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偉俊生物科技有限公司

Wai Chun Bio-Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 660)

**(I) PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND
SUB-DIVISION OF UNISSUED SHARES;
AND
(II) CONNECTED TRANSACTION FOR
PROPOSED ALTERATION TO THE TERMS OF
THE EXISTING CONVERTIBLE BONDS**

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**



INCUBU Corporate Finance Limited

The Company proposes to implement the following Capital Reorganisation involving the Capital Reduction and the Share Sub-division as follows:

- (i) the issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK\$0.25 on each of the then issued Existing Ordinary Shares such that the par value of each issued Existing Ordinary Share will be reduced from HK\$0.25 to HK\$0.01; and
- (ii) immediately following the Capital Reduction, each of the authorised but unissued shares of par value of HK\$0.25 each (including the authorized but unissued Shares arising from the Capital Reduction) be sub-divided into twenty-five (25) New Ordinary Shares of par value of HK\$0.01 each.

Upon the Capital Reorganisation becoming effective, the New Ordinary Shares will be identical in all respects and rank pari passu with each other in relation to all future dividends and distributions which are declared, made or paid in accordance with the Memorandum and the Companies Act.

On 27 December 2024 (after trading hours), the Company and the Existing Bondholders have entered into the Alteration Consent Letters and conditionally agreed to amend the terms of the Existing Convertible Bonds as follows:

- (i) the Conversion Price be changed from HK\$0.25 per Conversion Shares to HK\$0.06 per Conversion Shares; and
- (ii) the maturity date of the Existing Convertible Bonds 1 and the Existing Convertible Bonds 2 be extended from 18 January 2025 to 31 December 2027 and the maturity date of the Existing Convertible Bonds 3 be extended from 14 March 2026 to 31 December 2027.
- (iii) the Existing Convertible Bonds 3 be redeemed at 95% of principal amount at maturity.

Apart from the Alteration of Terms above, all other terms and conditions of the Existing Convertible Bonds shall remain unchanged and in full force and effect.

The Alternation of Terms of the Company is conditional upon the Capital Reorganisation having become effective.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Existing Bondholder 2 is a controlling Shareholder interested in an aggregate of 84,550,243 Existing Ordinary Shares, representing in aggregate approximately 49.31% of the total number of issued shares. The Existing Bondholder 2 is indirectly wholly-owned by the Existing Bondholder 1, who is interested in 72,400 Existing Ordinary Shares personally, representing in aggregate approximately 0.04% of the total number of issued Shares. Therefore, the Existing Bondholder 2 and its associates (including the Existing Bondholder 1) are connected persons of the Company, and the Alteration of Terms constitutes connected transactions of the Company and are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Pursuant to Rule 28.05 of the Listing Rules, any alteration in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alteration takes effect automatically under the existing terms of such convertible debt securities. Accordingly, the Company will apply to the Stock Exchange for approval of the Alteration of Terms.

An application will be made to the Stock Exchange for its approval of: (i) the Alteration of Terms; and (ii) the listing of, and permission to deal in, the Conversion Shares arising from the conversion of the outstanding Existing Convertible Bonds.

GENERAL

The Independent Board Committee has been established, comprising all the independent non-executive Directors, to advise the Independent Shareholders as to the fairness and reasonableness of the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate). The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

A SGM will be convened and held: (i) for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation and the transactions contemplated thereunder (including the grant of the Specific Mandate); and (ii) for the Independent Shareholders to consider and, if thought fit, approve the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries: (i) the Existing Bondholder 2 and its associates (including the Existing Bondholder 1) are required to abstain from voting on the resolutions in respect of the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate) at the SGM; (ii) Save for the Existing Bondholder 2 and its associates (including the Existing Bondholder 1), no other Shareholder has a material interest in the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate) and is required to abstain from voting on the relevant resolutions at the SGM; and (iii) No Shareholder has a material interest in the Capital Reorganisation and the transactions contemplated thereunder, and accordingly, no Shareholder is required to abstain from voting on the relevant resolutions at the SGM.

A circular containing, inter alia, (i) further information of the Capital Reorganisation and Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate); (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Alteration of Terms; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Alteration of Terms; (iv) notice of the SGM; and (v) other information as required under the Listing Rules, is expected to be dispatched to the Shareholders on or before 28 January 2025.

If any of the conditions precedent to the Capital Reorganisation and Alteration of Terms are not satisfied, the Capital Reorganisation and Alteration of Terms will not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in the shares or any other securities of the Company.

PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION

The Company proposes to implement the following Capital Reorganisation involving the Capital Reduction and the Share Sub-division as follows:

- (i) the issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK\$0.25 on each of the then issued Existing Ordinary Shares such that the par value of each issued Existing Ordinary Share will be reduced from HK\$0.25 to HK\$0.01; and

- (ii) immediately following the Capital Reduction, each of the authorised but unissued Shares of par value of HK\$0.25 each (including the authorized but unissued shares arising from the Capital Reduction) be sub-divided into twenty-five (25) New Ordinary Shares of par value of HK\$0.01 each.

Upon the Capital Reorganisation becoming effective, the New Ordinary Shares will be identical in all respects and rank pari passu with each other in relation to all future dividends and distributions which are declared, made or paid in accordance with the Memorandum and the Companies Act. Similarly, the New Preference Shares will also be identical in all respects and will rank pari passu with each other.

The Alternation of Terms of the Company is conditional upon the Capital Reorganisation having become effective.

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon the following conditions:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Capital Reorganisation and transactions contemplated thereunder;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Ordinary Shares upon the Capital Reorganisation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the Companies Act and applicable laws of Cayman Islands to effect the Capital Reorganisation, which includes the Directors being satisfied that on the date the Capital Reorganisation is to take effect, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due.

As at the date of this announcement, none of the conditions above had been fulfilled.

Application for listing of the New Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the New Ordinary Shares upon the Capital Reorganisation becoming effective.

Subject to the granting of listing of, and permission to deal in, the New Ordinary Shares on the Stock Exchange upon the Capital Reorganisation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the New Ordinary Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Ordinary Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Ordinary Shares to be admitted into CCASS established and operated by HKSCC.

Effect of the Capital Reorganisation

As at the date of this announcement, the authorised share capital of the Company is comprised of:

- (i) HK\$100,000,000 divided into 400,000,000 Existing Ordinary Shares of par value of HK\$0.25 each, of which 171,476,453 Existing Ordinary Shares have been issued and are fully paid or credited as fully paid and 228,523,547 Existing Ordinary Shares remain unissued;
- (ii) HK\$2,040,000 divided into 8,160,000 Existing Preference Shares of par value of HK\$0.25 each, of which no Existing Preference Shares have been issued.

Assuming that no further Existing Shares are allotted, issued or repurchased from the date of this announcement up to and including the effective date of the Capital Reorganisation, immediately upon the Capital Reorganisation becoming effective, the authorised share capital of the Company shall become:

- (i) HK\$100,000,000 divided into 10,000,000,000 New Ordinary Shares of par value of HK\$0.01 each, of which 171,476,453 New Ordinary Shares will have been issued and will be fully paid or credited as fully paid and 9,828,523,547 New Ordinary Shares will remain unissued.
- (ii) HK\$2,040,000 divided into 204,000,000 New Preference Shares of par value of HK\$0.01 each, of which no New Preference Shares have been issued.

Assuming that there is no change in the number of issued shares from the date of this announcement up to and including the date on which the Capital Reduction and the Share Sub-division becoming effective, the share capital structure of the Company will be as follows:

	As at the date of this announcement	Immediately Upon the Capital Reorganisation becoming effective
Par value	HK\$0.25 per Existing Ordinary Shares	HK\$0.01 per New Ordinary Shares
Number of authorised shares	100,000,000 Existing Ordinary Shares	10,000,000,000 New Ordinary Shares
Amount of authorised share capital of the Company	HK\$100,000,000	HK\$100,000,000
Number of issued shares	171,476,453 Existing Ordinary Shares	171,476,453 New Ordinary Shares
Amount of the issued share capital of the Company	HK\$42,869,113	HK\$1,714,764

Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Directors are of the view that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

Exchange of share certificates

The Capital Reorganisation will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company will continue to be evidence of title to the shares and continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates for the New Ordinary Shares after the Capital Reorganisation takes effect. Immediately following the Capital Reorganisation becoming effective, new share certificates will be issued bearing the par value of HK\$0.01 per New Share.

REASONS FOR THE CAPITAL REORGANISATION

The proposed Capital Reorganisation will enable the par value of the shares to be reduced from HK\$0.25 to HK\$0.01. Upon the Capital Reorganisation becoming effective, the credit arising from the Capital Reduction may be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reorganisation, thereby reducing the accumulated losses of the Company. The balance of the credit (if any) may be transferred to the contributed surplus account of the Company to be applied by the Company in any manner as permitted by or consistent with all applicable laws, the Companies Act and the Memorandum.

Also, under the Companies Act, the Company is restricted from issuing shares at a price lower than their par value. The Capital Reduction will reduce the par value of the New Shares to a lower amount of HK\$0.01 each, which will provide the Company with greater flexibility in the pricing for future issuance of New Shares as needed.

In view of the above reasons, the Board considers that the Capital Reorganisation is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

A detailed timetable will be announced as and when available at the time of dispatch of the circular.

PROPOSED ALTERATIONS TO THE TERMS OF THE EXISTING CONVERTIBLE BONDS

Reference are made to the announcements of the Company dated 22 December 2022 and 10 January 2023; and the circular of the Company dated 23 February 2023 in relation to, among other things, (i) the alteration to the terms of the Existing Convertible Bonds 1 in the aggregate principal amount of HK\$67,000,000 and the Existing Convertible Bonds 2 in the aggregate principal amount of HK\$21,000,000; and (ii) the issue of the Existing Convertible Bonds 3 in aggregate principal amount of HK\$14,000,000.

As at the date of this announcement, a partial amount of HK\$850,000 of the Existing Convertible Bonds 2 has been converted into 3,400,000 Existing Ordinary Shares by the Existing Bondholder 2 on 31 March 2023 in accordance with terms and conditions of the Existing Convertible Bonds 2. Save for aforesaid, none of the conversion rights attached to the Existing Convertible Bonds has been exercised by the Existing Bondholders and no Conversion Shares were issued by the Company to the Existing Bondholders. According to the existing terms of the Existing Convertible Bonds, a bondholder shall have the right to convert the Existing Convertible Bonds into Conversion Shares provided that the public float of the shares shall not be less than 25% (or any given percentage as required by the Listing Rules) of the issued shares at any one time in compliance with Listing Rules.

On 27 December 2024 (after trading hours), the Company and the Existing Bondholders have entered into the Alteration Consent Letters and conditionally agreed to amend the terms of the Existing Convertible Bonds as follows:

- (i) the Conversion Price be changed from HK\$0.25 per Conversion Shares to HK\$0.06 per Conversion Shares; and
- (ii) the maturity date of the Existing Convertible Bonds 1 and the Existing Convertible Bonds 2 be extended from 18 January 2025 to 31 December 2027 and the maturity date of the Existing Convertible Bonds 3 be extended from 14 March 2026 to 31 December 2027.
- (iii) the Existing Convertible Bonds 3 be redeemed at 95% of principal amount at maturity.

Apart from the Alteration of Terms above, all other terms and conditions of the Existing Convertible Bonds shall remain unchanged and in full force and effect.

To the best information, knowledge and belief of the Directors, the Existing Bondholder 2 and its associates, including the Existing Bondholder 1, are connected persons of the Company.

The Alteration of Terms is conditional upon the following conditions:

- (a) the Stock Exchange granting its approval for the Alteration of Terms;
- (b) the passing by the Independent Shareholders of relevant resolutions at the SGM approving the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate); and
- (c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of the Conversion Rights.

None of the above conditions can be waived. If any of the conditions above are not fulfilled by the Long Stop Date, the parties to the Alteration Consent Letters will not proceed with the Alteration of Terms.

CONVERSION PRICE

The Conversion Price was determined after arm's length negotiations between the Company and the Bondholders with reference to the prevailing market price of the Existing Ordinary Shares represents:

- (i) a discount of approximately 6.3% to the closing price of HK\$0.064 per Existing Ordinary Share as quoted on the Stock Exchange on 27 December 2024, being the date of the Alteration Consent Letters; and

- (ii) a discount of approximately 18.9% over the average closing price of HK\$0.074 per Existing Ordinary Share as quoted on the Stock Exchange for the last five consecutive trading days immediately up to and including the date of the Alteration Consent Letters.

Assuming all the outstanding Existing Convertible Bonds are fully converted at the Conversion Price, a maximum of 1,685,833,332 Conversion Shares will be allotted and issued upon exercise of the Conversion Rights in full, which represents:

- (iii) approximately 983.1% of the issued share capital of the Company as at the date of this announcement; and
- (iv) approximately 90.8% of the issued share capital of the Company as to be enlarged by the issue of the 1,685,833,332 Conversion Shares (assuming there being no other issue or repurchase of Shares).

According to the existing terms of the Existing Convertible Bonds, a bondholder shall have the right to convert the Existing Convertible Bonds into Existing Ordinary Shares provided that the public float of the Existing Ordinary Share shall not be less than 25% (or any given percentage as required by the Listing Rules) of the issued shares at any one time in compliance with Listing Rules. According to the existing terms of the Existing Convertible Bonds, any conversion shall also be subject to no mandatory general offer being triggered under Rule 26 of the Takeovers Code on the bondholder and not resulting in the Existing Bondholder 2 and any parties acting in concert with it (including the Existing Bondholder 1) ceasing to be the controlling shareholder of the Company within the meaning of the Listing Rules.

REASONS FOR AND BENEFITS OF THE ALTERATION OF TERMS

According to the existing terms of the Existing Convertible Bonds, the Existing Convertible Bonds 1 in the aggregate principal amount of HK\$67,000,000 and the Existing Convertible Bonds 2 in the aggregate outstanding amount of HK\$20,150,000 will mature on 18 January 2025 and the Existing Convertible Bonds 3 in the aggregate principal amount of HK\$14,000,000 will mature on 14 March 2026. With the extension of the maturity dates of the Existing Convertible Bonds, the financial pressure on the Company for redemption of the Existing Convertible Bonds at the maturity dates would be lessened.

Since the existing conversion price of the Existing Convertible Bonds is much higher than the prevailing market price of the Existing Ordinary Shares, the amended Conversion Price will serve as an incentive for the Existing Bondholders to exercise the Conversion Rights to convert the Existing Convertible Bonds into the Existing Ordinary Shares, thereby alleviating the financial pressure on the Company to repay the Existing Convertible Bonds on maturity and could facilitate the Company in obtaining alternative source of finance to improve the financial position of Company.

The Board considers that the Alteration of Terms is fair and reasonable based on the current market conditions and are on normal commercial terms and the Alteration of Terms is in the interests of the Company and the Shareholders as a whole. No proceeds will be received by the Company as a result of the Alteration of Terms.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after the full conversion of all the outstanding Existing Convertible Bonds at the Conversion Price (assuming there being no other issue or repurchase of Existing Ordinary Shares) is as follows:

Name of Shareholders	(i) as at the date of this announcement		(ii) immediately after full exercise of the Existing Convertible Bonds	
	<i>Number of</i>		<i>Number of</i>	
	<i>Existing Ordinary</i>		<i>New Ordinary</i>	
	<i>Shares</i>	<i>Approximate %</i>	<i>Shares</i>	<i>Approximate %</i>
Existing Bondholder 2 (<i>Note 1</i>)	84,550,243	49.31	653,716,909	35.20
Existing Bondholder 1 (<i>Note 2</i>)	72,400	0.04	1,116,739,066	60.13
	84,622,643	49.35	1,770,455,975	95.32
Other public Shareholders (<i>Note 4</i>)	<u>86,853,810</u>	<u>50.65</u>	<u>86,853,810</u>	<u>4.68</u>
Total	<u>171,476,453</u>	<u>100.00</u>	<u>1,857,309,785</u>	<u>100.00</u>

Notes:

- (1) The Existing Bondholder 2, Chinese Success, is a company owned as to 100% by Wai Chun Investment Fund, which is wholly-owned by the Existing Bondholder 1, Mr. Lam Ching Kui, and holds 84,550,243 Existing Ordinary Shares .
- (2) The Existing Bondholder 1 directly holds 72,400 Existing Ordinary 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.
- (4) Pursuant to the terms and conditions of the Existing Convertible Bonds, the bondholders shall not exercise the Conversion Rights if, as a result of such exercise, it will cause the public float of the Company to fall below the percentage prescribed under the Listing Rules.

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

In the past twelve months immediately preceding the date of this announcement, the Company did not conduct any equity fund-raising activities.

INFORMATION ABOUT THE GROUP

The Group is principally engaged in the manufacturing and sales of modified starch and other co-related bio-chemical products and general trading of electronic parts and components and electrical appliances.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Existing Bondholder 2 is a controlling Shareholder interested in an aggregate of 84,550,243 Existing Ordinary Shares, representing in aggregate approximately 49.31% of the total number of issued Existing Ordinary Shares. The Existing Bondholder 2 is indirectly wholly-owned by the Existing Bondholder 1, who is interested in 72,400 Existing Ordinary Shares personally, representing in aggregate approximately 0.04% of the total number of issued shares. Therefore, the Existing Bondholder 2 and its associates (including the Existing Bondholder 1) are connected persons of the Company, and the Alteration of Terms constitutes connected transactions of the Company and are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Pursuant to Rule 28.05 of the Listing Rules, any alteration in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alteration takes effect automatically under the existing terms of such convertible debt securities. Accordingly, the Company will apply to the Stock Exchange for approval of the Alteration of Terms.

An application will be made to the Stock Exchange for its approval of: (i) the Alteration of Terms; and (ii) the listing of, and permission to deal in, the Conversion Shares arising from the conversion of the outstanding Existing Convertible Bonds.

GENERAL

The Independent Board Committee has been established, comprising all the independent non-executive Directors, to advise the Independent Shareholders as to the fairness and reasonableness of the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate). The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

A SGM will be convened and held: (i) for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation and the transactions contemplated thereunder (including the grant of the Specific Mandate); and (ii) for the Independent Shareholders to consider and, if thought fit, approve the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries: (i) the Existing Bondholder 2 and its associates (including the Existing Bondholder 1) are required to abstain from voting on the resolutions in respect of the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate) at the SGM; (ii) Save for the Existing Bondholder 2 and its associates (including the Existing Bondholder 1), no other Shareholder has a material interest in the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate) and is required to abstain from voting on the relevant resolutions at the SGM; and (iii) No Shareholder has a material interest in the Capital Reorganisation and the transactions contemplated thereunder, and accordingly, no Shareholder is required to abstain from voting on the relevant resolutions at the SGM..

Save that Mr. Lam Ka Chun is deemed to be interested in the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate), who had abstained from voting, none of the Directors had a material interest in the Capital Reorganisation and Alteration of Terms and was required to abstain from voting on the resolutions passed by the Board to approve the Capital Reorganisation and Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate).

A circular containing, inter alia, (i) further information of the Capital Reorganisation and Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate); (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Alteration of Terms; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Alteration of Terms; (iv) notice of the SGM; and (v) other information as required under the Listing Rules, is expected to be dispatched to the Shareholders on or before 28 January 2025.

If any of the conditions precedent to the Capital Reorganisation and Alteration of Terms are not satisfied, the Capital Reorganisation and Alteration of Terms will not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in the shares or any other securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings set opposite to them below:

“Alteration Consent Letters”	the letters entered into between the Existing Bondholders and the Company dated 27 December 2024 in relation to the Alteration of Terms
“Alteration of Terms”	the proposed alteration to the terms of the Existing Convertible Bonds set out in the paragraph headed “Proposed Alterations To The Terms Of The Existing Convertible Bonds” in this announcement
“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Capital Reduction”	the proposed reduction of the issued share capital of the Company whereby the nominal value of each of the issued Existing Ordinary Shares will be reduced from HK\$0.25 each to HK\$0.01 by cancelling the paid up capital to the extent of HK\$0.24 on each issued Existing Ordinary Share
“Capital Reorganisation”	collectively, the Capital Reduction and the Share Sub-division
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Chinese Success”	Chinese Success Limited, a company incorporated in British Virgin Islands and indirectly wholly-owned by Mr. Lam Ching Kui, being the controlling shareholder of the Company
“Companies Act”	The Companies Act (as revised) of the Cayman Islands

“Company”	Wai Chun Bio-Technology Limited, a company incorporated in Cayman Islands, whose issued shares are listed on the main board of the Stock Exchange (stock code: 660)
“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”	the amended conversion price of HK\$0.06 per Conversion Share, subject to adjustment under the terms and conditions of the Existing Convertible Bonds
“Conversion Rights”	the rights attached to the Existing Convertible Bonds to convert the Existing Convertible Bonds to Conversion Shares at the Conversion Price
“Conversion Share(s)”	New Ordinary Shares to be issued by the Company upon the exercise of the Conversion Rights
“Director(s)”	the director(s) of the Company
“Existing Bondholder 1”	Mr. Lam Ching Kui, being holder of the Existing Convertible Bonds 1
“Existing Bondholder 2”	Chinese Success, being holder of the Existing Convertible Bonds 2 and the Existing Convertible Bonds 3
“Existing Bondholders”	Existing Bondholder 1 and Existing Bondholder 2 collectively
“Existing Convertible Bonds”	Existing Convertible Bonds 1, Existing Convertible Bonds 2 and Existing Convertible Bonds 3 collectively
“Existing Convertible Bonds 1”	the zero coupon convertible bonds with principal amount of HK\$67,000,000 issued by the Company on 27 November 2020
“Existing Convertible Bonds 2”	the zero coupon convertible bonds with principal amount of HK\$21,000,000 issued by the Company on 18 January 2022 and a partial amount of HK\$850,000 has been converted into 3,400,000 Existing Ordinary Shares by the Existing Bondholder 2 on 31 March 2023
“Existing Convertible Bonds 3”	the zero coupon convertible bonds with principal amount of HK\$14,000,000 issued by the Company on 14 March 2023

“Existing Ordinary Share(s)”	ordinary share(s) of par value of HK\$0.25 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“Existing Preference Share(s)”	preference share(s) of par value of HK\$0.25 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“Existing Share(s)”	Existing Ordinary Shares and Existing Preference Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate)
“Independent Financial Adviser”	INCUB Corporate Finance Limited, a corporation licensed to carry out business in Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of to the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate)
“Independent Shareholder(s)”	Shareholders other than the Existing Bondholders and their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	27 March 2025 or such other date as may be agreed by the Company and the Existing Bondholders
“Memorandum”	the memorandum of association of the Company, as may be amended from time to time

“New Ordinary Share(s)”	the ordinary share(s) of par value HK\$0.01 each in the issued and unissued share capital of the Company upon the Capital Reorganisation becoming effective
“New Preference Share(s)”	the preference share(s) of par value HK\$0.01 each in the unissued share capital of the Company upon the Capital Reorganisation becoming effective
“New Share(s)”	New Ordinary Shares and New Preference Shares
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, approve the Capital Reorganisation, the Alteration of Terms and the transactions contemplated thereunder
“Shareholder(s)”	holder(s) of the Existing Ordinary Share(s)
“Share Sub-division”	the proposed sub-division of each authorised but unissued Existing Shares (including the authorized but unissued shares arising from the Capital Reduction) into twenty-five (25) authorised and unissued New Shares
“Specific Mandate”	the mandate to allot and issue the Conversion Shares upon the exercise of the Conversion Rights to be sought at the SGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent.

By Order of the Board
Wai Chun Bio-Technology Limited
Lam Ka Chun
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 27 December 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 three independent non-executive Directors, namely Mr. Wan Bo, Mr. He Tao and Ms. Kung Ying Tung