



## Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2021

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Wai Chun Group Holdings Limited

Date Submitted: 03 January 2022

### I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01013	Description	Ordinary Shares			
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	8,900,000,000		HKD	0.1	HKD	890,000,000
Increase / decrease (-)					HKD	
Balance at close of the month	8,900,000,000		HKD	0.1	HKD	890,000,000

2. Type of shares	Preference shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Convertible Preference Shares			
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	1,100,000,000		HKD	0.1	HKD	110,000,000
Increase / decrease (-)					HKD	
Balance at close of the month	1,100,000,000		HKD	0.1	HKD	110,000,000

Total authorised/registered share capital at the end of the month: HKD 1,000,000,000

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01013	Description	Ordinary Shares			
Balance at close of preceding month		2,139,116,248				
Increase / decrease (-)						
Balance at close of the month		2,139,116,248				

### III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable		Ordinary shares		Class of shares		Not applicable		Shares issuable to be listed on SEHK (Note 1)		Yes			
Stock code of shares issuable (if listed on SEHK) (Note 1)				01013									
Description of the Convertibles		Currency	Amount at close of preceding month		Movement during the month		Amount at close of the month		No. of new shares of issuer issued during the month pursuant thereto (C)		No. of new shares of issuer which may be issued pursuant thereto as at close of the month		
1).	Convertible Bonds for principle amount of HK\$152,000,000	HKD	152,000,000				152,000,000				3,166,666,666		
Type of convertibles		Bond/Notes											
Stock code of the Convertibles (if listed on SEHK) (Note 1)													
Subscription/Conversion price		HKD	0.048										
General Meeting approval date (if applicable)		18 August 2020											
2).	Convertible Bonds for principle amount of HK\$23,480,000	HKD	23,480,000				23,480,000				489,166,666		
Type of convertibles		Bond/Notes											
Stock code of the Convertibles (if listed on SEHK) (Note 1)													
Subscription/Conversion price		HKD	0.048										
General Meeting approval date (if applicable)													

3).	Convertible Bonds for principle amount of HK\$42,700,000	HKD	42,700,000			42,700,000		889,583,333
Type of convertibles		Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)								
Subscription/Conversion price		HKD	0.048					
General Meeting approval date (if applicable)		28 December 2021						

Total C (Ordinary shares): \_\_\_\_\_

Remarks:

- Convertible Bonds for principle amount of HK\$152,000,000  
Pursuant to the SGM passed by the Independent Shareholders on 28 December 2021, the conversion price has been reduced from HK\$0.18 per conversion share to HK\$0.048 per conversion share. A maximum of 3,166,666,666 Conversion Shares will be allotted and issued upon full exercise of the conversion rights attached to the Convertible Bonds. For details, please refer to the company's announcements dated 15 October 2021 and 28 December 2021, and the Circular dated 9 December 2021.
- Convertible Bonds for principle amount of HK\$23,480,000  
Pursuant to the SGM passed by the Independent Shareholders on 28 December 2021, the conversion price has been reduced from HK\$0.18 per conversion share to HK\$0.048 per conversion share. A maximum of 489,166,666 new shares will be allotted and issued upon full exercise of the conversion rights attached to the Convertible Bonds. For details, please refer to the company's announcements dated 15 October 2021 and 28 December 2021, and the Circular dated 9 December 2021.
- Convertible Bonds for principle amount of HK\$42,700,000  
On 21 October 2021, the Company entered into the Subscription Agreement with Ka Chun Holdings Limited ("Ka Chun"), pursuant to which Ka Chun conditionally agreed to subscribe for and the Company conditionally agreed to issue the Convertible Bonds in the principal amount of HK\$42,700,000. Assuming the Conversion Rights are exercised in full at the conversion price of HK\$0.048 per Conversion Share, a total of 889,583,333 new Shares, being the Conversion Shares, may be allotted and issued to Ka Chun accordingly subject to certain conversion restrictions. Completion of the Subscription Agreement is subject to, among others, independent shareholders' approval, the fulfillment and/or waiver (as the case may be) of the conditions precedent set out in the Subscription Agreement.  
Pursuant to the SGM passed by the Independent Shareholders on 28 December 2021, the issue of the Convertible Bonds by the Company in accordance with the terms and conditions of the Subscription Agreement was approved.  
For details, please refer to the Company's announcements dated 21 October 2021, 11 November 2021, 26 November 2021 and 28 December 2021, and the circular dated 9 December 2021.

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)** Not applicable

**(E). Other Movements in Issued Share** Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) \_\_\_\_\_

**IV. Information about Hong Kong Depositary Receipt (HDR)**      Not applicable

## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Lam Ching Kui

Title: Director

(Director, Secretary or other Duly Authorised Officer)

### Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
- . the securities are of the same nominal value with the same amount called up or paid up;
  - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
- . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares repurchased"; and
  - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
- . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares redeemed"; and
  - . "issue and allotment date" should be construed as "redemption date"