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**韋俊 生物 科技 有 限 公 司\***

**Wai Chun Bio-Technology Limited**

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

**(Stock Code: 660)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
CHANGE IN COMPOSITIONS OF THE BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Wai Chun Bio-Technology Limited (the “**Company**”) announces that (i) Ms. Hong Ting (“**Ms. Hong**”) has resigned as an independent non-executive Director (“**INED**”) of the Company with effect from 1 April 2024 in order to devote more time to her personal commitments; and (ii) Mr. HE Tao (“**Mr. HE**”) has been appointed as an INED with effect from 1 April 2024.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ms. Hong has tendered her resignation as an INED with effect from 1 April 2024 in order to devote more time to her personal commitments.

Ms. Hong has confirmed that she has no disagreement with the Board and there are no other matters relating to her resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Hong for her valuable efforts and contributions to the Company during her tenure of office with the Company.

\* for identification purpose only

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. HE has been appointed as an INED with effect from 1 April 2024. Mr. HE, aged 62, has been the general manager of Creation Way (China) Holding Group Limited and the chief executive officer of Bestway (International) Holdings Limited since October 2023. From July 2002 to August 2023, Mr. HE successively served as a deputy director of the Guangzhou office, a deputy director and deputy general manager, and a vice president of the Guangdong branch of the Guangdong News Center, the general manager of the distribution centre of Hong Kong Wen Wei Po and of Hong Kong Ta Kung Wen Wei Media Group, and the general manager and an assistant to the general manager of the group of Hong Kong Wen Wei Po and Hong Kong Ta Kung Wen Wei Media Group. From July 1989 to June 2002, Mr. HE successively served as a section member, section chief, deputy director in the Information Department of the Guangdong Provincial Committee of the China Council for the Promotion of International Trade, and the general manager of the Guangdong International Economic and Trade Service Centre. Mr. HE obtained a bachelor's degree of engineering in computer engineering from South China Institute of Technology (subsequently renamed as "**South China University of Technology**") in July 1982 and a master's degree in engineering from South China University of Technology in June 1989.

Mr. HE has entered into a letter of appointment with the Company as an INED for an initial term of one years commencing from 1 April 2024. Mr. HE will hold office until the first general meeting of the Company after his appointment and will thereafter be subject to retirement by rotation and re-election in accordance with the provisions of the articles of association of the Company. Pursuant to the letter of appointment, Mr. HE is entitled to receive a director's fee of HK\$120,000 per annum. Such fee was determined by the Board with reference to his qualifications, experience, duties and responsibilities with the Company, and the prevailing market conditions. Save as disclosed above, as at the date of this announcement, Mr. HE (i) did not hold any position with the Company or other members of the Group; (ii) did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement and did not have any other major appointments and professional qualifications; (iii) did not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (iv) did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) had no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities ("**Listing Rules**") on the Stock Exchange.

Save as disclosed above, there are no other matters that need to be brought to the attention of shareholders of the Company in relation to the appointment of Mr. HE and there is no other information required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules. Mr. HE confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. HE in joining the Board.

### **CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

- (i) Ms. Hong has ceased to be the chairman of the audit committee of the Company, and a member of each of the nomination committee and remuneration committee of the Company with effect from 1 April 2024; and
- (ii) Mr. HE has been appointed as the chairman of the remuneration committee, a member of each of the audit committee and the nomination committee of the Company with effect from 1 April 2024.

### **NON-COMPLIANCE WITH REQUIREMENTS UNDER RULES 3.10(1), 3.10(2) AND 3.21 OF THE LISTING RULES**

Pursuant to Rules 3.10(1) and 3.10(2) of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors and at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. Upon the resignation of Ms. Hong, no member of the Board possesses appropriate professional qualifications or accounting or related financial management expertise, and the number of INEDs is still less than three which is below the minimum requirement prescribed under Rules 3.10(1) of the Listing Rules.

Pursuant to Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only and the audit committee must comprise a minimum of three members and at least one of whom must be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. Upon the resignation of Ms. Hong, the number of members of the audit committee of the Company is still less than three which is below the minimum requirement prescribed under Rule 3.21 of the Listing Rules and no member of the audit committee of the Company possesses appropriate professional qualifications or accounting or related financial management expertise.

To comply with Rules 3.10(1), 3.10(2) and 3.21 of the Listing Rules, the Company is in the process of identifying suitable candidate(s) to fill the vacancy and will continue to use its best endeavours to ensure that suitable candidate(s) is/are appointed as soon as practicable and in any event within three months from 1 April 2024 as required under Rule 3.11 of the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

By Order of the Board  
**Wai Chun Bio-Technology Limited**  
**Lam Ka Chun**  
*Executive Director*

Hong Kong, 1 April 2024

*As at the date of this announcement, the Board consists of one executive Director, namely Mr. Lam Ka Chun (Chairman and Chief Executive Officer) and two independent non-executive Directors, namely Mr. Wan Bo and Mr. HE Tao.*