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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)

**DISCLOSEABLE AND
CONNECTED TRANSACTIONS**

NEW TENANCY AGREEMENT

The Board announces that the New Tenancy Agreement was entered into between WCH as landlord and Wai Chun Group Holdings Limited as tenant on 5 August 2022 in respect of the leasing of the Premises and the Car Parking Space. The Original Tenancy Agreement will expire on 31 October 2022. The Term of the New Tenancy Agreement is three years commencing from 1 November 2022 to 31 October 2025, both days inclusive, with a rental of HK\$238,000 and HK\$5,000 per calendar month respectively (equivalent to HK\$2,916,000 per annum), exclusive of management fee, rates, government rent, utilities charges and all other outgoing charges, and the landlord is prohibited from terminating the New Tenancy Agreement during the Term.

LISTING RULES REQUIREMENTS

WCH is owned as to 50% by Mr. Lam, the executive Director and a controlling Shareholder, and as to 50% by Ms. Chan, the spouse of Mr. Lam. Therefore, WCH is defined as an associate of Mr. Lam and a connected person of the Company under the Listing Rules, and the transaction contemplated under the 2022 Tenancy Agreement constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the aggregate values of the right-of-use assets to be recognized under the 2022 Tenancy Agreement are more than 5% but less than 25% and the total consideration is less than HK\$10,000,000, the 2022 Tenancy Agreement and the transactions contemplated thereunder are subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and independent shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

Pursuant to HKFRS 16 "Leases", the Group will recognize the value of the right-of-use assets in connection with the 2022 Tenancy Agreement and these transactions will be regarded as acquisition of assets by the Group pursuant to the Listing Rules. The aggregate values of the right-of-use assets to be recognized by the Group under the 2022 Tenancy Agreement are estimated to be approximately HK\$8.8 million (unaudited).

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the aggregate values of the right-of-use assets to be recognized under the 2022 Tenancy Agreement exceeds 5% but is less than 25%, the transactions contemplated under the 2022 Tenancy Agreement constitute discloseable transactions of the Company and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

NEW TENANCY AGREEMENT

Date	:	5 August 2022
Parties	:	(1) WCH, owned as to 50% by Mr. Lam, the executive Director and a controlling Shareholder, and as to 50% by Ms. Chan, the spouse of Mr. Lam, as landlord; and (2) Wai Chun Group Holdings Limited, as tenant
Term	:	Three years commencing from 1 November 2022 to 31 October 2025, both days inclusive
Premises	:	Right portion of 13 th Floor, Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong, with gross floor area of 5,313.5 sq. ft.
Rentals	:	HK\$238,000, being the monthly rental for the Premises, exclusive of management fee, rates, government rent, utilities charges and all other outgoing charges
Car Parking Space	:	No. 32 On Level LG2, Dynasty Court, Dynasty Court, No. 23 Old Peak Road, Hong Kong
Rentals	:	HK\$5,000 being the monthly rental for the Car Parking Space, exclusive of management fee, rates, government rent, utilities charges and all other outgoing charges

REASON FOR ENTERING INTO NEW TENANCY AGREEMENT

The Group is principally engaged in (i) Sales and services provision of integration services of computer and communication systems; (ii) Design, consultation and production of information system software and management training services; (iii) General trading of agricultural products and chemicals. The Premises and the Car Parking Space rented under the New Tenancy Agreement are used as offices and parking vehicles by the Group.

The New Tenancy Agreement has been entered into on normal commercial terms. The terms of the New Tenancy Agreement were negotiated on an arm's length basis between the parties with reference to the fair market rentals of the Premises. The Board (including the independent non-executive Directors) considered that the New Tenancy Agreement has been entered into on normal commercial terms and in the ordinary and usual course of business of the Group, the terms of which are fair and reasonable and in the interest of the Shareholders as a whole.

LISTING RULES REQUIREMENTS

As WCH is owned as to 50% by Mr. Lam, the executive Director and a controlling Shareholder, and as to 50% by Ms. Chan, the spouse of Mr. Lam. Therefore, WCH is defined as an associate of Mr. Lam and a connected person of the Company under the Listing Rules, and the transaction contemplated under the New Tenancy Agreement constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the aggregate values of the right-of-use assets to be recognized under the 2022 Tenancy Agreement are more than 5% but less than 25% and the total consideration is less than HK\$10,000,000, the 2022 Tenancy Agreement and the transactions contemplated thereunder are subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and independent shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

GENERAL

WCH is an investment holding company incorporated in Hong Kong and is owned as to 50% by Mr. Lam, the executive Director and a controlling Shareholder, and as to 50% by Ms. Chan.

The Tenant is an investment holding company incorporated in Bermuda with limited liability.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Car Parking Space”	No. 32 On Level LG2, Dynasty Court, No. 23 Old Peak Road, Hong Kong
“Company”	Wai Chun Group Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Lam”	Mr. Lam Ching Kui, the executive Director and a controlling Shareholder who is interested or deemed to be interested in approximately 74.46% equity interests in the issued share capital of the Company as at the date hereof
“Ms. Chan”	Ms. Chan Oi Mo, the spouse of Mr. Lam
“New Tenancy Agreement”	the tenancy agreement dated 5 August 2022 entered into between WCH as landlord and the Tenant in respect of the leasing of the Premises and Car Parking Space for a term of

Three years commencing from 1 November 2022 to 31 October 2025, (both days inclusive), the principal terms of which are set out in this announcement

“Original Tenancy Agreement”	the tenancy agreement dated 1 November 2020 entered into between WCH as landlord and the Tenant in respect of the leasing of the Premises and Car Parking Space for a term of two years commencing from 1 November 2020 to 31 October 2022 (both days inclusive), the principal terms of which were set out in the announcements of the Company dated 30 December 2020 and 6 January 2021
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“Premises”	Right portion of 13/F., Admiralty Centre, Tower II, 18 Harcourt Road, Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenant”	Wai Chun Group Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“WCH”	Wai Chun Holdings Group Limited, a company incorporated in Hong Kong and is owned as to 50% by Mr. Lam and as to 50% by Ms. Chan
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 5 August 2022

As at the date of this announcement, 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 Wai Dune, Dr. Wang Wei and Mr. Hung Hoi Ming Raymond.