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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Wai Chun Group Holdings Limited (the "Company"), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

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### **PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening an annual general meeting of the Company to be held at 13/F., Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 3 September 2015 at 10:00 a.m. is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited, A18th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 13/F., Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 3 September 2015 at 10:00 a.m., notice of which is set out on pages 11 to 14 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Wai Chun Group Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate to the Directors to exercise the powers of the Company to issue, allot and deal with the Shares during the period as set out in the ordinary resolution numbered 4 in the notice of AGM up to a maximum of 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of such resolution
“Latest Practicable Date”	24 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the ordinary resolution numbered 5 in the notice of AGM up to a maximum of 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Director:*

Mr. Lam Ching Kui

(Chairman and Chief Executive Officer)

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Independent Non-executive Directors:*

Mr. Ko Ming Tung, Edward

Mr. Shaw Lut, Leonardo

Mr. To Yan Ming, Edmond

*Head Office and Principal Place of*

*Business in Hong Kong:*

13/F., Admiralty Centre 2

18 Harcourt Road

Admiralty

Hong Kong

30 July 2015

To the Shareholders

Dear Sir or Madam,

### PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS

#### INTRODUCTION

The purpose of this circular is to provide information regarding the proposed granting of the Issue Mandate and Repurchase Mandate, re-election of Directors and to give notice of AGM at which resolutions will be proposed for the Shareholders to consider, and if thought fit, approve at the AGM, among other matters, the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

\* for identification purpose only

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## **LETTER FROM THE BOARD**

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### **GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution numbered 5 in the notice of AGM. The Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules to be sent to the Shareholders, giving certain information regarding the Repurchase Mandate, is set out in Appendix I hereto.

### **GENERAL MANDATE TO ISSUE SHARES**

Two ordinary resolutions, namely ordinary resolutions numbered 4 and 6 in the notice of AGM, will be proposed at the AGM to grant to the Directors (i) a general mandate to issue, allot and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of ordinary resolution numbered 4 in the notice of AGM and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the issued share capital of the Company as at the date of passing of ordinary resolution numbered 6 in the notice of AGM.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions numbered 4 and 6 in the notice of AGM.

### **SHARE CAPITAL OF THE COMPANY**

The issued capital of the Company as at the Latest Practicable Date was HK\$213,911,624.83 divided into 21,391,162,483 Shares.

### **RE-ELECTION OF DIRECTORS**

Pursuant to Bye-law 87 of the Bye-laws, at each annual general meeting, one-third of the Directors, who have been longest in office since their last election, for the time being shall retire from office by rotation such that each Director will be subject to retirement by rotation at least once every three years at the annual general meeting.

In accordance with Bye-law 87 of the Bye-laws, Mr. Lam Ching Kui and Mr. Shaw Lut, Leonardo shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Brief biographical details of the above-mentioned Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## **LETTER FROM THE BOARD**

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### **ANNUAL GENERAL MEETING**

A notice convening the AGM, which contains, inter alia, the ordinary resolutions for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors, is set out on pages 11 to 14 of this circular.

### **ACTION TO BE TAKEN**

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited, A18th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be).

### **LISTING RULES REQUIREMENT**

According to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Bye-law 66 of the Bye-laws. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATION**

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company, the Group and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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

**1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions. This appendix serves as an explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate.

**2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

**3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued Share capital of the Company comprised 21,391,162,483 Shares.

Subject to the passing of ordinary resolution numbered 5 in the notice of AGM and on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 2,139,116,248 Shares during the Relevant Period (as hereinafter defined).

**“Relevant Period”** means the period from the date of passing of ordinary resolution numbered 5 set out in the notice of AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

**4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

Repurchases pursuant to the Repurchase Mandate will be made out of funds of the Company legally permitted to be utilized in this connection, that is, out of the capital paid up thereon or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for such purpose. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of sums standing to the credit of the share premium account of the Company before the Shares are repurchased.

**5. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 March 2015) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate only in accordance with the Listing Rules, the Bye-laws of the Company and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any securities to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that it has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Ka Chun Holdings Limited, the controlling shareholder of the Company, was interested in 15,400,000,000 Shares, representing approximately 71.99% of the issued share capital of the Company. Mr. Lam Ching Kui, through his indirect interests, was taken to be interested in 15,400,000,000 Shares. Assuming that no further Shares will be issued and allotted or repurchased by the Company after the Latest Practicable Date and up to the date of the AGM, the aggregate holding of voting rights of Mr. Lam Ching Kui and those companies controlled by him would increase to approximately 79.99% if the Company was to exercise the Repurchase Mandate in full.

The Directors confirm to the best knowledge having made all reasonable enquires that, if the Repurchase Mandate were exercised in full at any time during the proposed repurchase period, it would not cause Mr. Lam Ching Kui and those companies controlled by him to make a mandatory offer under the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares have been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

**9. SHARE PRICES**

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	<b>Price per share</b>	
	<b>Highest</b> (HK\$)	<b>Lowest</b> (HK\$)
<b>2014</b>		
July	0.043	0.036
August	0.054	0.037
September	0.049	0.040
October	0.048	0.040
November	0.054	0.039
December	0.053	0.038
<b>2015</b>		
January	0.094	0.036
February	0.076	0.047
March	0.053	0.045
April	0.087	0.045
May	0.119	0.073
June	0.128	0.076
July (up to the Latest Practicable Date)	0.087	0.035

*The particulars of the Directors proposed to be re-elected at the AGM are set out as follows:*

**1. Mr. Lam Ching Kui (Executive Director, Chairman and Chief Executive Officer)**

**Mr. Lam Ching Kui**, aged 56, has over 23 years of experience in project investments and securities investments. Mr. Lam has been engaged in industrial and residential property development in the PRC and commercial property investment in Hong Kong. He has made investments in listed securities and renewable energy. Mr. Lam is an indirect substantial shareholder of the Company and has been the Chairman and an Executive Director of the Company since August 2008. Mr. Lam is responsible for the overall strategic planning of the Group. Mr. Lam is also the chairman and the executive director of Wai Chun Mining Industry Group Company Limited, a public listed company in Hong Kong. Other than disclosed above, Mr. Lam did not hold any directorship in any public listed companies in the last three years.

As at the Latest Practicable Date, Mr. Lam is deemed to be interested in 15,400,000,000 Shares held by Ka Chun Holdings Limited, representing approximately 71.99% of the existing issued share capital of the Company respectively, within the meaning of Part XV of the SFO. Ka Chun Holdings Limited is wholly-owned by Wai Chun Investment Fund, the beneficial owner of which is Mr. Lam. Save as disclosed above, Mr. Lam does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Lam has entered into a service agreement with the Company for a fixed term of three years which shall continue thereafter unless and until terminated by either party giving the other not less than one month notice in writing. However, Mr. Lam's appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Bye-laws. Mr. Lam is entitled to a director's remuneration of HK\$2,600,000 per annum, which is determined by the Board from time to time with reference to his duties and responsibilities and the Company's performance and profitability.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Lam which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**2. Mr. Shaw Lut, Lenardo (Independent Non-Executive Director)**

**Mr. Shaw Lut, Leonardo**, aged 49, is the deputy head of 華頓綜合經濟研究所 (Huadun Economic Institute), the director of 行政及公務人員研修基金 (Administrator and Official Study Fund), the vice director of 國務院發展研究中心東方公共管理綜合研究所專家委員會 (the Expert Committee of the Eastern Public Management Institute of the Development Research Centre of State Council). Mr. Shaw graduated from Shanghai Fudan University and was a teacher and researcher at Fudan University. Mr. Shaw is currently a committee member of All-China Youth Federation, the deputy chairman of Beijing United Youth Association and the deputy director of Shanghai Economy Magazine. Mr. Shaw has been an independent non-executive Director since May 2009. Mr. Shaw was an independent non-executive director of Wai Chun Mining Industry Group Company Limited, a public listed company in Hong Kong. Other than disclosed above, Mr. Shaw did not hold any other directorship in any listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Shaw does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company and he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Shaw has entered into a service agreement with the Company for a term of two years from the date of appointment, which can be terminated by either party giving not less than one month notice in writing to the other party. Mr. Shaw is subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws. Mr. Shaw is entitled to a director's remuneration of HK\$120,000 per annum, which is determined by the Board from time to time with reference to his duties and responsibilities and the Company's performance and profitability.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Shaw which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN THAT** the annual general meeting (the “Annual General 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 Thursday, 3 September 2015 at 10:00 a.m. for the purpose of transacting the following business:

1. to receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and auditor of the Company for the year ended 31 March 2015;
2. to re-elect Directors and to authorize the board of Directors (the “Board”) to fix the remuneration of the Directors;
3. to re-appoint HLM CPA Limited as the auditor of the Company and to authorize the Board to fix the remuneration of the auditor of the Company;
4. as special business, to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

\* for identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue as hereinafter defined, or (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by Company or any securities which are convertible into shares of the Company, or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/ or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any other applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

**“Rights issue”** means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong)."

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## NOTICE OF ANNUAL GENERAL MEETING

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5. as special business, to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or on any other exchange on which the securities of the Company may be listed and recognized for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange (“Recognized Stock Exchange”) subject to and in accordance with all applicable laws and the requirements of the Listing Rules as amended from time to time or that of any other Recognized Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares which may be repurchased pursuant to the approval in sub-paragraph (a) of this resolution, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any other applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As special business, to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the resolutions numbered 4 and 5 set out in the notice convening this Annual General Meeting being passed, the aggregate nominal amount of the number of shares which are repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 4 set out in the notice convening this Annual General Meeting.”

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

Hong Kong, 30 July 2015

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head Office and 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 annual general meeting (“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 branch share registrar in Hong Kong, Union Registrars Limited, A18th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, 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. In relation to resolution numbered 5, an explanatory statement (as required by the Listing Rules) is set out in Appendix I to this circular.