



偉俊集團控股有限公司*

Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1013)

PROXY FORM FOR SPECIAL GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
share(s) of HK\$0.8 each in the share capital of Wai Chun Group Holdings Limited (the “Company”) HEREBY APPOINT
of _____
or failing him, the Chairman of the Meeting ^(Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting
(the “SGM”) of the Company to 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. (or any adjournment thereof), to vote for me/us as hereunder indicated, or if no such indication is given, as
my/our proxy thinks fit:

	SPECIAL RESOLUTION	For ^(Note 4)	Against ^(Note 4)
1.	<p>“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:</p> <p>(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;</p> <p>(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 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;</p> <p>(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</p> <p>(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.”</p>		

* For identification purposes only

ORDINARY RESOLUTIONS	For <i>(Note 4)</i>	Against <i>(Note 4)</i>
<p>2. “THAT conditional upon the passing of the resolution numbered 1 as set out above:</p> <p>(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”):</p> <p>(i) the interest rate of the Existing First Convertible Bonds be reduced from 1% per annum to 0% per annum;</p> <p>(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</p> <p>(iii) the maturity date of the Existing First Convertible Bonds be extended from 31 August 2025 to 31 December 2027.</p> <p>(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</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 Existing First Convertible Bonds.”</p>		
<p>3 “THAT conditional upon the passing of the resolution numbered 1 as set out above:</p> <p>(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”):</p> <p>(i) the interest rate of the Existing Second Convertible Bonds be reduced from 1% per annum to 0% per annum;</p> <p>(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</p> <p>(iii) the maturity date of the Existing Second Convertible Bonds be extended from 31 August 2025 to 31 December 2027.</p> <p>(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</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 Existing Second Convertible Bonds.”</p>		

	ORDINARY RESOLUTIONS	For <i>(Note 4)</i>	Against <i>(Note 4)</i>
4	<p>“THAT conditional upon the passing of the resolution numbered 1 as set out above:</p> <p>(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”):</p> <p>(i) the interest rate of the Existing Third Convertible Bonds be reduced from 2% per annum to 0% per annum;</p> <p>(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;</p> <p>(iii) the maturity date of the Existing Third Convertible Bonds be extended from 17 January 2025 to 31 December 2027; and</p> <p>(iv) the Existing Third Convertible Bonds be redeemed at 98% of its principal amount at maturity.</p> <p>(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</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 Existing Third Convertible Bonds.”</p>		

* Please refer to the notice convening the SGM for the full text of the resolutions.

Dated this _____ day of _____ 2024

Signature(s) *(Note 5)* _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialed by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any boxes will entitle your proxy to cast his votes at his discretion.
5. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. In the case of joint holders of shares of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the name stands on the register of members of the Company in respect of the joint holding, the first named being the senior.
7. To be valid, this proxy form together with power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s Hong Kong 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 SGM (or any adjournment thereof).
8. The proxy need not be a member of the Company but must attend the SGM (or any adjournment thereof) in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) if you wish to do so.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the branch share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Hong Kong branch share registrar.