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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 28 DECEMBER 2021

Reference is made to the circular (the “**Circular**”) convening the special general meeting held on 28 December 2021 (the “**SGM**”) of Wai Chun Group Holdings Limited (the “**Company**”) dated 9 December 2021, in relation to the proposed alteration to the terms of the Convertible Bonds. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed ordinary resolutions as set out in the Notice (the “**Resolutions**”) were duly passed by the Shareholders by way of poll at the SGM.

The First Bondholder A and the First Bondholder B are the beneficial owners of 40,221,600 Shares and 5,836,200 Shares respectively, representing approximately 1.88% and 0.27% of the existing issued share capital of the Company. The Second Bondholder A and the Second Bondholder B are the beneficial owners of 65,002,600 Shares and 65,000,000 Shares respectively, representing approximately 3.04% and 3.04% of the existing issued share capital of the Company. The First Bondholder A and the First Bondholder B had abstained from voting on the resolution approving the amendment of the terms of the First Convertible Bonds and the Second Bondholder A and the Second Bondholder B had abstained from voting on the resolution approving the amendment of terms of the Second Convertible Bonds. Other than Bondholders, no other Shareholder was required to abstain from voting on the Resolutions at the SGM.

As at the date of the SGM, there were a total of 2,139,116,248 Existing Shares in issue and the Shareholders of 2,093,058,448 Shares and 2,009,113,648 Shares were entitled to attend and vote for or against the Resolutions 1 and 2 at the SGM respectively. A total of 1,866,593,990 Shares were held by the Shareholders who attended and voted for or against the Resolutions at the SGM.

* *for identification purpose only*

Union Registrars Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results of the Resolutions were as follows:

Ordinary Resolution		Number of Votes (Approximate %)	
		For	Against
1.	<p>“THAT</p> <p>(a) the terms of the 4% coupon convertible bonds due 2023 issued by the Company on 18 August 2020 in the aggregate principal amount of HK\$152,000,000 (the “First Convertible Bonds”) be amended as follows (the “Alteration of Terms of the First Convertible Bonds”):</p> <p>(i) the conversion price of the First Convertible Bonds be reduced from HK\$0.18 per ordinary share (the “Share”) of HK\$0.1 in the Company (the “Conversion Share”) to HK\$0.048 per Conversion Share, subject to adjustment in accordance with the terms of the First Convertible Bonds;</p> <p>(ii) the interest rate of the First Convertible Bonds be reduced from 4% per annum to 2% per annum;</p> <p>(iii) the First Convertible Bonds be redeemed at 98% of its principal amount at maturity; and</p> <p>(iv) the conversion rights attached to the First Convertible Bonds be only exercised on the condition that any conversion of the First Convertible Bonds does not: (aa) trigger a mandatory general offer obligation on the holder of the First 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 Ka Chun Holdings 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;</p>	1,866,593,990 (100%)	0 (0%)

Ordinary Resolution		Number of Votes (Approximate %)	
		For	Against
	<p>(b) the directors of the Company (the “Directors”) be and are hereby authorised, as a specific mandate, to allot, issue and deal with the 3,166,666,666 Shares (subject to adjustment) which may be issued by the Company upon full exercise of the conversion rights attached to the First Convertible Bonds; and</p> <p>(c) any one or more of the 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 First Convertible Bonds.”</p>		
2.	<p>“THAT</p> <p>(a) the terms of the 4% coupon convertible bonds due 2023 issued by the Company on 18 November 2020 in the aggregate principal amount of HK\$23,480,000 (the “Second Convertible Bonds”) be amended as follows (the “Alteration of Terms of the Second Convertible Bonds”):</p> <p>(i) the conversion price of the Second Convertible Bonds be reduced from HK\$0.18 per Conversion Share to HK\$0.048 per Conversion Share, subject to adjustment in accordance with the terms of the Second Convertible Bonds;</p> <p>(ii) the interest rate of the Second Convertible Bonds be reduced from 4% per annum to 2% per annum; and</p> <p>(iii) the Second Convertible Bonds be redeemed at 98% of its principal amount at maturity;</p>	1,866,593,990 (100%)	0 (0%)

Ordinary Resolution		Number of Votes (Approximate %)	
		For	Against
(b)	the Directors be and are hereby authorised, as a specific mandate, to allot, issue and deal with the 489,166,666 Shares (subject to adjustment) which may be issued by the Company upon full exercise of the conversion rights attached to the Second Convertible Bonds; and		
(c)	any one or more of the 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 Second Convertible Bonds.”		

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

By order of the Board
Wai Chun Group Holdings Limited
Lam Ching Kui
Chairman and Chief Executive Officer

Hong Kong, 28 December 2021

As at the date of this announcement, the Board comprises Mr. Lam Ching Kui (Chairman) as executive Director; Mr. Chan Wai Dune and Dr. Wang Wei as Independent Non-executive Directors.