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 to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Wai Chun Group Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

偉俊集團控股有限公司*

Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1013)

PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the Special General Meeting of Wai Chun Group Holdings Limited to be held at 13/F, Admiralty Centre, Tower II, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 1 March 2013, at 11:00 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use by the Shareholders at the Special General Meeting is enclosed.

Whether or not you are able to attend and vote at the Special General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Union Registrars Limited, 18th Floor, Fook Lee Commercial Centre, 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 the Special General Meeting or any adjourned meetings thereof (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 Special General Meeting or any adjourned meetings thereof (as the case may be) should you so wish.

* *for identification purpose only*

Hong Kong, 7 February 2013

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

"Articles"	the memorandum of association of the Company as may be amended from time to time;
"Board"	the board of Directors;
"Change of Auditors"	the resignation of HLM & Co. as auditors of the Company and the proposed appointment of HLM CPA Limited as auditors of the Company upon the approval of the Shareholders by an ordinary resolution at the Special General Meeting and to hold office until the conclusion of the next annual general meeting of the Company;
"Company"	Wai Chun Group Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
"Directors"	the directors of the Company;
"Special General Meeting"	the special general meeting of the Company to be held at 13/F, Admiralty Centre, Tower II, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 1 March 2013, at 11:00 a.m., the notice of which is set out on pages 5 to 6 of this circular;
"Group"	the Company and its subsidiaries from time to time;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange;
"Shareholder(s)"	the holder(s) of the Shares;
"Share(s)"	the ordinary share(s) of nominal value of HK$0.01 each in the share capital of the Company; and
"Stock Exchange"	The Stock Exchange of Hong Kong Limited.

偉 俊 集 團 控 股 有 限 公 司*
Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

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Executive Director:
Mr. Lam Ching Kui
(Chairman and Chief Executive Officer)

Independent Non-executive Directors:
Mr. Ko Ming Tung, Edward
Mr. Shaw Lut, Leonardo
Mr. To Yan Ming, Edmond

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
13/F., Admiralty Centre, Tower II,
18 Harcourt Road,
Admiralty,
Hong Kong

7 February 2013

To: the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 30 January 2013 in relation to the resignation of HLM & Co. as auditors of the Company. The purpose of this circular is to provide you with information regarding the proposed Change of Auditors.

* *for identification purpose only*

PROPOSED CHANGE OF AUDITORS

The Board announced on 30 January 2013 that HLM & Co. has resigned as the auditors of the Company with effect from 16 January 2013. The Board proposed to appoint HLM CPA Limited as the new auditors of the Company to fill the vacancy arising from the resignation of HLM & Co. and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the Articles, the appointment of new auditors is subject to approval by the Shareholders at the Special General Meeting.

REASONS FOR THE PROPOSED CHANGE OF AUDITORS

The Company was informed by HLM & Co. that the practice of HLM & Co. as partnership was reorganised into a limited company named HLM CPA Limited on 16 January 2013. Owing to this reason, HLM & Co. has resigned as auditors of the Company with effect from 16 January 2013.

SPECIAL GENERAL MEETING

A notice convening the Special General Meeting of the Company to be held at 13/F, Admiralty Centre, Tower II, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 1 March 2013, at 11:00 a.m. is set out on pages 5 to 6 of this circular.

A form of proxy for the Special General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Special General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited, 18th Floor, Fook Lee Commercial Centre, 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 the Special General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjourned meetings should you so wish.

Pursuant to the requirements of the Listing Rules, all votes to be taken at the Special General Meeting will be by poll.

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 document 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 document misleading.

RECOMMENDATION

HLM & Co. has been the auditors of the Company since 2010. Its resignation as auditors of the Company was due only to its reorganisation from a partnership into a limited company. Save for the change in its practice status, the practice of HLM CPA Limited is the same as that of HLM & Co.. The Directors consider that the proposed appointment of HLM CPA Limited as the auditors of the Company is in the best interests of the Company and its Shareholders as a whole, as it will provide continuity and minimum interruption to the operation of the Company. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the Special General Meeting.

Yours faithfully,
By order of the Board of
Wai Chun Group Holdings Limited
Lam Ching Kui
Chairman and Chief Executive Officer

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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the "**Special General Meeting**") of Wai Chun Group Holdings Limited (the "**Company**") will be held at 13/F, Admiralty Centre, Tower II, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 1 March 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

"**THAT** HLM CPA Limited be and is hereby appointed as the auditors of the Company to fill the vacancy arisen from the resignation of HLM & Co. and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to fix its remuneration."

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

Hong Kong, 7 February 2013

Notes:

(1) Any member entitled to attend and vote at the Special General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her, subject to the provisions of the memorandum of association ("**Articles**") of the Company. A proxy need not be a member of the Company.

(2) A form of proxy for use at the meeting is enclosed.

(3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.

* *for identification purpose only*

(4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be lodged at the branch share registrar of the Company in Hong Kong, Union Registrars Limited, 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the Special General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Special General Meeting or at any adjourned meeting (as the case may be) should they so wish.

(5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.