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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)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “**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 Wednesday, 8 January 2025 at 11:00 a.m. to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

### **SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Ordinary Shares (as defined below); and (ii) the compliance by the Company with the requirement of Section 46(2) of the Companies Act 1981 (as amended) of Bermuda and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), with effect from the second business day immediately following the day of passing of this resolution or such later date when the aforementioned conditions are satisfied:
  - (a) the par value of each of the issued ordinary shares of HK\$0.8 each in the share capital of the Company (the “**Ordinary Shares**”) be reduced from HK\$0.8 to HK\$0.01 per issued Ordinary Share by cancelling the paid-up share capital to the extent of HK\$0.79 per issued Ordinary Share (the “**Capital Reduction**”) such that immediately following the Capital Reduction, the par value of each issued Ordinary Shares will be HK\$0.01 and the issued share capital of the Company will be reduced from an amount of HK\$213,911,624.80 by HK\$211,237,729.49 to HK\$2,673,895.31;

\* for identification purpose only

- (b) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Ordinary Shares of par value of HK\$0.8 each (including authorized but unissued Ordinary Shares arising from the Capital Reduction) be sub-divided into eighty (80) new ordinary shares of the Company of par value of HK\$0.01 each (the “**New Ordinary Shares**”), and (b) each of the authorized but unissued preference shares of HK\$0.8 each of the Company be sub-divided into eighty (80) new preference shares with a par value of HK\$0.01 each of the Company (the “**New Preference Shares**”) (together, the “**Share Sub-division**”) so that immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company will become HK\$1,000,000,000 divided into 89,000,000,000 New Ordinary Shares and 11,000,000,000 New Preference Shares, each with a par value of HK\$0.01;
- (c) the credit arising from the Capital Reduction be applied to offset the accumulated losses of the Company as at the effective date of the Capital Reduction and the remaining balance of the credit (if any) be transferred to the contributed surplus account of the Company and may be applied by the board of directors of the Company (the “**Directors**”) in any manner permitted by or consistent with all applicable laws and the bye-laws of the Company; and
- (d) the Directors and each of them be and are fully authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute (under hand, seal or as a deed) any documents which they in their absolute discretion consider necessary, desirable, expedient or appropriate to effect and implement this resolution and to exercise such discretion in connection, relating to or arising from the Capital Reduction and the Share Sub-division and/or the matters contemplated herein, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Capital Reduction and the Share Sub-division.”

## **ORDINARY RESOLUTIONS**

- 2. “**THAT** conditional upon the passing of the resolution numbered 1 as set out above:
  - (a) the terms of the 2% coupon convertible bonds due 2023 issued by the Company on 31 August 2020 in the aggregate principal amount of HK\$152,000,000 (the “**Existing First Convertible Bonds**”) be amended as follows (the “**Alteration of Terms of the Existing First Convertible Bonds**”):
    - (i) the interest rate of the Existing First Convertible Bonds be reduced from 1% per annum to 0% per annum;
    - (ii) the conversion price of the Existing First Convertible Bonds be adjusted from HK\$0.384 per New Ordinary Share to HK\$0.1 per share (the “**Conversion Share(s)**”); and
    - (iii) the maturity date of the Existing First Convertible Bonds be extended from 31 August 2025 to 31 December 2027.

- (b) the Directors be and are hereby authorised, as a specific mandate, to allot, issue and deal with the 1,520,000,000 Conversion Shares, which may be issued by the Company upon the exercise of the conversion rights attached to the Existing First 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 Existing First Convertible Bonds.”
3. **“THAT** conditional upon the passing of the resolution numbered 1 as set out above:
- (a) the terms of the 2% coupon convertible bonds due 2023 issued by the Company on 30 November 2020 in the aggregate principal amount of HK\$23,480,000 (the **“Existing Second Convertible Bonds”**) be amended as follows (the **“Alteration of Terms of the Existing Second Convertible Bonds”**):
    - (i) the interest rate of the Existing Second Convertible Bonds be reduced from 1% per annum to 0% per annum;
    - (ii) the conversion price of the Existing Second Convertible Bonds be adjusted from HK\$0.384 per New Ordinary Share to HK\$0.1 per Conversion Share; and
    - (iii) the maturity date of the Existing Second Convertible Bonds be extended from 31 August 2025 to 31 December 2027.
  - (b) the Directors be and are hereby authorised, as a specific mandate, to allot, issue and deal with the 234,800,000 Conversion Shares, which may be issued by the Company upon the exercise of the conversion rights attached to the Existing 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 Existing Second Convertible Bonds.”

4. “**THAT** conditional upon the passing of the resolution numbered 1 as set out above:
- (a) the terms of the 2% coupon convertible bonds due 2025 issued by the Company on 17 January 2022 in the aggregate principal amount of HK\$42,700,000 (the “**Existing Third Convertible Bonds**”) be amended as follows (the “**Alteration of Terms of the Existing Third Convertible Bonds**”):
    - (i) the interest rate of the Existing Third Convertible Bonds be reduced from 2% per annum to 0% per annum;
    - (ii) the conversion price of the Existing Third Convertible Bonds be adjusted from HK\$0.384 per New Ordinary Share to HK\$0.1 per Conversion Share;
    - (iii) the maturity date of the Existing Third Convertible Bonds be extended from 17 January 2025 to 31 December 2027; and
    - (iv) the Existing Third Convertible Bonds be redeemed at 98% of its principal amount at maturity.
  - (b) the Directors be and are hereby authorised, as a specific mandate, to allot, issue and deal with the 427,000,000 Conversion Shares, which may be issued by the Company upon the exercise of the conversion rights attached to the Existing Third 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 Existing Third Convertible Bonds.”

On behalf of the Board  
**Wai Chun Group Holdings Limited**  
**Lam Ka Chun**  
*Chairman, Chief Executive Officer and  
Executive Director*

Hong Kong, 13 December 2024

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*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 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 branch 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 Friday, 3 January 2025 to Wednesday, 8 January 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 certificates(s) must be lodged with the Company's branch share registrar in Hong Kong at the above address by no later than 4:30 p.m. on Thursday, 2 January 2025.
5. 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](http://www.1013.hk) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled Meeting.
6. As at the date of this notice, the Board consists of one executive Director, namely Mr. Lam Ka Chun (Chairman and Chief Executive Officer) and three independent non-executive Directors, namely Mr. Wan Bo, Dr. Wang Wei and Ms. Kung Ying Tung.