
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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Wai Chun Group Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the 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 CHANGE OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

The notice convening the special general meeting (the “SGM”) of Wai Chun Group Holdings Company Limited (the “Company”) to be held at 13/F., Admiralty Centre, Tower II, 18 Harcourt Road, Admiralty, Hong Kong at 10:30 a.m. on Monday, 17 May 2021 is set out on pages 5 to 7 of this circular.

A proxy form for the SGM is also enclosed with 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 branch 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 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.

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DEFINITIONS

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

“Audit Committee”	audit committee of the Company
“Board”	the board of Directors
“Bye-laws”	the bye-laws for the time being adopted by the Company and as amended from time to time
“Company”	Wai Chun Group Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code:1013)
“Director(s)”	the director(s) of the Company
“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
“SGM”	the special general meeting of the Company to be held at 13/F., Admiralty Centre, Tower II, 18 Harcourt Road, Admiralty, Hong Kong at 10:30 a.m. on Monday, 17 May 2021, to consider and, if thought fit, to approve the proposed appointment of Zhonghui as the new auditor of the Company
“Share(s)”	ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhonghui”	ZHONGHUI ANDA CPA Limited, the new auditor proposed to be appointed by the Company subject to approval by the Shareholders at the SGM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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 Director:

Mr. Lam Ching Kui

(Chairman and Chief Executive Officer)

Independent Non-executive Directors:

Mr. Chan Wai Dune

Dr. Wang Wei

Ms. Chen Dairong

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

23 April 2021

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the SGM in respect of the appointment of Zhonghui as the auditor of the Company and to give you notice of the SGM.

* for identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITOR

References are made to the announcement of the Company dated 16 April 2021 in relation to the change of the auditor of the Company.

HLM CPA Limited (“HLM”) has resigned as the auditor of the Company with effect from 16 April 2021.

With the recommendation from the Audit Committee, the Board has resolved to propose the appointment of Zhonghui as the auditor of the Company to fill the vacancy following the resignation of HLM. Pursuant to the Bye-laws, the proposed appointment of Zhonghui as the auditor of the Company is subject to approval by the Shareholders at the SGM.

SGM AND PROXY ARRANGEMENT

The notice of the SGM is set out on pages 5 to 7 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll result will be published by the Company after the SGM in the manner prescribed under the Listing Rules.

Whether or not you are able to attend the SGM, you are requested to complete and sign the enclosed form of proxy for use at the SGM in accordance with the instructions printed thereon and return it to the Company’s branch 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 as soon as possible but in any event not less than 48 hours before the time appointed for the SGM (i.e. not later than 10:30 a.m. on 15 May 2021 (Saturday)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the SGM or any adjournment thereof (as the case may be) if they so wish. In such event, the instrument appointing a proxy will be deemed to be revoked.

To the best of the Directors’ knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the SGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 12 May 2021 to Monday, 17 May 2021 (both days inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the SGM. No transfer of Shares will be registered during this period. In order to be eligible to attend and vote at the SGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 11 May 2021.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that proposed appointment of Zhonghui as the auditor of the Company is in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolution set out in the notice of the SGM.

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

NOTICE OF SGM



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 SGM

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Wai Chun Group Holdings Limited (the “**Company**”) will be held at 13/F., Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong at 10:30 a.m. on Monday, 17 May 2021 to consider and, if thought fit, pass (with or without modification) the following resolution as ordinary resolution:

ORDINARY RESOLUTION

1. **THAT** to consider and appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.

On behalf of the Board

Wai Chun Group Holdings Limited

Lam Ching Kui

Chairman and Chief Executive Officer

Hong Kong, 23 April 2021

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Place of Business in HongKong:

13/F., Admiralty Centre 2,
18 Harcourt Road,
Admiralty,
Hong Kong.

* for identification purpose only

NOTICE OF SGM

Notes:

1. Any member entitled to attend and vote at the SGM 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. 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 at 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 SGM 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 SGM or any adjourned meeting thereof should he so wishes.
3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. The register of members of the Company will be closed from Wednesday, 12 May 2021 to Monday, 17 May 2021(both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the SGM (or any adjournment thereof), all transfers of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong at the above address by no later than 4:00 p.m.on Tuesday, 11 May 2021.
5. In case a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted but lowered before 7:00 a.m. on Monday, 17 May 2021, the SGM will be held as scheduled at 10:30 a.m. on the same day at the same venue; or a Typhoon Signal No. 8 (or above) or a Black Rain storm Warning Signal is hoisted or remains hoisted any time after 7:00 a.m. on Monday, 17 May 2021, the SGM will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.1013.hk) to notify shareholders of the date, time and location of the rescheduled meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.
6. As at the date of this notice, the Board consists of one executive Director, namely Mr. Lam Ching Kui (Chairman and Chief Executive Officer) and three Independent non-executive Directors, namely Mr. Chan Wai Dune, Dr. Wang Wei and Ms. Chen Dairong.

NOTICE OF SGM

PRECAUTIONARY MEASURES FOR THE SGM

At the time of publishing this notice, the Novel coronavirus (COVID-19) situation in Hong Kong is still developing and the situation at the time of the SGM is difficult to predict. The Company reminds attendees that they should carefully consider the risks of attending the SGM, taking into account their own personal circumstances. Furthermore, the Company would like to remind shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising their voting rights and strongly recommends shareholders to appoint the chairman of the SGM as their proxy and submit their form of proxy as early as possible.

Should the coronavirus continue to affect Hong Kong at or around the time of the SGM, the Company may implement precautionary measures at the SGM in the interests of the health and safety of the attendees of the SGM which include without limitation:

1. All attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the SGM. Attendees are advised to observe good personal hygiene and maintain appropriate social distance with each other at all times when attending the SGM.
2. There will be compulsory body temperature screening for all persons before entering the SGM venue. Should anyone seeking to attend the SGM decline to submit to temperature testing or be found to be suffering from a fever with a body temperature of 37.3 degrees Celsius or above or otherwise unwell, the Company reserves the right to refuse such person's admission to the SGM.
3. Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the SGM; (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the SGM venue and will not be allowed to attend the SGM.
4. Appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding.
5. Each attendee will be assigned a designated seat to facilitate contact tracing and to ensure appropriate social distancing.
6. No gifts, food or beverages will be provided at the SGM.
7. Company staff and representatives at the SGM venue will assist with crowd control and queue management to ensure appropriate social distancing.
8. Due to the constantly evolving COVID-19 pandemic situation, the Company may implement further changes and precautionary measures in relation to the SGM arrangements at short notice. Shareholders should check the Company's website.