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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)**

## **CONNECTED AND DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE**

### **LOAN AGREEMENT**

On 16 June 2022, Beijing HollyBridge and Guangzhou RSJ entered into the Loan Agreement, in which Beijing HollyBridge agreed to provide Guangzhou RSJ with the Loan in the principal amount of RMB5.35 million. The Loan was unsecured, interest-free and repayable on demand. The Loan has been fully settled by Guangzhou RSJ to Beijing HollyBridge in December 2023.

### **LISTING RULES IMPLICATIONS**

As Beijing HollyBridge is a subsidiary of the Company and is held as to 49% by Guangzhou RSJ, Guangzhou RSJ is a connected person at the subsidiary level of the Company. Mr. Lin Junjie, who is a director of Beijing HollyBridge, holds 100% equity interest in Guangzhou RSJ and thus Mr. Lin Junjie is a connected person of the Company under the Listing Rules. Therefore, the Loan constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Loan was above 5% but below 25% and the total amount of the Loan was less than HK\$10 million at the time of entering the Loan Agreement, the Loan Agreement should be subject to the reporting and announcement requirements, but is exempt from the circular and independent shareholders' approval requirements under the Listing Rules at the material time.

However, due to an inadvertent omission by the management of the Company, the entering into of the Loan Agreement had not been notified and announced by the Company in a timely manner in accordance with the Listing Rules which constituted a breach of Chapter 14A of the Listing Rules at the material time.

## **PRINCIPAL TERMS OF THE LOAN AGREEMENT**

The principal terms of the Loan Agreement are set forth below.

### **Date**

16 June 2022

### **Parties**

- (i) Beijing HollyBridge (as the lender)
- (ii) Guangzhou RSJ (as the borrower)

### **Principal Amount**

RMB5,350,000

### **Repayment**

Guangzhou RSJ shall fully repay the principal amount based on the instructions of Beijing HollyBridge.

### **Interest and Security**

The Loan was interest-free and unsecured.

## **REASONS FOR AND BENEFITS OF THE LOAN AGREEMENT**

In view of the short-term financial need of Guangzhou RSJ at that time, Beijing HollyBridge provided the Loan to Guangzhou RSJ for its daily operation and development. The Loan has been fully repaid by Guangzhou RSJ to Beijing HollyBridge in December 2023.

When Beijing HollyBridge and Guangzhou RSJ entered into the Loan Agreement, the finance department of Beijing HollyBridge was not aware that Guangzhou RSJ is a connected person of the Company pursuant to the Listing Rules. The Company therefore failed to make a timely disclosure of the Loan Agreement in compliance with the Listing Rules.

## **INFORMATION OF THE GROUP AND BEIJING HOLLYBRIDGE**

The Group is principally engaged in (i) sales and services provision of integration services of computer and communication systems, and design, consultation and production of information system software and management training services; and (ii) general trading of chemicals and agricultural products.

Beijing HollyBridge is an indirect non-wholly owned subsidiary of the Company. Beijing HollyBridge is principally engaged in the sale and services provision of integrated services of computer and communication systems, and design, consultation and production of information system software in the PRC.

## **INFORMATION OF GUANGZHOU RSJ**

Guangzhou RSJ is a limited liability company incorporated in the PRC and is engaged in investment activities, information advisory services, industrial park and cultural event management services, marketing planning, public relationship service and domestic trading agency.

Guangzhou RSJ is wholly-owned by Mr. Lin Junjie who is a director of Beijing HollyBridge.

## **LISTING RULES IMPLICATIONS**

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As the highest applicable percentage ratio in respect of the Loan was above 5% but below 25% and the total amount of the Loan was less than HK\$10 million, the Loan Agreement should be subject to the reporting and announcement requirements but is exempt from the circular and independent shareholders' approval requirements under the Listing Rules at the material time.

However, due to an inadvertent omission by the management of the Company, the entering into of the Loan Agreement had not been notified and announced by the Company in a timely manner in accordance with the Listing Rules which constituted a breach of Chapter 14A of the Listing Rules at the material time.

## REMEDIAL MEASURES

The Company has been taking remedial action to tighten its internal control procedures with a view to ensuring timely compliance with the Listing Rules and to prevent recurrence of similar incidents. The Company will implement the following remedial measures:

- i. an internal training session will be arranged for all the directors and senior management/ relevant personnel of the Company and its subsidiaries to explain the requirements under Chapter 14A of the Listing Rules;
- ii. a list of connected persons will be updated on a regular basis and circulated to each subsidiary of the Group to assist them identifying which counterparty is a connected person of the Group;
- iii. the business, compliance and financial department of each subsidiary of the Group and the Company will be required to promptly report to the compliance department of the Company that any proposed transaction or event where the counterparty or the subject company of the proposed transaction may relate to any connected person of the Group in order to ascertain whether there will be any connected transaction implication under Chapter 14A of the Listing Rules;
- iv. each subsidiary of the Group will be required to submit a monthly contract summary (including signed agreements and details of proposed transactions) to the compliance department of the Company. The compliance department of the Company is responsible for checking whether there is any connected transaction implication under Chapter 14A of the Listing Rules;
- v. if the Group will conduct a connected transaction, the relevant agreement, announcement and other documents will be provided for the Board's review and approval;
- vi. seeking legal advice and other professional advice from time to time to ensure compliance with the Listing Rules.

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless context otherwise requires:

|                       |  |
|-----------------------|--|
| “associate”           | has the meaning ascribed thereto under the Listing Rules   |
| “Beijing HollyBridge” | Beijing HollyBridge System Integration Technology Company Ltd.* (北京合力金橋系統集成技術有限公司)   |
| “Board”               | the board of Directors   |
| “Company”             | Wai Chun Group Holdings Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1013) |
| “connected person”    | has the meaning ascribed thereto in the Listing Rules  |
| “Director(s)”         | the director(s) of the Company   |
| “Group”               | the Company and its subsidiaries   |
| “Guangzhou RSJ”       | Guangzhou Rongshijun Investment Development Co., Ltd.* (廣州市榮士君投資發展有限公司)  |
| “Hong Kong”           | Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Listing Rules”       | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Loan”                | the loan in the principal amount of RMB5,350,000 provided by Beijing HollyBridge to Guangzhou RSJ pursuant to the Loan Agreement   |
| “Loan Agreement”      | the loan agreement dated 16 June 2022 entered into between Beijing HollyBridge as the lender and Guangzhou RSJ as the borrower   |

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|-------------------|---|
| “PRC”             | People’s Republic of China, which for the purpose of this announcement shall exclude Hong Kong, Taiwan and Macau Special Administrative Region of the PRC |
| “RMB”             | Renminbi, the lawful currency of PRC  |
| “Shareholder(s)”  | the holder(s) of the issued shares of the Company   |
| “Stock Exchange”  | The Stock Exchange of Hong Kong Limited   |
| “subsidiary(ies)” | has the meaning ascribed thereto in the Listing Rules   |

By order of the Board  
**Wai Chun Group Holding Limited**  
**Lam Ka Chun**  
*Chairman and Chief Executive Officer*

Hong Kong, 22 January 2024

*As at the date of this announcement, the Board consists of one executive Director, namely Mr. Lam Ka Chun (Chairman and Chief Executive Officer) and two independent non-executive Directors, namely Dr. Wang Wei and Mr. Wan Bo.*

\* *for identification purpose only*