
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Bio-Technology Limited**, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

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

The notice convening an annual general meeting of the Company to be held at Rooms 4001–02, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 30 December 2025 at 3:00 p.m. is set out on pages 14 to 18 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 share registrar in Hong Kong, Union Registrars Limited, Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. not later than 3:00 p.m. on Sunday, 28 December 2025 (Hong Kong Time)) (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.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE.	7
APPENDIX II – BIOGRAPHICAL DETAILS OF DIRECTORS TO BE RE-ELECTED	11
NOTICE OF ANNUAL GENERAL MEETING	14

DEFINITIONS

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 Rooms 4001–02, 40/F., China Resources Building, 26 Harbour Road, Hong Kong on Tuesday, 30 December 2025 at 3:00 p.m., notice of which is set out on pages 14 to 18 of this circular
“Articles”	the articles of association of the Company as may be amended from time to time
“Board”	the Company’s Board of Directors
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	The Companies Act (as revised) of the Cayman Islands
“Company”	Wai Chun Bio-Technology Limited, an exempted company incorporated in the Cayman Islands 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
“General Mandate”	a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Shares during the period as set out in the Ordinary Resolution No. 4 in the notice of AGM up to a maximum of 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of such resolution
“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”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 December 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Memorandum”	the memorandum of association of the Company, as may be amended from time to time
“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 No. 5 in the notice of AGM up to a maximum of 10% of the total number of issued Shares (excluding any Treasury Shares) 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)”	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 Codes on Takeovers and Mergers
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which has come into effect from 11 June 2024 and as amended and supplemented from time to time
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Lam Ka Chun

Independent Non-executive Directors:

Mr. Wong Po Keung

Mr. Wang Ziniu

Ms. Xu Huiling

Registered Office:

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman KY1-1205

Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Rooms 4001-02, 40/F.

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

8 December 2025

To the shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide information regarding (i) the proposed granting of the mandates to issue shares and repurchase shares; (ii) re-election of Directors; and (iii) re-appointment of auditor, and to give notice of AGM at which resolutions will be proposed to consider, and if thought fit, approve at the AGM, among other matters, the granting of the General Mandates and the Repurchase Mandate, re-election of Directors and re-appointment of auditor.

LETTER FROM THE BOARD

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 No. 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 total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the Ordinary Resolution No. 5 approving the Repurchase Mandate, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval granted under such resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

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 Nos. 4 and 6 in the notice of AGM, will be proposed at the AGM to grant to the Directors (i) a general mandate to allot, issue and deal with new Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of Ordinary Resolution No. 4 in the notice of AGM, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval granted under such resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; 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 total number of issued Shares (excluding any Treasury Shares) as at the date of passing of Ordinary Resolution No. 6 in the notice of AGM.

Details of the General Mandate and the extension of the General Mandate are respectively set out in Ordinary Resolutions Nos. 4 and 6 in the notice of AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 91 of the Articles, any Director so appointed by the Board shall hold office only until the next annual general meeting of the Company after his appointment, and shall then be eligible for re-election at that meeting.

In accordance with Article 91 of the Articles, Mr. Wong Po Keung, Mr. Wang Ziniu and Ms. Xu Huiling who have been appointed as independent non-executive Directors of the Company on 12 May 2025 and 5 June 2025, will retire and, being eligible, offer themselves for re-election at the AGM.

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

ANNUAL GENERAL MEETING

A notice convening the AGM, which contains, inter alia, the ordinary resolutions for the Repurchase Mandate, the General Mandate, the extension of the General Mandate, the re-election of retiring Directors and re-appointment of auditor, is set out on pages 14 to 18 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 share registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 3:00 p.m. on Sunday, 28 December 2025 (Hong Kong Time)) 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 Article 69 of the Articles. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the results of the poll will be published on the HKEx news website at www.hkexnews.hk and the Company's websites at www.0660.hk after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 December 2025 to Tuesday, 30 December 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 22 December 2025.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, 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.

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 all the resolutions to be proposed at the AGM.

Yours faithfully
By Order of the Board
Wai Chun Bio-Technology Limited
Lam Ka Chun
Executive Director

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 a repurchase will benefit the Company and the Shareholders as a whole.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 178,476,453 Shares.

Subject to the passing of Ordinary Resolution No. 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 17,847,645 Shares during the period from the date of passing of Ordinary Resolution No. 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 Articles or any applicable laws of the Cayman Islands 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.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles to repurchase its Shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits or share premium of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law and the Articles, out of capital and, in the case of any premium payable on a repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law and the Articles, out of capital.

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 year ended 30 June 2025) 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 Memorandum and the Articles of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close 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 shares to the Company or its subsidiaries.

No core 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, Chinese Success Limited, the controlling shareholder of the Company, directly holds 91,550,243 Shares representing approximately 51.30% of the issued share capital of the Company and is the holder of zero coupon convertible bonds in the principal amount of HK\$20,150,000 and HK\$12,250,000, under which 335,833,333 and 204,166,666 shares would be issued by the Company upon full exercise of the conversion rights under the aforementioned zero coupon convertible bonds. Mr. Lam Ching Kui, directly holds 72,400 Shares and through his indirect interests in Chinese Success Limited, was taken to be interested in 91,622,643 Shares representing approximately 51.34% of the issued share capital of the Company, and is the holder of zero coupon convertible bonds in the principal amount of HK\$67,000,000 and HK\$15,000,000, under which 1,116,666,666 shares and 214,285,714 shares would be issued by the Company upon full exercise of the conversion rights under the aforementioned zero coupon convertible bonds. In the event that the Directors exercise the proposed Repurchase Mandate in full, the beneficial interest of Mr. Lam Ching Kui will be increased to approximately 57.04%. The Directors believe that such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 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:

	Price per share	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2024		
December	Suspension of Trading	
2025		
January	0.095	0.066
February	0.170	0.072
March	0.115	0.087
April	0.165	0.072
May	0.144	0.117
June	0.199	0.120
July	0.140	0.130
August	0.345	0.116
September	0.186	0.150
October	0.220	0.160
November	0.245	0.193
December (up to the Latest Practicable Date)	0.193	0.193

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

MR. WONG PO KEUNG (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr. Wong Po Keung (“**Mr. Wong**”), aged 54, has ample experience in auditing, accounting, financial management and company secretarial practices in respect of listed companies in Hong Kong. Mr. Wong holds a Master degree in Business Administration from the University of South Australia and he is also a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Since 30 September 2013, Mr. Wong is the executive director of China Environmental Resources Group Limited, a company that listed on the Stock Exchange (stock code: 1130) and the Singapore Exchange Limited (Singapore Stock Code: RS1) while he also works as its financial controller. Mr. Wong is also an independent non-executive director of FSM Holdings Limited (stock code: 1721) since 8 April 2020 and Wai Chun Group Holdings Limited (stock code: 1013) since 12 May 2025.

Save as disclosed above, Mr. Wong did not hold any directorship in other listed companies or any other position with the Company or any of its subsidiaries in the three years preceding the date of this circular.

Mr. Wong has not entered into any service contract with the Company and has entered into a letter of appointment with the Company as an independent non-executive Director of the Company for an initial term of two years from the 12 May 2025. In accordance with the Company’s Articles, Mr. Wong is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Wong would receive a director’s fee of HK\$60,000 per year which is determined by reference to his duties and responsibilities in the Company, the prevailing market conditions and is subject to revision by the Remuneration Committee and the Board under the authority granted by Shareholders at annual general meetings.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Wong (i) does not have any relationship with any other director, senior management or substantial or controlling shareholders of the Company; (ii) is not interested or deemed to be interested in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) has not entered into or proposed to enter into any other service agreement with the Company or any member of the Group.

Save as disclosed above, the Board is not aware of any other matters 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.

MR. WANG ZINIU (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr. Wang Ziniu (“**Mr. Wang**”), aged 63, studied university at Xi’an and during the period from 1989 to 1992, Mr. Wang was an engineer of the Foreign Trade and Economic Committee and an officer of the real estate administration at the city of Xi’an. During the period from 1992 to 2017, Mr. Wang served as a senior engineer at the Shenzhen Media Group.

Save as disclosed above, Mr. Wang did not hold any directorship in other listed companies or any other position with the Company or any of its subsidiaries in the three years preceding the date of this circular.

Mr. Wang has not entered into any service contract with the Company and has entered into a letter of appointment with the Company as an independent non-executive Director of the Company for an initial term of two years from the 5 June 2025. In accordance with the Company’s Articles, Mr. Wang is subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the letter of appointment, Mr. Wang will not be entitled to a director’s fee.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Wang (i) does not have any relationship with any other director, senior management or substantial or controlling shareholders of the Company; (ii) is not interested or deemed to be interested in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) has not entered into or proposed to enter into any other service agreement with the Company or any member of the Group.

Save as disclosed above, the Board is not aware of any other matters 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.

MS. XU HUILING (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Ms. Xu Huiling (“**Ms. Xu**”), aged 33, has years of experience in biomedical teaching and research. She had studied statistics and psychology at Princeton University in the United States, life sciences at the Chinese University of Hong Kong and international economics at Huizhou University. During the period from 2015 to 2016, Ms. Xu worked as an assistant researcher responsible for research in relation to neuroscience. Ms. Xu also assisted in teaching and research in relation to neuropharmacology at the Medical College of Ohio in the United States. During the period from 2017 to 2020, Ms. Xu worked as an investment project manager at the AVIC Investment Group in Shenzhen, which focused on projects relating to biotechnology, financial technology and commercial real estate.

Save as disclosed above, Ms. Xu did not hold any directorship in other listed companies or any other position with the Company or any of its subsidiaries in the three years preceding the date of this circular.

Ms. Xu has not entered into any service contract with the Company and has entered into a letter of appointment with the Company as an independent non-executive Director of the Company for an initial term of two years from the 5 June 2025. In accordance with the Company's Articles, Ms. Xu is subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the letter of appointment, Ms. Xu will not be entitled to a director's fee.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Xu (i) does not have any relationship with any other director, senior management or substantial or controlling shareholders of the Company; (ii) is not interested or deemed to be interested in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) has not entered into or proposed to enter into any other service agreement with the Company or any member of the Group.

Save as disclosed above, the Board is not aware of any other matters 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.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Wai Chun Bio-Technology Limited (the “**Company**”) will be held at Rooms 4001–02, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 30 December 2025 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and with the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 30 June 2025.
2. (a) To re-elect Mr. Wong Po Keung, Mr. Wang Ziniu and Ms. Xu Huiling as an independent non-executive Directors of the Company; and

(b) To authorize the board of Directors to fix their remuneration.
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company and to authorize the Board to fix their remuneration.
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:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of Treasury Shares out of treasury) 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 of the Company 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;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company 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 articles of association of the Company, shall not exceed 35,695,290 Shares, representing 20% of the total number of issued shares (excluding any Treasury Shares) of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in sub-paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted 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 articles of association 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 of the Company 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 of the Company 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).

NOTICE OF ANNUAL GENERAL MEETING

Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of Treasury Shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

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 of the Company 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 is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may be repurchased pursuant to the approval in sub-paragraph (a) of this Resolution, shall not exceed 17,847,645 Shares, representing 10% of the total number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing this Resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased pursuant to the approval in sub-paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted 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 articles of association 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 of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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 No. 4 and 5 set out in the notice convening this Annual General Meeting being passed, the aggregate number of shares which are repurchased by the Company after the date of the passing of this Resolution (up to a maximum of 17,847,645 Shares, representing 10% of the total issued shares as at the date of passing of this Resolution) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 4 set out in the notice convening this Annual General Meeting.”

On behalf of the Board
Wai Chun Bio-Technology Limited
Lam Ka Chun
Executive Director

Hong Kong, 8 December 2025

Registered Office:

P.O. Box 31119
Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Principal Place of Business in Hong Kong:

Rooms 4001–02, 40/F.
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. The register of members of the Company will be closed from Tuesday, 23 December 2025 to Tuesday, 30 December 2025 (both days inclusive), during which period no share transfers will be effected. For the purpose of ascertaining the members' entitlement to the attendance of the Annual General Meeting, all share transfer accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 22 December 2025 (Hong Kong Time). The holders of the Shares whose names appeared on the register of members of the Company on Tuesday, 30 December 2025 are entitled to attend and vote in respect of all resolutions to be proposed at the Annual General Meeting.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies (other than a recognised clearing house (or its nominee(s))) to attend and on a poll vote instead of him. A proxy need not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

3. 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 share registrar, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. not later than 3:00 p.m. on Sunday, 28 December 2025 (Hong Kong Time)) 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 Annual General Meeting or any adjourned meeting thereof should he so wishes.
4. 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.
5. In relation to Resolution No. 5, an explanatory statement (as required by the Listing Rules) is set out in Appendix I to this circular.
6. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.0660.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.