by the Article or by the <del>Law</del><u>Act</u>, to be exercised by the Company in general meeting subject, nevertheless, to such regulations as may be prescribed by the Company in general meeting being not inconsistent with any of the Articles or the provisions of the <del>Law</del><u>Act</u>; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.</p>

<b>DIRECTORS' INTERESTS</b>	
<p>113. (A) Subject to the provisions of the Laws, a Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as vendor, shareholder or otherwise and, subject to the Law, no such Director shall be accountable to the Company for any remuneration or benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company or exercisable by them as director of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as director or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid notwithstanding that he may be, or be about to be appointed a director or other officer of such a company and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.</p>	<p>113. (A) Subject to the provisions of the <del>Laws</del><u>Act</u>, a Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as vendor, shareholder or otherwise and, subject to the <del>Law</del><u>Act</u>, no such Director shall be accountable to the Company for any remuneration or benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company or exercisable by them as director of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as director or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid notwithstanding that he may be, or be about to be appointed a director or other officer of such a company and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.</p>
<b>SECRETARY</b>	
<p>128. The secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. Anything by the Law or the Articles required or authorized to be done by or to the secretary, if the office is vacant or there is for any other reason no secretary capable of acting, may be done by or to any assistant or deputy secretary or if there is no assistant or deputy secretary capable of acting, by or to any officer of the Company authorized generally or specially in that behalf by the Directors.</p>	<p>128. The secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. Anything by the <del>Law</del><u>Act</u> or the Articles required or authorized to be done by or to the secretary, if the office is vacant or there is for any other reason no secretary capable <del>of</del> acting, may be done by or to any assistant or deputy secretary or if there is no assistant or deputy secretary capable of acting, by or to any officer of the Company authorized generally or specially in that behalf by the Directors.</p>

<p>129. Any provision of the Law or the Articles requiring or authorizing a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the secretary.</p>	<p>129. Any provision of the <del>Law</del>Act or the Articles requiring or authorizing a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the secretary.</p>
<b>BORROWING POWERS</b>	
<p>133. Any Debentures debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Law.</p>	<p>133. Any Debentures debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise, but so that no shares shall be issued at a discount, except in accordance with the provisions of the <del>Law</del>Act.</p>
<p>134. The Directors shall cause a proper register to be kept, in accordance with the provisions of the Law, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with requirements of the Law in regard to the registration of mortgages and charges therein specified and otherwise.</p>	<p>134. The Directors shall cause a proper register to be kept, in accordance with the provisions of the <del>Law</del>Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with requirements of the <del>Law</del>Act in regard to the registration of mortgages and charges therein specified and otherwise.</p>
<p>135. If the Company issues a series of debentures or debenture stock not transferable by delivery, the Directors shall cause a proper register to be kept of the holders of such debentures or debenture stock in accordance with the provisions of the Law.</p>	<p>135. If the Company issues a series of debentures or debenture stock not transferable by delivery, the Directors shall cause a proper register to be kept of the holders of such debentures or debenture stock in accordance with the provisions of the <del>Law</del>Act.</p>
<b>THE SEAL</b>	
<p>137. (B) Subject to the provisions of the Law, the Company may have one or more duplicate seals outside the Cayman Islands as the Directors shall determine. The Company may use a duplicate seal for the purpose of sealing securities issued by the Company and for the purpose of sealing documents representing or evidencing the securities so issued. Wherever in the Articles reference is made to the seal, the reference shall, so far as may be applicable, be deemed to include such duplicate seals as aforesaid.</p>	<p>137. (B) Subject to the provisions of the <del>Law</del>Act, the Company may have one or more duplicate seals outside the Cayman Islands as the Directors shall determine. The Company may use a duplicate seal for the purpose of sealing securities issued by the Company and for the purpose of sealing documents representing or evidencing the securities so issued. Wherever in the Articles reference is made to the seal, the reference shall, so far as may be applicable, be deemed to include such duplicate seals as aforesaid.</p>

<b>DIVIDENDS AND RESERVES</b>	
138. Subject to the Law and as hereinafter set out, the Company in general meeting may declare dividends, in any currency, to be paid to the members according to their rights and privileges in the profits available for distribution but no dividend shall exceed the amount recommended by the Directors.	138. Subject to the <del>Law</del> Act and as hereinafter set out, the Company in general meeting may declare dividends, in any currency, to be paid to the members according to their rights and privileges in the profits available for distribution but no dividend shall exceed the amount recommended by the Directors.
140. Dividends may be declared and paid out of the profits of the Company, realized or unrealized, or from any reserve set aside from profits which the Directors determine is no longer needed. Dividends may also be declared and paid out of share premium account or any other fund or account which can be authorized for this purpose in accordance with the Law.	140. Dividends may be declared and paid out of the profits of the Company, realized or unrealized, or from any reserve set aside from profits which the Directors determine is no longer needed. Dividends may also be declared and paid out of share premium account or any other fund or account which can be authorized for this purpose in accordance with the <del>Law</del> Act.
<b>ANNUAL RETURNS</b>	
154. The Directors shall make the requisite annual returns in accordance with the Law.	154. The Directors shall make the requisite annual returns in accordance with the <del>Law</del> Act.
<b>ACCOUNTS</b>	
155. The Directors shall cause proper books of account to be kept with respect to:-  (iii) the properties, assets, credits and liabilities of the Company and of all other matters required by the Law.	155. The Directors shall cause proper books of account to be kept with respect to:-  (iii) the properties, assets, credits and liabilities of the Company and of all other matters required by the <del>Law</del> Act.
158. The Directors shall from time to time, in accordance with the relevant provisions of the Law, cause to be prepared and audited by the auditors for the time being of the Company such profit and loss accounts, balance sheets and group accounts (if any) as are referred to in those provisions. Such profit and loss accounts, balance sheets and group accounts (if any) as shall have been audited by the auditors for the time being of the Company and such other reports as are referred to in the relevant provisions of the Law shall be laid before the Company at the annual general meeting which must be held in accordance with the provisions of Article 56.	158. The Directors shall from time to time, in accordance with the relevant provisions of the <del>Law</del> Act, cause to be prepared and audited by the auditors for the time being of the Company such profit and loss accounts, balance sheets and group accounts (if any) as are referred to in those provisions. Such profit and loss accounts, balance sheets and group accounts (if any) as shall have been audited by the auditors for the time being of the Company and such other reports as are referred to in the relevant provisions of the <del>Law</del> Act shall be laid before the Company at the annual general meeting which must be held in accordance with the provisions of Article 56.

<p>159. Every balance sheet of the Company shall be signed pursuant to the relevant provisions of the Law and, subject to those provisions, a copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company at the annual general meeting, together with a copy of the Directors’ report and a copy of the auditors’ report, shall be sent to every member of, and every holder of debentures of, the Company and every person registered under Article 49 and to all persons other than members or holders of debentures of the Company, being persons entitled to receive notices of general meetings of the Company, at the same time as notice of the meeting is being sent. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures. Copies of each of the said documents shall also be forwarded in appropriate number to the relevant stock exchange on which the shares of the Company shall be listed or the relevant committee thereof in accordance with the terms of any listing agreement for the time being binding on the Company or with the continuing obligation binding on the Company by virtue of any listing.</p>	<p>159. Every balance sheet of the Company shall be signed pursuant to the relevant provisions of the <del>Law</del>Act and, subject to those provisions, a copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company at the annual general meeting, together with a copy of the Directors’ report and a copy of the auditors’ report, shall be sent to every member of, and every holder of debentures of, the Company and every person registered under Article 49 and to all persons other than members or holders of debentures of the Company, being persons entitled to receive notices of general meetings of the Company, at the same time as notice of the meeting is being sent. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures. Copies of each of the said documents shall also be forwarded in appropriate number to the relevant stock exchange on which the shares of the Company shall be listed or the relevant committee thereof in accordance with the terms of any listing agreement for the time being binding on the Company or with the continuing obligation binding on the Company by virtue of any listing.</p>
<b>BRANCH REGISTERS</b>	
<p>160. Subject to the provisions of the Law, if the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register of members at such location within or outside the Cayman Islands as the Directors think fit. The Directors may, subject to the Law, make or vary from time to time such provisions as they think fit in respect of the keeping of any such branch register and the transfer of shares to, on or from any such branch register and may comply with the requirements of any local law.</p>	<p>160. Subject to the provisions of the <del>Law</del>Act, if the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register of members at such location within or outside the Cayman Islands as the Directors think fit. The Directors may, subject to the <del>Law</del>Act, make or vary from time to time such provisions as they think fit in respect of the keeping of any such branch register and the transfer of shares to, on or from any such branch register and may comply with the requirements of any local law.</p>

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 <del>or at a subsequent extraordinary general meeting</del> in each year, the Members shall <u>by ordinary resolution, or such other body that is independent of the Board may by majority approval</u> 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) <del>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.</del> <u>The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution, or such other body that is independent of the Board may by majority approval remove the Auditor at any time before the expiration of his term of office and the Members shall by ordinary resolution at that meeting, or such other body that is independent of the Board may by majority approval, appoint another Auditor in his stead for the remainder of his term.</u>
161. (3) Subject to the Law the accounts of the Company shall be audited at least once in every year.	161. (3) Subject to the <del>Law</del> <u>Act</u> the accounts of the Company shall be audited at least once in every year.
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 <del>Directors</del> <u>Company in general meeting by ordinary resolution, or by such other body that is independent of the Board by majority approval</u> or in such manner as the Members may in general meeting determine.



<b>NOTICES</b>	
<p>164. Any notice or document (including a share certificate) may be given by the Company to any member either personally or by sending it by post to him at his registered address as appearing in the register or at the address, within or outside the Cayman Islands, supplied by him to the Company for the sending of notices or documents to him or by advertisement to be published in the newspaper. A member who has no address of either type as aforesaid shall be deemed to have received any notice which shall have been displayed at the office or at the principal place of business for the time being of the Company in Hong Kong and shall have remained there for the period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.</p>	<p>164. Any notice or document (including a share certificate) may be given by the Company to any member either personally or by sending it by post to him at his registered address as appearing in the register or at the address, within or outside the Cayman Islands, supplied by him to the Company for the sending of notices or documents to him or by advertisement to be published in the newspaper. A member who has no address of either type as aforesaid shall be deemed to have received any notice which shall have been displayed at the office or <del>at</del> the principal place of business for the time being of the Company in Hong Kong and shall have remained there for the period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.</p>
<b>WINDING-UP</b>	
<p>174. If the Company is wound up and the assets available for distribution among the members as such are insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding-up on the shares held by them respectively. If in a winding-up the assets available for distribution among the members are more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding-up paid up by them respectively. This Article shall not add to or detract from the rights of the holders of shares issued upon special terms and conditions.</p>	<p><u>174. Subject to the Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p> <p><del>174-175.</del> If the Company is wound up and the assets available for distribution among the members as such are insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding-up on the shares held by them respectively. If in a winding-up the assets available for distribution among the members are more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding-up paid up by them respectively. This Article shall not add to or detract from the rights of the holders of shares issued upon special terms and conditions.</p>



<p>175. No fee or commission shall be paid by the Company to any Director or liquidator upon any sale or realization of the Company's undertaking or assets or any part thereof except with the sanction of a general meeting convened by notice specifying the fee or commission proposed to be paid.</p>	<p><del>175</del>176. No fee or commission shall be paid by the Company to any Director or liquidator upon any sale or realization of the Company's undertaking or assets or any part thereof except with the sanction of a general meeting convened by notice specifying the fee or commission proposed to be paid.</p>
<p>176. If the Company shall be wound up (whether voluntarily or under supervision of or by the court), the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Law, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purposes, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	<p><del>176</del>177. If the Company shall be wound up (whether voluntarily or under supervision of or by the court), the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the <del>Law</del>Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purposes, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>

<p>177. In the event of a winding-up of the Company, every member of the Company who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, order and judgments in relation to or under the winding-up of the Company may be served and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement to be published in the newspaper or by a registered letter sent through the post and addressed to such member at his address as mentioned in the register and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.</p>	<p><del>177</del>178. In the event of a winding-up of the Company, every member of the Company who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, order and judgments in relation to or under the winding-up of the Company may be served and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement to be published in the newspaper or by a registered letter sent through the post and addressed to such member at his address as mentioned in the register and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.</p>
--	--

<b>INDEMNITY</b>	
<p>178. (A) Subject to the provisions of and so far as may be permitted by the Law, every Director, auditors, secretary or other officer of the Company and every agent or employee of the Company shall be entitled to be indemnified by the Company out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceeding, civil or criminal, which relate to anything done or omitted or alleged to have been done, or omitted by him as officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any law for relief from liability in respect of any such act or omission in which relief is granted to him by any court of competent jurisdiction.</p> <p>(B) Subject to the provisions of the Law, if any Director and/or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director and/or person so becoming liable as aforesaid from any loss in respect of such liability.</p>	<p><del>178</del>179. (A) Subject to the provisions of and so far as may be permitted by the <del>Law</del>Act, every Director, auditors, secretary or other officer of the Company and every agent or employee of the Company shall be entitled to be indemnified by the Company out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceeding, civil or criminal, which relate to anything done or omitted or alleged to have been done, or omitted by him as officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any law for relief from liability in respect of any such act or omission in which relief is granted to him by any court of competent jurisdiction.</p> <p>(B) Subject to the provisions of the <del>Law</del>Act, if any Director and/or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director and/or person so becoming liable as aforesaid from any loss in respect of such liability.</p>
<p>179. The financial year-end of the Company shall be prescribed by the Directors and may, from time to time, be changed by them.</p>	<p><del>179</del>180. The financial year-end of the Company shall be <u>30 June in each year unless otherwise prescribed by the Directors</u> <del>and may, from time to time, be changed by them.</del></p>
<p>180. Subject to the provisions of the Law, the Company may at any time and from time to time by special resolution alter or amend the Memorandum of Association or the Articles in whole or in part.</p>	<p><del>180</del>181. Subject to the provisions of the <del>Law</del>Act, the Company may at any time and from time to time by special resolution alter or amend the Memorandum of Association or the Articles in whole or in part.</p>

---

# REVISED 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 notices of the Company dated 31 October 2023 and 8 November 2023 (the “**Notices**”) which sets out details of the original annual general meeting 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. (the “**Original AGM**”) and the resolutions to be proposed at the Original AGM for the Shareholders’ approval. The annual general meeting of the Company is rescheduled to Thursday, 21 December 2023 at 11:00 a.m. at the same venue as set out in the Notices. Unless otherwise defined, capitalised terms used in this revised notice shall have the same meanings as those defined in the second supplemental circular of the Company dated 15 November 2023.

**REVISED NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the Company (the “**AGM**”) will be rescheduled and held 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;

---

## REVISED NOTICE OF ANNUAL GENERAL MEETING

---

- (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).”

---

## REVISED NOTICE OF ANNUAL GENERAL MEETING

---

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.”

---

## REVISED NOTICE OF ANNUAL 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 AGM 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 AGM.”

### 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 and proposed further amendments to the existing Memorandum and Articles of Association of the Company (the “**All Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 31 October 2023, in Appendix I to the circular of the Company dated 8 November 2023 and in Appendix I to the circular of the Company dated 15 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 All 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**  
*Chairman and Chief Executive Officer*

Hong Kong, 15 November 2023

---

## REVISED NOTICE OF ANNUAL GENERAL MEETING

---

*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 Monday, 18 December 2023 to Thursday, 21 December 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 AGM, 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 Friday, 15 December 2023 (Hong Kong Time). The holders of the Shares whose names appeared on the register of members of the Company on Thursday, 21 December 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM.
2. A member entitled to attend and vote at the AGM 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 notorially 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 AGM (i.e. not later than 11:00 a.m. on Tuesday, 19 December 2023 (Hong Kong Time)) or any adjourned meeting thereof. Completion and return of the revised form of proxy will not preclude any member from attending and voting in person at the AGM 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 the circular of the Company dated 31 October 2023.
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.0660.hk](http://www.0660.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.



---

## REVISED NOTICE OF ANNUAL GENERAL MEETING

---

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

*Executive Director:*

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

*Independent Non-executive Directors:*

Ms. Hong Ting

Mr. Wan Bo