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 Group Holdings Limited** (the "**Company**"), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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偉俊集團控股有限公司*

Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1013)

PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening an 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 Tuesday, 26 August 2025 at 10:30 a.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch 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 as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. not later than 10:30 a.m. on Sunday, 24 August 2025 (Hong Kong Time)) (or any adjournment thereof). Such form of proxy is also published on the website of the Company at www.1013.hk and the website of the Stock Exchange at www.hkex.com.hk. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

* *For identification purposes only*

31 July 2025

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

"AGM"	the annual general meeting of the Company to be held at Rooms 4001-02, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 26 August 2025 at 10:30 a.m., notice of which is set out on pages 14 to 18 of this circular
"Board"	the board of Directors
"Bye-laws"	the bye-laws of the Company, as amended from time to time
"CCASS"	The Central Clearing and Settlement System established and operated by HKSCC "Companies Act" the Companies Act 1981 of Bermuda
"Companies Act"	the Companies Act 1981 of Bermuda
"Company"	Wai Chun Group Holdings Limited, an exempted company incorporated in Bermuda 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
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general mandate to the Directors to exercise the powers of the Company to issue, allot and deal with the Shares (including any sale or transfer of Treasury Shares out of treasury) during the period as set out in the ordinary resolution numbered 4 in the notice of AGM up to a maximum of 20% of the aggregate number of shares of the Company (excluding any Treasury Shares) as at the date of passing of such resolution
"Latest Practicable Date"	25 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein printing of this circular for ascertaining certain information contained herein
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange

"Repurchase Mandate"	a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the ordinary resolution numbered 5 in the notice of AGM up to a maximum of 10% of the aggregate number of shares of the Company (excluding any Treasury Shares) as at the date of passing of such resolution
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 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 Code on Takeovers and Mergers
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended and supplemented from time to time
"%"	per cent.

偉俊集團控股有限公司*
Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1013)

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

Independent Non-executive Directors:
Mr. Wong Po Keung
Mr. Wang Ziniu
Ms. Xu Huiling

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Rooms 4001-02, 40/F.
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

31 July 2025

To the Shareholders

Dear Sir or Madam,

PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide information in respect of the ordinary resolutions to be proposed at the AGM regarding the (i) granting to the Directors a general mandate for repurchasing Shares; (ii) granting to the Directors a general mandate to issue additional Shares; (iii) extending the general mandate to issue additional Shares by adding the number of shares to be repurchased under the general mandate for repurchasing Shares; (iv) proposed re-election of Director; and (v) proposed re-appointment of independent auditor.

* *For identification purposes only*

GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution numbered 5 in the notice of AGM. The Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate number of shares of the Company (excluding any Treasury Shares) as at the date of passing of the ordinary resolution approving the Repurchase Mandate.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

An explanatory statement as required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in the Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

Two ordinary resolutions, namely ordinary resolutions numbered 4 and 6 in the notice of AGM, will be proposed at the AGM to grant to the Directors (i) a general mandate to issue, allot and deal with new Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the number of shares of the Company (excluding any Treasury Shares) as at the date of passing of ordinary resolution numbered 4 in the notice of AGM and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the number of shares of the Company as at the date of passing of ordinary resolution numbered 6 in the notice of AGM.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions numbered 4 and 6 in the notice of AGM.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 86 of the Bye-laws, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy. Any Director so appointed by the Board shall hold office only until the next general meeting of the Company, and shall then be eligible for re-election at the meeting.

In accordance with Bye-law 86 of the Bye-laws, Mr. Wong Po Keung, Mr. Wang Ziniu and Ms. Xu Huiling shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Bye-law 87 of the Bye-laws, at each annual general meeting, one-third of the Directors, who have been longest in office since their last election, for the time being shall retire from office by rotation such that each Director will be subject to retirement by rotation at least once every three years at the annual general meeting.

Brief biographical details of the above-mentioned Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE INDEPENDENT AUDITOR

McMillan Woods (Hong Kong) CPA Limited will retire as the independent auditor of the Company at the AGM and being eligible offer themselves for re-appointment as the independent auditor of the Company.

The Board upon the recommendation of the audit committee of the Board, proposed to re-appoint McMillan Woods (Hong Kong) CPA Limited as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration.

ANNUAL GENERAL MEETING

A notice convening the AGM, which contains, inter alia, the ordinary resolutions for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and re-appointment of auditor, is set out on pages 14 to 18 of this circular.

ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Company at www.1013.hk and the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 10:30 a.m. on Sunday, 24 August 2025 (Hong Kong Time)) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be).

LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Bye-law 66 of the Bye-laws. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 21 August 2025 to Tuesday, 26 August 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant Share certificates must be lodged with the Company's branch 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 Wednesday, 20 August 2025.

RESPONSIBILITY STATEMENT

This 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.

RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company, the Group and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions. This appendix serves as an explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued Share capital of the Company comprised 267,389,531 Shares.

Subject to the passing of ordinary resolution numbered 5 in the notice of AGM and on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 26,738,953 Shares during the Relevant Period (as hereinafter defined).

"Relevant Period" means the period from the date of passing of ordinary resolution numbered 5 set out in the notice of AGM up to (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 Bye-laws or any applicable laws of Bermuda to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

Repurchases pursuant to the Repurchase Mandate will be made out of funds of the Company legally permitted to be utilized in this connection, that is, out of the capital paid up thereon or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for such purpose. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of sums standing to the credit of the share premium account of the Company before the Shares are repurchased.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 March 2025) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any securities to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that it has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Ka Chun Holdings Limited, the controlling shareholder of the Company, was interested in 194,292,325 Shares, representing approximately 72.66% of the issued share capital of the Company. Mr. Lam Ching Kui, directly hold 4,810,125 shares and through his indirect interests in Ka Chun Holdings Limited, was taken to be interested in 199,102,450 Shares representing approximately 74.46% of the issued share capital of the Company. Assuming that no further Shares will be issued and allotted or repurchased by the Company after the Latest Practicable Date and up to the date of the AGM, the aggregate holding of voting rights of Mr. Lam Ching Kui and those companies controlled by him would increase to approximately 82.74% if the Company was to exercise the Repurchase Mandate in full.

The Directors confirm to the best knowledge having made all reasonable enquires that, if the Repurchase Mandate were exercised in full at any time during the proposed repurchase period, it would not cause Mr. Lam Ching Kui and those companies controlled by him to make a mandatory offer under the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares have been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

9. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Per Share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2024		
July	0.115	0.115
August	0.115	0.110
September	0.110	0.080
October	0.260	0.082
November	0.142	0.103
December	0.124	0.116
2025		
January	0.122	0.101
February	0.111	0.092
March	0.134	0.110
April	0.179	0.095
May	0.176	0.150
June	0.340	0.160
July (up to the Latest Practicable Date)	0.249	0.238

10. CONFIRMATIONS

The Directors confirm that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

The Directors confirm that neither the explanatory statement set out in this Appendix nor the proposed share repurchase has unusual features.

The particulars of the Directors proposed to be re-elected at the AGM are set out as follows:

1. MR. WONG PO KEUNG (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr. Wong Po Keung ("Mr. Wong"), aged 54, has ample experience in auditing, accounting, financial management and company secretarial practices in respect of listed companies in Hong Kong. Mr. Wong holds a Master degree in Business Administration from the University of South Australia and he is also a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Since 30 September 2013, Mr. Wong is the executive director of China Environmental Resources Group Limited, a company that listed on the Stock Exchange (stock code: 1130) and the Singapore Exchange Limited (Singapore Stock Code: RS1) while he also works as its financial controller. Mr. Wong is also an independent non-executive director of FSM Holdings Limited (stock code: 1721) since 8 April 2020 and Wai Chun BioTechnology Limited (stock code: 660) since 12 May 2025.

Within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Mr. Wong was interested in 561,250 shares of the Company through International Richway Limited, one of the wholly-owned subsidiaries of China Environmental Resources Group Limited that Mr. Wong is the executive director.

Save as disclosed above, as at the date of this circular, Mr. Wong (i) did not hold any directorship in other listed companies or any position with the Company in the three years preceding the date of this circular; (ii) did not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (iii) did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wong has entered into a letter of appointment with the Company as independent non-executive director of the Company for an initial term of two years commencing from 12 May 2025 subject to retirement by rotation and re-election under the Bye-laws of the Company. Pursuant to the letter of appointment, Mr. Wong is entitled to receive a director's fee of HK$60,000 per annum. Such fee was determined by the Board with reference to her qualifications, experience, duties and responsibilities with the Company, and the prevailing market conditions.

Save as disclosed above, there is no other matter that need to be brought to the attention of the shareholders of the Company in connection with Mr. Wong's appointments, and there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

2. MR. WANG ZINIU (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr. Wang Ziniu ("Mr. Wang"), aged 63, studied university at Xi'an and during the period from 1989 to 1992, Mr. Wang was an engineer of the Foreign Trade and Economic Committee and an officer of the real estate administration at the city of Xi'an. During the period from 1992 to 2017, Mr. Wang served as a senior engineer at the Shenzhen Media Group.

Save as disclosed above, as at the date of this circular, Mr. Wang (i) did not hold any directorship in other listed companies or any position with the Company in the three years preceding the date of this circular; (ii) did not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (iii) did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wang has entered a letter of appointment as independent non-executive director of the Company for an initial term of two years commencing from 5 June 2025 subject to the provision of retirement and rotation of Directors under the Company's Bye-laws. Mr. Wang will not be entitled to a Director's fee.

Save as disclosed above, there is no other matter that need to be brought to the attention of the shareholders of the Company in connection with Mr. Wang's appointments, and there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

3. MS. XU HUILING (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Ms. Xu Huiling ("Ms. Xu"), aged 33, has years of experience in biomedical teaching and research. She had studied statistics and psychology at Princeton University in the United States, life sciences at the Chinese University of Hong Kong and international economics at Huizhou University. During the period from 2015 to 2016, Ms. Xu worked as an assistant researcher responsible for research in relation to neuroscience. Ms. Xu also assisted in teaching and research in relation to neuropharmacology at the Medical College of Ohio in the United States. During the period from 2017 to 2020, Ms. Xu worked as an investment project manager at the AVIC Investment Group in Shenzhen, which focused on projects relating to biotechnology, financial technology and commercial real estate.

Save as disclosed above, as at the date of this circular, Ms. Xu (i) did not hold any directorship in other listed companies or any position with the Company in the three years preceding the date of this circular; (ii) did not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (iii) did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Xu has entered a letter of appointment as independent non-executive director of the Company for an initial term of two years commencing from 5 June 2025 subject to the provision of retirement and rotation of Directors under the Company's Bye-laws. Ms. Xu will not be entitled to a Director's fee.

Save as disclosed above, there is no other matter that need to be brought to the attention of the shareholders of the Company in connection with Ms. Xu's appointments, and there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

偉俊集團控股有限公司*
Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1013)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Annual General Meeting**") of Wai Chun Group Holdings Limited (the "**Company**") will be held at Rooms 4001-02, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 26 August 2025 at 10:30 a.m. for the purpose of transacting the following business:

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "**Directors**") and auditor of the Company for the year ended 31 March 2025;

2. (a) To re-elect Mr. Wong Po Keung as an independent non-executive director of the Company;

   (b) To re-elect Mr. Wang Ziniu as an independent non-executive director of the Company;

   (c) To re-elect Ms. Xu Huiling as an independent non-executive director of the Company; and

   (d) To authorise the board of Directors (the "**Board**") to fix their remuneration.

3. to re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company and to authorize the Board to fix the remuneration of the auditor of the Company;

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:

   "**THAT**:

   (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares (including any sale or transfer of Treasury Shares out of treasury) 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;

   (b) the approval in sub-paragraph (a) of this resolution shall authorize the Directors 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;

* *For identification purposes only*

(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 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 Bye-laws of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue (excluding any Treasury Shares) as at the date of passing this resolution, and the said approval shall be limited 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 Bye-laws 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 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 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).

Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of Treasury Shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

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 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 unconditionally approved;

(b) the aggregate number of shares of the Company which may be repurchased pursuant to the approval in sub-paragraph (a) of this resolution, shall not exceed 10% of the aggregate number of shares of the Company (excluding any Treasury Shares) in issue as at the date of passing this resolution and the said approval shall be limited 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 Bye-laws 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 in 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 numbered 4 and 5 set out in the notice convening this Annual General Meeting being passed, the aggregate number of shares of the Company which are repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution) shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 4 set out in the notice convening this Annual General Meeting."

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

Hong Kong, 31 July 2025

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Rooms 4001-02, 40/F.
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting ("**Meeting**") is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.

2. 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 name stands on the Register of Members of the Company in respect of the joint shareholding.

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 notarially certified copy of such power of authority, must be deposited at the Company's branch 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 less than 48 hours before the time fixed for holding the Meeting (i.e. not later than 10:30 a.m. on Sunday, 24 August 2025 (Hong Kong Time)) (or any adjourned meeting thereof). Completion and return of the form of proxy will not preclude any member from attending and voting in person at the Meeting (or any adjourned meeting thereof) should he so wishes.

4. The register of members of the Company will be closed from Thursday, 21 August 2025 to Tuesday, 26 August 2025 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Meeting (or any adjournment thereof), all transfers of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong at the above address by no later than 4:00 p.m. on Wednesday, 20 August 2025.

5. In relation to resolution numbered 5, an explanatory statement (as required by the Listing Rules) is set out in Appendix I of this circular.

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.1013.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

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

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

Independent Non-executive Directors:
Mr. Wong Po Keung
Mr. Wang Ziniu
Ms. Xu Huiling