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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)

REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of extraordinary general meeting of Wai Chun Bio-Technology Limited (the “**Company**”) dated 9 December 2021.

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Meeting**”) of the Company will be held at 13/F, Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 31 December 2021 at 11:00 a.m. to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the subscription agreement dated 22 October 2021 (the “**Subscription Agreement**”) and entered into between the Company and Chinese Success Limited in respect of the issue of convertible bonds in an aggregate principal amount of HK\$21,000,000 (the “**New Convertible Bonds**”) (a copy of which marked “A” has been produced to the Meeting and initialled by the chairman of the Meeting for identification purpose) upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the New Convertible Bonds by the Company in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved;

- (c) the allotment and issue of new ordinary shares of HK\$0.025 each in the share capital of the Company (the “**New Convertible Bonds Conversion Shares**”) which may fall to be allotted and issued upon the exercise of the conversion rights attaching to the New Convertible Bonds in accordance with the terms and conditions thereof be and are hereby approved;
- (d) conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Convertible Bonds Conversion Shares, the specific mandate to the directors of the Company (the “**Directors**”) to exercise the powers of the Company for the allotment and issue of the New Convertible Bonds Conversion Shares in accordance with the terms and conditions of the New Convertible Bonds be and is hereby approved; and
- (e) any one or more Directors be and are hereby authorised to do all such things and acts as he/she/they may in his/her/their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she/they considers necessary or expedient in his/her/their opinion to implement and/or give effect to the issue of the New Convertible Bonds and the allotment and issue of the New Convertible Bonds Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the New Convertible Bonds.”

2. “**THAT:**

- (a) the terms of the 4% coupon convertible bonds due 2023 issued by the Company on 27 November 2020 in the aggregate principal amount of HK\$67,000,000 (the “**Existing Convertible Bonds**”) be amended as follows (the “**Alteration of terms of the Existing Convertible Bonds**”):
 - (i) the conversion price of the Existing Convertible Bonds be amended from HK\$0.12 per ordinary share of HK\$0.25 in the Company (the “**Existing Convertible Bonds Conversion Share**”) to HK\$0.05 per Existing Convertible Bonds Conversion Share, subject to adjustment in accordance with the terms of the Existing Convertible Bonds;
 - (ii) the interest rate of the Existing Convertible Bonds be amended from 4% per annum to 2% per annum;
 - (iii) the Existing Convertible Bonds be redeemed at 98% of its principal amount at maturity; and

- (iv) the conversion rights attached to the Existing Convertible Bonds be only exercised on the condition that any conversion of the Existing Convertible Bonds does not: (aa) trigger a mandatory general offer obligation on the existing bondholders of the Existing Convertible Bonds under Rule 26 of the Hong Kong Code on Takeovers and Mergers; and (bb) result in Mr. Lam Ching Kui and any parties acting in concert with him (including Chinese Success Limited) ceasing to be the controlling shareholder of the Company within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (b) any one or more Directors be and are hereby authorised, as a specific mandate, to allot, issue and deal with the 1,340,000,000 Existing Convertible Bonds Conversion Shares (subject to adjustment) which may be issued by the Company upon full exercise of the conversion rights attached to the Existing Convertible Bonds; and
- (c) any one or more Directors be and are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under the seal of the Company (where applicable), on behalf of the Company, as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to implement and give effect to the Alteration of terms of the Existing Convertible Bonds.”

On behalf of the Board
Wai Chun Bio-Technology Limited
Lam Ching Kui
Chairman and Chief Executive Officer

Hong Kong, 14 December 2021

Registered office:

P.O. Box 31119
Grand Pavilion
Hibiscus Bay
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Head office and Principal Place of Business in Hong Kong:

13/F, Admiralty Centre 2,
18 Harcourt Road,
Admiralty,
Hong Kong.

Notes:

1. A member entitled to attend and vote at the 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 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 Share Registrar, 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 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.
3. 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.
4. The register of members of the Company will be closed from 21 December 2021 to 24 December 2021 (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 certificates(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 20 December 2021.
5. In case a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted but lowered before 7:00 a.m. on 31 December 2021, the Meeting will be held as scheduled at 11:00 a.m. on the same day at the same venue; or a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted or remains hoisted any time after 7:00 a.m. on 31 December 2021, the Meeting will be adjourned to another date to be announced by the Company.
6. As at the date of this notice, the Board consists of one executive Director, namely Mr. Lam Ching Kui (Chairman and Chief Executive Officer) and three independent non-executive Directors, namely Mr. Chan Cheuk Ho, Mr. Wan Bo and Mr. Hau Pak Man.