
LETTER FROM THE INDEPENDENT BOARD COMMITTEE



偉俊集團控股有限公司*

Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1013)

13 December 2024

To the Independent Shareholders

Dear Sir or Madam,

**CONNECTED TRANSACTION:
PROPOSED ALTERATION TO THE TERMS OF
THE EXISTING CONVERTIBLE BONDS**

We refer to the circular of the Company dated 13 December 2024 (the “**Circular**”), of which this letter forms part. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Independent Board Committee has been formed to consider and advise you in respect of the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate), details of which are set out in the “Letter from the Board” contained in the Circular. INCU has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. The text of the letter of advice from IFA containing its recommendations and the principal factors and reasons in which INCU has taken into consideration in arriving at its recommendations is set out on pages 47 to 72 of the Circular.

Having considered the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate), and after taking into account the principal factors and reasons and the advice of IFA as set out in the “Letter from IFA”, contained in the Circular, we consider that the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate), though not in the ordinary and usual course of business of the Group, are on normal commercial terms, fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

* For identification purposes only

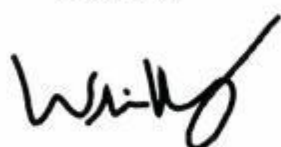
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Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM in respect of the Alteration of Terms and the transactions contemplated thereunder (including the grant of the Specific Mandate).

Yours faithfully
For and on behalf of the
Independent Board Committee
Wai Chun Group Holding Limited



Dr. Wang Wei
*Independent non-executive
Director*



Mr. Wan Bo
*Independent non-executive
Director*

Ms. Kung Ying Tung
*Independent non-executive
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