



瑋俊生物科技有限公司

Wai Chun Bio-Technology Limited

Date: 27 December 2024

To: Mr. Lam Ching Kui

Dear Sir,

0% coupon convertible bonds (the “Bonds”) due on 18 January 2025 issued by Wai Chun Bio-Technology Limited (the “Company”) in November 2020

We refer to the bond instrument dated 27 November 2020 executed by the Company by deed poll (the “**Instrument**”), the deed of amendment dated 17 January 2022 and the deed of amendment dated 14 March 2023 (“**Deed of Amendment**”). As at the date of this letter, you are the Bondholder in the outstanding principal amount of HK\$67,000,000. Unless otherwise stated, capitalized terms defined in the Instrument and the Deed of Amendment shall have the same meanings when used herein.

We write to put in writing our mutual agreement to amend the terms of the Bonds as follows (the “**Proposed Amendments**”):

- (i) the Conversion Price be reduced from HK\$0.25 per Conversion Share to HK\$0.06 per Conversion Share; and
- (ii) the maturity date of the Bonds be extended from 18 January 2025 to 31 December 2027.

Save for the Proposed Amendments, all other terms of the Bonds shall remain unchanged and be in full force and effect.

The implementation of the Proposed Amendments shall be effected by a deed poll to be executed by the Company which shall be subject to the satisfaction of the following conditions:

- (a) the Stock Exchange granting its approval for the Proposed Amendments;
- (b) the passing of an ordinary resolution by the independent shareholders of the Company at an extraordinary general meeting of the Company to be held for approving the Proposed Amendments (including the grant of the mandate to the directors of the Company to allot and issue the Conversion Shares upon the exercise of the conversion rights attached to the Bonds);
- (c) the Capital Reorganisation having become effective; and
- (d) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of conversion rights attached to the Bonds.

If any of the conditions above are not fulfilled by 27 March 2025, the Proposed Amendments will not proceed.

The terms of this letter shall be governed by and construed in accordance with the laws of Hong Kong.

Please confirm your agreement to and acceptance of the foregoing by signing and returning a copy of

the confirmation below.

Your faithfully

For and on behalf of

WAI CHUN BIO-TECHNOLOGY LIMITED

A handwritten signature in black ink, appearing to be 'Lam Ka Chun', written above a horizontal line.

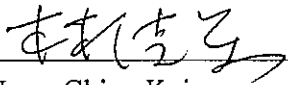
Name: Lam Ka Chun

Title: Director

*** Consent Confirmation ***

I, Lam Ching Kui, being the Bondholder, irrevocably consent to the Proposed Amendments subject to and upon the terms thereof.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Lam Ching Kui', written over a horizontal line.

Name: Lam Ching Kui

Date: 27 December 2024



瑋俊生物科技有限公司

Wai Chun Bio-Technology Limited

Date: 27 December 2024

To: Chinese Success Limited

Dear Sirs,

0% coupon convertible bonds (the “Bonds”) due on 18 January 2025 issued by Wai Chun Bio-Technology Limited (the “Company”)

We refer to the bond instrument dated 18 January 2022 executed by the Company by deed poll (the “**Instrument**”) and the deed of amendment dated 14 March 2023 (“**Deed of Amendment**”), in respect of which you are the Bondholder in the outstanding principal amount of HK\$20,150,000. Unless otherwise stated, capitalized terms defined in the Instrument and the Deed of Amendment shall have the same meanings when used herein.

We write to put in writing our mutual agreement to amend the terms of the Bonds as follows (the “**Proposed Amendments**”):

- (i) the Conversion Price be reduced from HK\$0.25 per Conversion Share to HK\$0.06 per Conversion Share; and
- (ii) the maturity date of the Bonds be extended from 18 January 2025 to 31 December 2027.

Save for the Proposed Amendments, all other terms of the Bonds shall remain unchanged and be in full force and effect.

The implementation of the Proposed Amendments shall be effected by a deed poll to be executed by the Company which shall be subject to the satisfaction of the following conditions:

- (a) the Stock Exchange granting its approval for the Proposed Amendments;
- (b) the passing of an ordinary resolution by the independent shareholders of the Company at an extraordinary general meeting of the Company to be held for approving the Proposed Amendments (including the grant of the mandate to the directors of the Company to allot and issue the Conversion Shares upon the exercise of the conversion rights attached to the Bonds);
- (c) the Capital Reorganisation having become effective; and
- (d) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of conversion rights attached to the Bonds.

If any of the conditions above are not fulfilled by 27 March 2025, the Proposed Amendments will not proceed.

The terms of this letter shall be governed by and construed in accordance with the laws of Hong Kong.

Please confirm your agreement to and acceptance of the foregoing by signing and returning a copy of the confirmation below.

Your faithfully

For and on behalf of

WAI CHUN BIO-TECHNOLOGY LIMITED

A handwritten signature in black ink, appearing to be 'Lam Ka Chun', written over a horizontal line.

Name: Lam Ka Chun

Title: Director

*** Consent Confirmation ***

We, Chinese Success Limited, being the Bondholder, irrevocably consent to the Proposed Amendments subject to and upon the terms thereof.

Yours faithfully,

For and on behalf of,
CHINESE SUCCESS LIMITED



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Authorised Signature(s)

Name: Chinese Success Limited

Date: 27 December 2024



瑋俊生物科技有限公司

Wai Chun Bio-Technology Limited

Date: 27 December 2024

To: Chinese Success Limited

Dear Sirs,

0% coupon convertible bonds (the “Bonds”) due on 14 March 2026 issued by Wai Chun Bio-Technology Limited (the “Company”)

We refer to the bond instrument dated 14 March 2023 executed by the Company by deed poll (the “**Instrument**”), in respect of which you are the Bondholder in the outstanding principal amount of HK\$14,000,000. Unless otherwise stated, capitalized terms defined in the Instrument shall have the same meanings when used herein.

We write to put in writing our mutual agreement to amend the terms of the Bonds as follows (the “**Proposed Amendments**”):

- (i) the Conversion Price be reduced from HK\$0.25 per Conversion Share to HK\$0.06 per Conversion Share;
- (ii) the maturity date of the Bonds be extended from 14 March 2026 to 31 December 2027; and
- (iii) the Bonds be redeemed at 95% of the principal amount of the Bonds upon Maturity.

Save for the Proposed Amendments, all other terms of the Bonds shall remain unchanged and be in full force and effect.

The implementation of the Proposed Amendments shall be effected by a deed poll to be executed by the Company which shall be subject to the satisfaction of the following conditions:

- (a) the Stock Exchange granting its approval for the Proposed Amendments;
- (b) the passing of an ordinary resolution by the independent shareholders of the Company at an extraordinary general meeting of the Company to be held for approving the Proposed Amendments (including the grant of the mandate to the directors of the Company to allot and issue the Conversion Shares upon the exercise of the conversion rights attached to the Bonds);
- (c) the Capital Reorganisation having become effective; and
- (d) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of conversion rights attached to the Bonds.

If any of the conditions above are not fulfilled by 27 March 2025, the Proposed Amendments will not proceed.

The terms of this letter shall be governed by and construed in accordance with the laws of Hong Kong.

Please confirm your agreement to and acceptance of the foregoing by signing and returning a copy of

the confirmation below.

Your faithfully

For and on behalf of

WAI CHUN BIO-TECHNOLOGY LIMITED

A handwritten signature in black ink, appearing to be 'Lam Ka Chun', written over a horizontal line.

Name: Lam Ka Chun

Title: Director

*** Consent Confirmation ***

We, Chinese Success Limited, being the Bondholder, irrevocably consent to the Proposed Amendments subject to and upon the terms thereof.

Yours faithfully,

For and on behalf of
CHINESE SUCCESS LIMITED


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Authorised Signature(s)

Name: Chinese Success Limited

Date: 27 December 2024