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If you have sold or transferred all your shares in **Wai Chun Group Holdings Limited**, you should at once hand this circular and the accompanying 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.

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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)

**PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF SPECIAL GENERAL MEETING**

The notice convening the special general meeting (“SGM”) of Wai Chun Group Holdings Limited (“Company”) to be held at 13/F., Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Friday, 25 September 2015 is set out on pages 15 to 16 of this circular. Whether or not you are able to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s share registrar in Hong Kong, Union Registrars Limited, A18/F., 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 the SGM or any adjournment 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 SGM or any adjournment thereof (as the case may be) should you so wish.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX – SUMMARY OF THE PRINCIPAL TERMS OF THE NEW SHARE OPTION SCHEME	7
NOTICE OF SPECIAL GENERAL MEETING	15

DEFINITIONS

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

“Bye-laws”	the bye-laws of the Company, and “Bye-law” shall mean a Bye-law of the Bye-laws
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“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
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“SGM”	the special general meeting of the Company to be held at 13/F., Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Friday, 25 September 2015, notice of which is set out on pages 15 to 16 of this circular or, where the context so admits, any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	1 September 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the SGM, a summary of the principal terms is set out in the Appendix to this circular

DEFINITIONS

“Old Share Option Scheme”	the share option scheme of the Company adopted on 22 January 2001 and was expired on 21 January 2011
“Option(s)”	a right to subscribe for Shares pursuant to the terms of the New Share Option Scheme
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the capital of the Company
“Shareholders”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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 Directors:

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 2

18 Harcourt Road

Admiralty

Hong Kong

4 September 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you notice of the SGM and to provide you with information relating to the proposed adoption of the New Share Option Scheme.

2. ADOPTION OF THE NEW SHARE OPTION SCHEME

Currently, the Company has no share option scheme. The previous share option scheme of the Company, the Old Share Option Scheme, was adopted on 22 January 2001 and was expired on 21 January 2011.

* for identification purpose only

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had granted options to subscribe for a total of 97,170,000 Shares to certain employees and directors of the Company pursuant to the Old Share Option Scheme, all of which had lapsed and no option to subscribe for Shares was outstanding. Upon expiry of the Old Share Option Scheme, no further options could be granted.

The Directors propose to adopt the New Share Option Scheme which will be put to the Shareholders for approval at the SGM. The purpose of the New Share Option Scheme is to provide the Company with a flexible means of incentivizing, rewarding, remunerating, compensating and/or providing benefits to the grantees and for such other purposes as the Board may approve from time to time. The Directors believe that the New Share Option Scheme could provide grantees with the opportunity of participating in the growth of the Company by acquiring shares in the Company and could, in turn, assist in the attraction and retention of grantees who have made contribution to the success of the Company.

A summary of the principal terms of the New Share Option Scheme is set out in the Appendix to this circular. A copy of the New Share Option Scheme is available for inspection at the principal place of business of the Company in Hong Kong at 13/F., Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong during normal business hours from the date hereof up to and including the date of the SGM.

As of the Latest Practicable Date, there were 21,391,162,483 Shares in issue. Assuming there is no change to the issued share capital of the Company in the period commencing from the Latest Practicable Date to the date of the SGM, the total number of Shares that may be issued under the New Share Option Scheme and any other schemes of the Company will be 2,139,116,248 Shares representing 10% of the issued share capital of the Company as at the date of the SGM.

Unless otherwise determined by the Board and specified in the offer letter at the time of the offer of the Option, there are neither any performance targets that need to be achieved by the grantees before an Option can be exercised nor any minimum period for which an Option must be held before the Option can be exercised.

The subscription price for the Shares under the New Share Option Scheme shall be a price solely determined by the Board and notified to a grantee and shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which an Option is granted; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days immediately preceding the date on which an Option is granted; and (iii) the nominal value of a Share.

None of the Directors is a trustee of the New Share Option Scheme nor has any direct or indirect interest in the trustees of the New Share Option Scheme, if any.

The Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to the New Share Option Scheme as if they had been granted at the Latest Practicable Date. The Directors believe that any statement regarding the value of the options as at the Latest Practicable Date will not be meaningful to the Shareholders, taking into account the number of variables which are crucial for the calculation of the option value

LETTER FROM THE BOARD

which have not been determined. Such variables include the exercise period and other relevant variables such as the Options may become lapsed or cancelled prior to the normal expiry of their respective option periods on the happening of certain events as specified in the New Share Option Scheme which are not predictable or controllable by the Directors.

3. CONDITIONS OF THE ADOPTION OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme shall take effect conditional upon:

- (i) the passing of the resolution by the Shareholders at the SGM approving the adoption of the New Share Option Scheme and authorising the Directors to grant Options to subscribe for Shares hereunder and to allot, issue and deal with Shares pursuant to the exercise of any Options granted under the New Share Option Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting approval of the listing of, and the permission to deal in, any Shares to be issued pursuant to the exercise of any Options under the New Share Option Scheme.

4. APPLICATION FOR LISTING

Application will be made to the Stock Exchange for approval of the listing of, and permission to deal in, the Shares to be issued and allotted pursuant to the exercise of any Options granted under the New Share Option Scheme.

5. SGM

A notice of the SGM which contains the resolution to approve the adoption of the New Share Option Scheme is set out from pages 15 to 16 of this circular.

Whether or not you are able to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Union Registrar Limited, A18/F., 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 the holding of the SGM or any adjournment thereof (as the case maybe). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case maybe) should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder had a material interest in the adoption of the New Share Option Scheme and accordingly, no Shareholder is required to abstain from voting at the SGM.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the SGM shall therefore demand voting on the resolution set out in the notice of the SGM be taken by way of poll pursuant to Bye-law 66 of the Bye-laws.

LETTER FROM THE BOARD

7. 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 Company. 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.

8. RECOMMENDATION

The Directors consider that the adoption of the New Share Option Scheme is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolution to be proposed at the SGM.

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

The following is a summary of the principal terms of the New Share Option Scheme proposed to be approved by the Shareholders at the SGM:

1. PURPOSE

The purpose of the New Share Option Scheme is to provide the Company with a flexible means of incentivizing, rewarding, remunerating, compensating and/or providing benefits to the Participants (as defined in paragraph 2 below), and for such other purposes as the Board may approve from time to time.

2. WHO MAY JOIN AND ELIGIBILITY OF PARTICIPANTS

The Board may, at its discretion, invite:

- (i) any executive or non-executive Director including any independent non-executive Director or any employee (whether full-time or part-time) of any member of the Group;
- (ii) any discretionary object of a discretionary trust established by any substantial Shareholder of the Company or any employee, executive or non-executive Director of any member of the Group;
- (iii) any consultant, professional and other advisers to any member of the Group;
- (iv) any chief executive or substantial Shareholder of any member of the Group;
- (v) any associate of any Director, chief executive or substantial Shareholder of any member of the Group; and
- (vi) any employee (whether full-time or part-time) of substantial shareholder of any member of the Group (each a “Participant”), to take up Options.

In determining the basis of eligibility of each Participant, the Board would take into account such factors as the Board may at its discretion consider appropriate. The Board shall have absolute discretion to determine whether a person shall fall within the aforesaid categories.

3. ACCEPTANCE OF OFFERS

Offer of an Option shall be deemed to have been accepted by the grantee when the duplicate of the relevant offer letter comprising acceptance of the Option duly signed by the grantee with the number of Shares in respect of which the offer is accepted clearly stated therein, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the granting thereof is received by the Company within 14 days from the date of the offer, and the Option to which the offer relates shall be deemed to have been granted on the date such Option is accepted by the grantee. Such remittance shall in no circumstances be refundable.

4. EXERCISE OF OPTIONS AND SUBSCRIPTION PRICE

An Option may be exercised in whole or in part by the grantee giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised.

Each such notice must be accompanied by a remittance for the full amount of the subscription price for the Shares in respect of which the notice is given. Within thirty (30) days after receipt of the notice and the remittance, the Company shall allot and issue the relevant Shares to the grantee (or his legal personal representative(s)) credited as fully paid.

Holders of the Options are not entitled to voting, dividend, transfer and other rights of the holders of the Shares, including those arising on a liquidation of the Company, save as otherwise provided herein or under the relevant laws or the memorandum of association of the Company and the Bye-laws in effect from time to time. Shares to be allotted and issued upon the exercise of an Option will be subject to all the provisions of the Bye-laws of the Company for the time being in force and will rank *pari passu* in all respects with the existing fully paid Shares in issue on the date on which the Option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members (the “**Exercise Date**”) and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted upon the exercise of an Option shall not carry voting rights until the name of the grantee has been duly entered onto the register of members of the Company as the holder thereof.

The subscription price for the Shares under the New Share Option Scheme shall be a price solely determined by the Board and notified to a Participant and shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date on which an Option is granted, which must be a Business Day; (ii) a price being the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotations sheets for the 5 Business Days immediately preceding the date on which an Option is granted; and (iii) the nominal value of a Share.

5. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION

- (i) Subject to (iv) below, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of the Shares in issue as at the date of adoption of the New Share Option Scheme, unless the Company obtains an approval from its Shareholders pursuant to (ii) below.
- (ii) The Company may seek approval of its Shareholders in general meeting for refreshing the 10% limit set out in (i) above such that the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share

Option Scheme and any other share option schemes of the Company under the limit as refreshed shall not exceed 10% of the total number of Shares in issue as at the date of approval to refresh such limit.

- (iii) The Company may seek separate approval by its Shareholders in general meeting for granting Options beyond the 10% limit provided the Options in excess of such limit are granted only to the Participants specifically identified by the Company before such approval is sought. In such case, the Company shall send a circular to its Shareholders containing the information required under the Listing Rules.
- (iv) Notwithstanding any other provisions of the New Share Option Scheme, the maximum number of the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time. No Option may be granted under the New Share Option Scheme or any other share option scheme of the Company if this will result in such limit being exceeded.

6. MAXIMUM ENTITLEMENT OF SHARES OF EACH PARTICIPANT

- (i) The total number of Shares issued and to be issued upon exercise of the Options granted to each Participant (including both exercised and outstanding Options) in any 12-month period shall not exceed 1% of the total number of Shares in issue.
- (ii) Notwithstanding (i) above, any further grant of Options which would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted under the New Share Option Scheme and any other share option schemes of the Company to a Participant (including exercised, cancelled and outstanding Options) in any 12-month period to exceed 1% of the Shares in issue shall be subject to approval by the Shareholders in general meeting with such Participant and his close associates (as defined under the Listing Rules) abstaining from voting. In such case, the Company shall send a circular to its Shareholders containing information as required under the Listing Rules. The number and the terms of the Options to be granted to such Participant shall be fixed before the Shareholders' approval and the date of the Board meeting for proposing such further grants should be taken as the date of grant for the purpose of calculating the subscription price.

7. GRANT OF OPTIONS TO CONNECTED PERSONS

- (i) Any grant of Options to a Participant who is a Director, chief executive or substantial Shareholder (as defined under the Listing Rules) of the Company or their respective associates (including a discretionary trust whose discretionary objects include a Director, chief executive or a substantial Shareholder of a company beneficially owned by any Director, chief executive or substantial Shareholder) must be approved by the independent non-executive Directors (excluding an independent non-executive Director who is the grantee of the Options).
- (ii) Where the Board proposes to grant any Option to a Participant who is a substantial Shareholder or an independent non-executive Director, or their respective associates

(including a discretionary trust whose discretionary objects include a substantial Shareholder or an independent non-executive Director or a company beneficially owned by any substantial Shareholder or independent non-executive Director) would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (1) representing in aggregate more than 0.1% of the total number of Shares in issue; and
- (2) having an aggregate value, based on the closing price of the Shares at the date of each grant, over HK\$5,000,000.00,

such proposed grant of Options must be approved by the Shareholders in general meeting. In such a case, the Company shall send a circular to its Shareholders containing all those terms as required under the Listing Rules. All connected persons of the Company must abstain from voting at such general meeting (except that any connected person may vote against the relevant resolution provided that his intention to do so has been stated in this circular). Any vote taken at the meeting to approve the grant of such Options must be taken on a poll.

8. TIME OF EXERCISE OF OPTIONS

Any Option may be exercised in accordance with the terms of the New Share Option Scheme and such other terms and conditions upon which an Option was granted, at any time during the option period after the Option has been granted by the Board but in any event, not longer than 10 years from the date of grant. An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the option period. Save as determined by the Board and specified in the offer letter at the time of the offer of the Option, there is no minimum period for which an Option must be held before it can be exercised.

9. PERFORMANCE TARGETS

Unless otherwise determined by the Board and specified in the offer letter at the time of the offer of the Option, there is no performance target which must be achieved before any of the Options can be exercised.

10. TRANSFERABILITY OF OPTIONS

An Option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interests in favour of any third party over or in relation to any Option (where the grantee is a company, any change of its major shareholder or any substantial change in its management (to be determined by the Board at its absolute discretion) will be deemed to be a sale or transfer of interest aforesaid). Any breach of the foregoing by a grantee shall entitle the Company to cancel any outstanding Option or part thereof.

11. RIGHTS ON CEASING EMPLOYMENT

If the grantee ceases to be a Participant for any reason other than on the grantee's death or the termination of the grantee's employment, directorship, office or appointment on one or more of the grounds specified in paragraph 13 below, the grantee may exercise the Option up to his entitlement at the date of cessation (to the extent which has become exercisable and not already exercised) within the period of 3 months (or such longer period as the Board may determine) following the date of such cessation, which date shall be the last actual working day with the relevant company whether salary is paid in lieu of notice or not, or the last date of notice or appointment as director of, as consultant, professional or other advisers to the relevant company, as the case may be, in the event of which, the date of cessation as determined by a resolution of the board of directors or governing body of the relevant company shall be conclusive (to the extent not already exercised) on the expiry of the period referred to above.

12. RIGHTS ON DEATH

If the grantee dies before exercising the Option in full and none of the events which would be a ground for termination of the grantee's employment, directorship, office or appointment under paragraph 13 below arises, the personal representative(s) of the grantee shall be entitled to exercise the Option up to the entitlement of such grantee at the date of death (to the extent which has become exercisable and not already exercised) within a period of 6 months or such longer period as the Board may determine from the date of death. Subject to the above, an Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the period referred to above.

13. RIGHTS ON DISMISSAL

An Option shall lapse automatically (to the extent not already exercised) on the date on which the grantee ceased to be a Participant by reason of the termination of his employment, directorship, office or appointment on the grounds that he or she has been guilty of misconduct, or appears either to be unable to pay or have no reasonable prospect to pay debts, or has become insolvent, or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty.

14. RIGHTS ON WINDING-UP

In the event a notice is given by the Company to its Shareholders to convene a Shareholders' meeting for the purpose of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, the Company shall on the same date as or as soon as practicable after it despatches such notice to convene the Shareholders' meeting, give notice thereof to all grantees. Each grantee (or his or her legal personal representative(s)) may by notice in writing to the Company (such notice to be received by the Company not later than 5 Business Days prior to the proposed general meeting) exercise the Option (to the

extent which has become exercisable and not already exercised) either to its full extent or to the extent specified in such notice, such notice to be accompanied by a payment for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given, whereupon the Company shall as soon as possible and, in any event, no later than the third Business Day immediately prior to the date of the proposed general meeting referred to above, allot, issue and register in the name of the grantee the relevant Shares credited as fully paid. Subject to the above, an Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the period referred to above.

15. RIGHTS ON A GENERAL OFFER BY WAY OF TAKE-OVER

If a general offer by way of take-over is made to all the holders of Shares (other than by way of scheme of arrangement pursuant to paragraph 16) (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and if such offer becomes or is declared unconditional prior to the expiry of the relevant option period, the Company shall forthwith give notice thereof to the grantee and the grantee (or his personal representative(s)) may by notice in writing to the Company within 21 days of the date of notice from the Company exercise the Option (to the extent which has become exercisable on the date of the notice of the Company and not already exercised) to its full extent or to the extent specified in such notice.

16. RIGHTS ON A GENERAL OFFER BY WAY OF SCHEME OF ARRANGEMENT

If a general offer by way of scheme of arrangement is made to all the holders of Shares and has been approved by the necessary number of holders of Shares at the requisite meetings, the Company shall forthwith give notice thereof to the grantee and the grantee (or his or her personal representative(s)) may thereafter (but only until such time as shall be notified by the Company, after which the Option shall lapse) exercise the Option (to the extent which has become exercisable and not already exercised) to its full extent or to the extent specified in such notice.

17. RIGHTS ON A COMPROMISE OR ARRANGEMENT

If a compromise or arrangement between the Company and its Shareholders or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies (other than a general offer or a scheme of arrangement contemplated in paragraphs 15 and 16 respectively), the Company shall give notice thereof to the grantee on the same date as it despatches the notice which is sent to each Shareholder or creditor of the Company summoning the meeting to consider such a compromise or arrangement, and thereupon the grantee (or his or her personal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of 2 months thereafter and the date on which such compromise or arrangement is sanctioned by the Court, exercise any of his Options (to the extent which has become exercisable and not already exercised) whether in full or in part, but the exercise of an Option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. Upon such compromise or arrangement becoming effective, all Options shall lapse except insofar as previously exercised under the New Share Option Scheme.

18. RANKING OF SHARES

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the memorandum and bye-laws of association of the Company for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue on the date of their allotment and issue, and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment and issue other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment and issue.

19. EFFECTS OF ALTERATIONS IN CAPITAL STRUCTURE OF THE COMPANY

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable, whether by way of capitalization issue, rights issue, sub-division or consolidation of Shares or reduction of the share capital of the Company, such corresponding alterations (if any) shall be made to:

- (i) the number or nominal amount of Shares subject to the Option so far as unexercised; and/or
- (ii) the subscription price,

as an independent financial adviser or the auditors of the Company shall at the request of the Board certify in writing to the Directors to be in his/their opinion fair and reasonable and that any such alterations shall satisfy the requirements set out in rule 17.03(13) of the Listing Rules and the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all listed issuers relating to share option schemes.

20. PERIOD OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme will remain valid and effective for a period of 10 years commencing on the date on which the New Share Option Scheme is adopted, after which period no further Options will be granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme, and Options which are granted during the life of the New Share Option Scheme may continue to be exercisable in accordance with their terms of issue.

21. CANCELLATION OF OPTIONS GRANTED BUT NOT YET EXERCISED

The Board may, with the consent of the relevant grantee, at any time at its absolute discretion cancel any Option granted but not exercised. Where the Company cancels Options and makes an offer of the grant of new options to the same Option holder, the offer of the grant of such new Options may only be made under the New Share Option Scheme with available Options (to the extent not yet granted and excluding the cancelled Options) within

the limit approved by the Shareholders as mentioned in paragraph 7 above. An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the date on which the Option is cancelled by the Board as provided above.

22. TERMINATION OF THE NEW SHARE OPTION SCHEME

The Company by ordinary resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect. Upon the termination of the New Share Option Scheme, any Options granted but not yet exercised thereunder shall continue to be subject to the provisions of the New Share Option Scheme.

23. ALTERATION OF PROVISIONS TO THE NEW SHARE OPTION SCHEME

The provisions of the New Share Option Scheme may be altered in any respect by resolution of the Board except that provisions relating to the class of persons eligible for the grant of Options, the option period and all such other matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of the Participants without the prior approval of the Shareholders in general meeting.

Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of the Options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme. The amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules. Any change to the authority of the Directors or scheme administrators in relation to any alteration to the terms of the New Share Option Scheme must be approved by the Shareholders in general meeting.

24. RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

No offer shall be made after inside information has come to the knowledge of the Company until such inside information has been announced pursuant to the requirements of the Listing Rules. In particular, no Option may be granted during the period commencing one month immediately before the earlier of: (i) the date of the Board meeting (as such date is first notified by the Company to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of publication of the results announcement.

NOTICE OF SPECIAL GENERAL MEETING



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 an special general meeting (the “Special 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 25 September 2015 at 10:00 a.m. to consider and, if thought fit, pass (with or without modification) the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT**, subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal in, shares of the Company (the “Shares”) which may fall to be allotted and issued pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the chairman of the meeting, the Share Option Scheme be and is hereby approved and adopted as at the date of passing this resolution and that the directors of the Company (the “Directors”) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme including but without limitation:

- (a) to administer the Share Option Scheme;
- (b) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (c) to allot and issue from time to time such number of Shares as may fall to be issued pursuant to the exercise of the options under the Share Option Scheme, provided always that the total number of Shares subject to the Share Option Scheme, when aggregated with any Shares subject to any grants after the date of passing this resolution pursuant to any other share option schemes of the Company, shall not exceed 10% of the relevant class of the Shares in issue as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the Share Option Scheme and any other share option schemes of the Company, and the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 30% of the relevant class of the Shares in issue from time to time; and

* for identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

- (d) to take all such steps as may be necessary, desirable or expedient to carry into effect the Share Option Scheme from the close of business of the day on which this resolution is passed.”

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

Hong Kong, 4 September 2015

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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 Special General 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 Share Registrar, Union Registrars Limited, A18/F., 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 Special General 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.