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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 TRANSACTION
PROPOSED ISSUE OF PERPETUAL CONVERTIBLE BONDS
UNDER SPECIFIC MANDATE**

PROPOSED ISSUE OF PERPETUAL CONVERTIBLE BONDS

On 25 February 2020 (after trading hours), the Company entered into the Subscription Agreement with Ka Chun (a connected person of the Company) pursuant to which Ka Chun conditionally agreed to subscribe for and the Company conditionally agreed to issue the Perpetual Convertible Bonds in the principal amount of HK\$172,000,000.

The Perpetual Convertible Bonds carry the Conversion Rights to convert into the Conversion Shares at the Conversion Price of HK\$0.042 per Conversion Share (subject to adjustment) for the Debt Settlement. The subscription amount payable by Ka Chun under the Subscription Agreement shall be satisfied by way of offsetting the outstanding principal amount and accrued interest under the Shareholder's Loan and the Other Loan, payable by the Company to Ka Chun and/or its associates which is expected to amount to HK\$172,000,000 as at Completion Date.

Assuming the Conversion Rights are exercised in full at the Conversion Price, 4,095,238,095 new Shares, being the Conversion Shares, may be allotted and issued to Ka Chun subject to certain conversion restrictions, representing approximately 19.15% of the total number of issued Shares as at the date of this announcement and approximately 16.07% of the total number of issued Shares as enlarged by the allotment and issue of the Conversion Shares, assuming that there is no other change to the total number of Shares from the date of this announcement to the date when the Conversion Rights are exercised in full. The Conversion Shares will be allotted and issued under the Specific Mandate to be approved by the Independent Shareholders at the SGM.

IMPLICATIONS UNDER THE LISTING RULES

Ka Chun is a controlling Shareholder interested in an aggregate of 15,543,386,000 Shares, representing in aggregate approximately 72.66% of the total number of issued Shares. Ka Chun is indirectly wholly-owned by Mr. Lam Ching Kui, the Chairman

and an executive Director of the Company who is interested in 457,078,000 Shares personally, representing in aggregate approximately 2.14% of the total number of issued Shares. Therefore, Ka Chun is a connected person of the Company. Accordingly, the Subscription constitutes a connected transaction of the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Ka Chun and its associates are required to abstain from voting on the resolutions in respect of the Subscription at the SGM. To the best of the information, belief and knowledge of the Directors, save for Ka Chun and its associates, no other Shareholder has any material interest in the Subscription and the grant of the Specific Mandate. Save for Mr. Lam Ching Kui, who is the ultimate beneficial owner of Ka Chun and an executive Director, none of the Directors has material interest in the Subscription and is required to abstain from voting on the resolutions passed by the Board to approve the Subscription Agreement and the transactions contemplated thereunder.

GENERAL

The Independent Board Committee has been established to make recommendation to the Independent Shareholders regarding the Subscription Agreement and the transactions contemplated thereunder, including the issue of the Perpetual Convertible Bonds. The Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Subscription Agreement including the terms of the Perpetual Convertible Bonds, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The SGM will be convened and held for the Independent Shareholders to consider, and if thought fit, to approve the Subscription and the grant of the Specific Mandate. A circular containing, among other things, (i) further information of the Subscription; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Subscription Agreement and issue of the Perpetual Convertible Bonds; (iii) the letter of advice from the Independent Financial Adviser; and (iv) details of the Specific Mandate together with notice of the SGM, is expected to be despatched to the Shareholders on or before Friday, 13 March 2020.

Completion of the Subscription Agreement is subject to the fulfillment and/or waiver (as the case may be) of the conditions precedent set out in the Subscription Agreement and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

PROPOSED ISSUE OF PERPETUAL CONVERTIBLE BONDS

On 25 February 2020 (after trading hours), the Company entered into the Subscription Agreement with Ka Chun (a connected person of the Company) pursuant to which Ka Chun conditionally agreed to subscribe for and the Company conditionally agreed to issue the Perpetual Convertible Bonds, the principal terms of which are set out below:

Issuer	:	The Company
Subscriber	:	Ka Chun
Aggregate principal amount	:	HK\$172,000,000
Ranking	:	The Perpetual Convertible Bonds constitute direct,

		unsubordinated, unconditional and unsecured obligations of the Company and shall at all times rank <i>pari passu</i> among themselves and with all existing and future unsubordinated and unsecured obligations of the Company, and shall entitle the holder(s) thereof to receive repayment in priority over the Shareholders
Form and denomination	:	The Perpetual Convertible Bonds will be issued in registered form in the denomination of HK\$5,000,000 each
Issue price	:	100% of the principal amount of the Perpetual Convertible Bonds
Maturity date	:	No maturity date
Distribution rate	:	5%
Distribution	:	Subject to the provisions under the Subscription Agreement, the Perpetual Convertible Bonds confer a right to receive distribution (“ Distribution ”) from the issue date of the Perpetual Convertible Bonds at the distribution rate. Distributions shall be payable on the Perpetual Convertible Bonds annually (each payment date a “ Distribution Repayment Date ”)
Distribution deferral	:	The Company may, at its sole discretion, elect to defer in whole or in part of any Distribution which is otherwise scheduled to be paid on a Distribution Payment Date to the next Distribution Payment Date by giving notice to Ka Chun not less than 10 Business Days prior to the relevant Distribution Payment Date. The numbers of Distribution and deferral of Distribution are not subject to any limitation.
Restrictions in case of distribution deferral	:	If, on any Distribution Payment Date, payment of all Distributions scheduled to be made on such date is not made in full, the Company shall not: <ul style="list-style-type: none"> (a) declare or pay any discretionary dividends or distributions or make any other payment, and will procure that no dividend, distribution or other payment is made, on any Shares of the Company; or (b) at its discretion repurchase, redeem or otherwise acquire for any consideration any Shares prior to its stated maturity of the Company, unless and until the Company has satisfied in full all outstanding arrears of the Distribution.
Status of the Perpetual Convertible Bonds	:	The Perpetual Convertible Bonds constitute direct, unconditional, non-deferred and non-guaranteed obligations of the Company and shall at all times

		rank <i>pari passu</i> and without any preference among themselves.
Conversion rights and restrictions	:	<p>The holder of the Perpetual Convertible Bonds shall, subject to compliance with the procedures set out in the terms and conditions thereunder, have the right at any time within ten (10) years from the issue date of the Perpetual Convertible Bonds to convert the whole or part of the outstanding principal amount of the Perpetual Convertible Bonds registered in its name into the Conversion Shares provided further that the exercise of the conversion right attached to the Perpetual Convertible Bonds will not cause the Company to be unable to meet the public float requirement under the Listing Rules following the conversion.</p> <p>After ten (10) years from the issue date of the Perpetual Convertible Bonds, the holder of the Perpetual Convertible Bonds is deemed to have forfeited the conversion right thereunder.</p>
Initial conversion price	:	HK\$0.042 per Conversion Share, subject to adjustments upon occurrence of certain events such as consolidation or sub-division of the Shares, capitalisation of profits or reserves, capital distribution, issue of new Shares for subscription by way of rights, issue of convertible or exchangeable securities, modification of rights of convertible or exchangeable securities.
Conversion Shares	:	Based on the initial conversion price of HK\$0.042 per Conversion Share, a maximum of 4,095,238,095 Conversion Shares will be issued upon the full conversion of the Perpetual Convertible Bonds in the aggregate principal amount of HK\$172,000,000.
No fixed redemption date	:	The Perpetual Convertible Bonds are perpetual securities in respect of which there is no fixed redemption date.
Early redemption at the option of the Company	:	The Company may at its option at any time after the issue date of the Perpetual Convertible Bonds, by serving at least ten (10) days' prior written notice redeem the Perpetual Convertible Bonds (in whole or in part) for the time being outstanding together with all outstanding Distributions for redemption at 100% of the principal amount of such Perpetual Convertible Bonds.
Ranking of Conversion Shares	:	The Conversion Shares, when allotted and issued, shall rank <i>pari passu</i> in all respects with the Shares in issue on the relevant conversion date including the right to all dividends or other distributions, paid or made on or after the relevant conversion date other than any dividend or other distribution previously declared or recommended

		or resolved to be paid or made if the record date thereof shall be on or before the relevant conversion date.
Voting rights	:	The Perpetual Convertible Bonds do not carry any voting rights in any general meeting of the Company.
Transferability	:	Subject to compliance with the Listing Rules, the Perpetual Convertible Bonds may be transferred or assigned in whole or in part in integral multiples of HK\$5,000,000 by Ka Chun to any party.
Listing	:	No application will be made by the Company for the listing of the Perpetual Convertible Bonds on the Stock Exchange. Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares.
Security	:	The obligations of the Company under the Perpetual Convertible Bonds are unsecured.

Conversion Shares

Upon full conversion of the Perpetual Convertible Bonds at the Conversion Price of HK\$0.042 each (subject to adjustments), a maximum of 4,095,238,095 Conversion Shares will be allotted and issued which represents:

- (i) approximately 19.15% of the issued share capital of the Company as at the date of this announcement;
- (ii) approximately 16.07% of the issued share capital of the Company as to be enlarged by the allotment and issue of the Conversion Shares (assuming no Outstanding Share Options being exercised and no other issue or repurchase of Shares).

Conversion Price

The Conversion Price of HK\$0.042 (subject to adjustments) per Conversion Share represents:

- (a) a premium of approximately 2.44% over the closing price of HK\$0.041 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a premium of approximately 5.00% over the average closing price of approximately HK\$0.040 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day; and
- (c) a premium of approximately 2.44% over the average closing price of approximately HK\$0.041 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day.

The Conversion Price of HK\$0.042 (subject to adjustments) per Conversion Share was arrived at after arm's length negotiations between the Company and Ka Chun

with reference to the recent trading prices of the Shares.

The Directors (excluding the independent non-executive Directors who will form an opinion after taking into account the recommendation of the Independent Financial Adviser) consider that the Conversion Price and the reasons for and benefits of the Subscription are fair and reasonable and are in the interests of the Shareholders as a whole.

Conditions precedent

Completion of the Subscription Agreement is conditional upon:

- (i) the passing by the Independent Shareholders of relevant resolutions at the SGM in compliance with the requirements of the Listing Rules approving (a) the Subscription Agreement and the transactions contemplated thereunder; and (b) the issue of the Perpetual Convertible Bonds and the grant of the Specific Mandate for the allotment and issue of the Conversion Shares to Ka Chun in accordance with the terms of the Subscription Agreement;
- (ii) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained;
- (iii) all necessary consents and approvals required to be obtained on the part of Ka Chun in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained;
- (iv) the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Conversion Shares to be allotted and issued upon exercise of the conversion rights attached to the Perpetual Convertible Bonds;
- (v) none of the warranties given by the Company thereunder having been breached in any material respect (or, if capable of being remedied, has not been remedied), or is misleading or untrue in any material respect; and
- (vi) none of the warranties given by Ka Chun thereunder having been breached in any material respect (or, if capable of being remedied, has not been remedied), or is misleading or untrue in any material respect.

The Company shall use its best endeavours to procure the fulfillment of the conditions precedent set out in conditions (i), (ii), (iv) and (v) above as soon as practicable and in any event on or before the Long Stop Date. Ka Chun shall use its best endeavours to procure the fulfillment of the conditions precedent set out in conditions (iii) and (vi) above as soon as practicable and in any event on or before the Long Stop Date. The conditions precedent set out in conditions (i), (ii), (iii) and (iv) above are incapable of being waived. Ka Chun may at any time by notice in writing to the Company waive the condition set out in condition (v) above. The Company may at any time by notice in writing to Ka Chun to waive the condition set out in condition (vi) above.

In the event that any of the conditions precedent referred to above is not fulfilled or waived (to the extent it is capable of being waived) on or before the Long Stop Date, the Subscription Agreement shall cease and determine and no party shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Subscription Agreement save in respect of any antecedent breach of any obligation hereof.

Completion

The completion of the Subscription Agreement shall take place at or before 4:00 p.m. on the second Business Day (or such other date as agreed by the Company and Ka Chun) after fulfillment of all the conditions precedent set out above, which is expected to be 30 April 2020.

REASONS FOR THE SUBSCRIPTION

The Group is principally engaged in (i) general trading; (ii) sales and integration services by the production of software and provision of solutions and related services; and (iii) the provision of telecommunications infrastructure solution services.

The subscription amount payable by Ka Chun under the Subscription Agreement shall be satisfied by way of offsetting the outstanding principal amount and accrued interest under the Shareholder's Loan and the Other Loan, payable by the Company to Ka Chun and/or its associates which is expected to amount to HK\$172,000,000 as at Completion Date.

The Board considers that the Shareholder's Loan which bear interest at 6% per annum together with the Other Loan which is also owed to the controlling Shareholder (including its ultimate beneficial owner, Mr. Lam Ching Kui), represents a heavy financial burden to the Group as the Company was in a net liabilities position with cash or cash equivalents in the amount of HK\$7,541,000 and current liabilities in the amount of HK\$165,813,000 as at 30 June 2019. In view of the above, the Board has reviewed and explored different approaches to settle the Shareholder's Loan and the Other Loan (together with the accrued interest) and considered the issue of the Perpetual Convertible Bonds to be the most effective and suitable for reducing the amount of interest expense incurred by the Group per annum, enhancing the financial position of the Group and reducing the gearing ratio of the Group as (i) the Perpetual Convertible Bonds bear a lower interest rate of 5% per annum and will be able to minimize the short-term financial burden to the Group; (ii) the principal amount of the Shareholder's Loan and the Other Loan (together with the accrued interest) will be fully settled upon the exercise in full of the Conversion Rights without requiring any cash outflow; and (iii) the issue of the Perpetual Convertible Bonds does not have an immediate dilution effect on the shareholding of the Company.

In view of the above, the Directors (excluding the members of the Independent Board Committee who will form their views after considering the advice of the Independent Financial Adviser) are of the view that the terms of Subscription Agreement are on normal commercial terms and the issue of the Perpetual Convertible Bonds are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

THE SPECIFIC MANDATE

The Conversion Shares will be issued pursuant to the Specific Mandate proposed to be sought from the Independent Shareholders at the SGM.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes only, set out below the shareholding structure of the Company as at the date of this announcement, and the effect on the shareholding structure of the Company upon completion of the allotment and issue of the Conversion Shares pursuant to the Subscription Agreement is as follows:

Scenario 1: Assuming no Outstanding Share Options being exercised and full conversion of the Perpetual Convertible Bonds into the Conversion Shares and that there is no change in the number of issued Shares from the date of this announcement up to the date when the Conversion Rights are exercised in full.

Name of Shareholder	As at the date of this announcement		Immediately after full exercise of the Conversion Rights attaching to the Perpetual Convertible Bonds and none of the Outstanding Share Options have been exercised (note 3)	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Ka Chun (note 1)	15,543,386,000	72.66	19,638,624,095	77.06
Lam Ching Kui (note 2)	457,078,000	2.14	457,078,000	1.79
	16,000,464,000	74.80	20,095,702,095	78.85
Public Shareholders	5,390,698,483	25.20	5,390,698,483	21.15
Total	21,391,162,483	100.00	25,486,400,578	100.00

Scenario 2: Assuming new Shares have been allotted and issued on or before the Completion Date pursuant to the full exercise of all Outstanding Share Options but otherwise no other Shares have been allotted and issued on or before the date when the Conversion Rights are exercised in full.

Name of Shareholder	As at the date of this announcement		Immediately after full exercise of the Conversion Rights attaching to the Perpetual Convertible Bonds and all Outstanding Share Options (note 3)	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Ka Chun (note 1)	15,543,386,000	72.66	19,638,624,095	73.95
Lam Ching Kui (note 2)	457,078,000	2.14	457,078,000	1.72
	16,000,464,000	74.80	20,095,702,095	75.67
Holders of Outstanding Share Options	-	-	1,069,558,120	4.03
Public Shareholders	5,390,698,483	25.20	5,390,698,483	20.30
Total	21,391,162,483	100.00	26,555,958,698	100.00

Notes:

- (1) Ka Chun, a company owned as to 100% by Wai Chun Investment Fund, which is wholly-owned by Mr. Lam Ching Kui, an executive Director, holds 15,543,386,000 Shares.
- (2) Mr. Lam Ching Kui, the Chairman and executive Director of the Company, directly holds 457,078,000 Shares.
- (3) Certain percentage figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

EQUITY FUND RAISING EXERCISES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company did not raise funds on any issue of equity securities raising activities during the past twelve months immediately preceding the date of this announcement.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Ka Chun (a company which is wholly and ultimately owned by Mr. Lam Ching Kui) is a controlling Shareholder of the Company and is beneficially interested in 15,543,386,000 Shares, representing approximately 72.66% of the total number of issued Shares. Ka Chun is indirectly wholly-owned by Mr. Lam Ching Kui, the Chairman and an executive Director of the Company who is interested in 457,078,000 Shares personally, representing approximately 2.14% of the total number of issued Shares. Accordingly, Ka Chun is a connected person of the Company and the Subscription constitutes a connected transaction under the Listing Rules and will be subject to reporting and announcement requirements, as well as the approval of the Independent Shareholders at the SGM by way of poll. Mr. Lam Ching Kui, Ka Chun and their respective associates will abstain from voting for the relevant resolutions approving the Subscription Agreement at the SGM.

An application will be made to the Stock Exchange for its approval of: the listing of, and permission to deal in the Conversion Shares pursuant to the terms and conditions of the Perpetual Convertible Bonds.

GENERAL

Mr. Lam Ching Kui, who is the Chairman and an executive Director of the Company, has abstained from voting in the Board meeting for approving the transactions contemplated under the Subscription Agreement. Save as mentioned above, none of the Directors has any material interest in the transactions contemplated under the Subscription Agreement who is required to abstain from voting in the Board meeting in respect of the Subscription Agreement and the transactions contemplated thereunder.

The Independent Board Committee has been established, comprising all the independent non-executive Directors, to advise the Independent Shareholders in relation to the Subscription Agreement and the transactions contemplated respectively thereunder, including but not limited to the issue of the Perpetual Convertible Bonds, the allotment and issue of the Conversion Shares, and the grant of the Specific Mandate. An Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further information on the Subscription Agreement and the transactions contemplated thereunder; (ii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iii) the recommendation of the Independent Board Committee to the Independent Shareholders; and (iv) the notice of the SGM will be despatched to the Shareholders on or about Friday, 13 March 2020. The SGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Subscription Agreement and the transactions contemplated respectively thereunder, including but not limited to the issue of the Perpetual Convertible Bonds, the allotment and issue of the Conversion Shares, and the grant of the Specific Mandate. The Conversion Shares will be issued under the Specific Mandate to be sought at the SGM.

Completion of the subscription of the Perpetual Convertible Bonds is subject to the satisfaction of the conditions precedent set out in the Subscription Agreement. Accordingly, the issue of the Perpetual Convertible Bonds may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9 : 00 a.m. and 12 : 00 noon and is not lowered at or before 12 : 00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9 : 00 a.m. and 12 : 00 noon and is not discontinued at or before 12 : 00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“Company”	Wai Chun Group Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Completion Date”	the date of closing, being the day falling on the second Business Day (or such other day as agreed by the Company and Ka Chun after fulfillment of all the conditions precedent set out in the Subscription Agreement which is expected to be 30 April 2020
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Conversion Price”	HK\$0.042 per Conversion Share, subject to adjustments and the terms and conditions of the Perpetual Convertible Bonds
“Conversion Share(s)”	new Shares to be issued by the Company upon the exercise of the conversion rights attached to the Perpetual Convertible Bonds by Ka Chun
“Debt Settlement”	the settlement of the Shareholder’s Loan and the Other Loan
“Director(s)”	the director(s) of the Company from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the

	PRC
“Independent Board Committee”	an independent board committee comprising the independent non-executive Directors to advise the Independent Shareholders as to the fairness and reasonableness of the Subscription Agreement and the transactions contemplated respectively thereunder
“Independent Financial Adviser”	an independent financial adviser to be appointed by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of to the Subscription Agreement and the transactions contemplated respectively thereunder
“Independent Shareholder(s)”	the Shareholders not required under the Listing Rules to abstain from voting on the resolution(s) approving the Subscription Agreement and the transactions contemplated respectively thereunder at the SGM
“Ka Chun”	Ka Chun Holdings Limited, a company incorporated in the British Virgin Islands, which is the legal and beneficial owner of 15,543,386,000 Shares as at the date of this announcement, and is wholly-owned by Mr. Lam Ching Kui through Wai Chun Investment Fund, which is also wholly-owned by him
“Last Trading Day”	24 February 2020, being the last trading day of the Shares on the Stock Exchange prior to the date of this announcement
“Listing Committee”	has the meaning ascribed to it in the Listing Rules
“Listing Rules”	the Rule Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30 April 2020 or such other date as may be agreed by the Company and Ka Chun
“Other Loan”	liabilities due by the Company to its controlling Shareholder (including its ultimate beneficial owner, Mr. Lam Ching Kui) for their assumption or payment of debts, liabilities, office rents and other expenses on behalf of the Group, which is expected to amount to HK\$45,800,000 as at Completion Date
“Outstanding Share Option(s)”	as at the date of this announcement, the 1,069,558,120 outstanding share options granted under the Share Option Scheme
“Perpetual Convertible Bonds”	perpetual convertible bonds in an aggregate principal amount of HK\$172,000,000 to be issued by the Company, and subscribed by Ka Chun, pursuant to the Subscription Agreement for the Debt Settlement
“PRC”	People’s Republic of China, which for the purpose of this announcement shall exclude Hong Kong, Taiwan and Macau Special Administrative Region

“SGM”	the special general meeting of the Company to be convened and held for the Independent Shareholders to approve the Subscription Agreement and the transactions contemplated respectively thereunder
“Share(s)”	existing ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 25 September 2015
“Shareholder(s)”	the holder(s) of the issued Shares
“Shareholder’s Loan”	shareholder’s loan due by the Company to Wai Chun Investment Fund, being the holding company of Ka Chun, which is expected to amount to HK\$126,200,000 as at Completion Date at an interest rate of 6% per annum
“Specific Mandate”	the specific mandate to the Board to allot, issue and deal with the Conversion Shares to be proposed for approval as an ordinary resolution of the Independent Shareholders at the SGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Perpetual Convertible Bonds by Ka Chun pursuant to the terms of the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 25 February 2020 entered into between the Company and Ka Chun in relation to the Subscription
“HK\$”	Hong Kong dollar, the currency of Hong Kong
“%”	per cent.

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

Hong Kong, 25 February 2020

As at the date of this announcement, the Board consists of one executive Director, namely Mr. Lam Ching Kui (Chairman and Chief Executive Officer) and three independent non-executive Directors, namely Mr. Ko Ming Tung, Professor Ho Kin Chung, B.B.S., JP. and Mr. Chan Chun Wai, Tony.

** for identification purpose only*