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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 13/F, Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 28 December 2021 at 10:00 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 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**”):
 - (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;
 - (ii) the interest rate of the First Convertible Bonds be reduced from 4% per annum to 2% per annum;

* For identification purpose only

- (iii) the First Convertible Bonds be redeemed at 98% of its principal amount at maturity; and
- (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;
- (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
- (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.”

2. “**THAT**

- (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**”):
 - (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;
 - (ii) the interest rate of the Second Convertible Bonds be reduced from 4% per annum to 2% per annum; and
 - (iii) the Second 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 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.”

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

Hong Kong, 9 December 2021

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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 22 December 2021 to 28 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 21 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 28 December 2021, the Meeting will be held as scheduled at 10:00 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 28 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 two independent non-executive Directors, namely Mr. Chan Wai Dune and Dr. Wang Wei.