



偉俊集團控股有限公司
WAI CHUN GROUP HOLDINGS LIMITED

Date: 31 October 2024

Ka Chun Holdings Limited

Dear Sir,

2% coupon convertible bonds (the “Bonds”) due on 17 January 2025 issued by Wai Chun Group Holdings Limited (the “Company”) on 18 January 2022

We refer to the bond instrument dated 18 January 2022 executed by the Company by deed poll (the “**Instrument**”) in respect of which you are the Bondholder in the outstanding principal amount of HK\$42,700,000. Unless otherwise stated, capitalized terms defined in the Instrument shall have the same meanings when used herein.

We write to put in writing our mutual agreement to amend the terms of the Bonds as follows (the “**Proposed Amendments**”):

- (i) the Conversion Price be reduced from HK\$0.384 per Conversion Share to HK\$0.1 per Conversion Share;
- (ii) the Interest Rate be reduced from 2% per annum to 0% per annum; and
- (iii) the maturity date of the Bonds to be extended to 31 December 2027; and
- (iv) the Bonds be redeemed at 98% of the principal amount of the Bonds upon Maturity

Save for the Proposed Amendments, all other terms of the Bonds shall remain unchanged and be in full force and effect.

The implementation of the Proposed Amendments shall be effected by a deed poll to be executed by the Company which shall be subject to the satisfaction of the following conditions:

- (a) the Stock Exchange granting its approval for the Proposed Amendments;
- (b) the passing of an ordinary resolution by the independent shareholders of the Company at a special general meeting of the Company to be held for approving the Proposed Amendments (including the grant of the mandate to the directors of the Company to allot and issue the Conversion Shares upon the exercise of the conversion rights attached to the Bonds); and
- (c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of conversion rights attached to the Bonds.

If any of the conditions above are not fulfilled by [31 December 2024], the Proposed Amendments will not proceed.

The terms of this letter shall be governed by and construed in accordance with the laws of Hong Kong.

Please confirm your agreement to and acceptance of the foregoing by signing and returning a copy of the confirmation below.

Your faithfully

For and on behalf of

WAI CHUN GROUP HOLDINGS LIMITED

A handwritten signature in black ink, appearing to be 'Lam Ka Chun', written over a horizontal line.

Name: Lam Ka Chun

Title: Director

*** Consent Confirmation ***

For and on behalf of Ka Chun Holdings Limited, being the Bondholder, irrevocably consent to the Proposed Amendments subject to and upon the terms thereof.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Lam Ching Kui', written over a horizontal line.

Name: Lam Ching Kui

Title: Director

Date: 31 October 2024



偉俊集團控股有限公司
WAI CHUN GROUP HOLDINGS LIMITED

Date: 31 October 2024

Mr. Lam Ching Kui

Dear Sir,

1% coupon convertible bonds (the “Bonds”) due on 31 August 2025 issued by Wai Chun Group Holdings Limited (the “Company”) on 30 November 2020

We refer to the bond instrument dated 30 November 2020 executed by the Company by deed poll (the “Instrument”) in respect of which you are the Bondholder in the outstanding principal amount of HK\$23,480,000. Unless otherwise stated, capitalized terms defined in the Instrument shall have the same meanings when used herein.

We write to put in writing our mutual agreement to amend the terms of the Bonds as follows (the “Proposed Amendments”):

- (i) the Conversion Price be reduced from HK\$0.384 per Conversion Share to HK\$0.1 per Conversion Share;
- (ii) the Interest Rate be reduced from 1% per annum to 0% per annum;
- (iii) the maturity date of the Bonds to be extended to 31 December 2027; and
- (iv) the Bonds be redeemed at 98% of the principal amount of the Bonds upon Maturity

Save for the Proposed Amendments, all other terms of the Bonds shall remain unchanged and be in full force and effect.

The implementation of the Proposed Amendments shall be effected by a deed poll to be executed by the Company which shall be subject to the satisfaction of the following conditions:

- (a) the Stock Exchange granting its approval for the Proposed Amendments;
- (b) the passing of an ordinary resolution by the independent shareholders of the Company at a special general meeting of the Company to be held for approving the Proposed Amendments (including the grant of the mandate to the directors of the Company to allot and issue the Conversion Shares upon the exercise of the conversion rights attached to the Bonds); and
- (c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of conversion rights attached to the Bonds.

If any of the conditions above are not fulfilled by [31 December 2024], the Proposed Amendments

will not proceed.

The terms of this letter shall be governed by and construed in accordance with the laws of Hong Kong.

Please confirm your agreement to and acceptance of the foregoing by signing and returning a copy of the confirmation below.

Your faithfully

For and on behalf of

WAI CHUN GROUP HOLDINGS LIMITED

A handwritten signature in black ink, appearing to be 'Lam Ka Chun', written over a horizontal line.

Name: Lam Ka Chun

Title: Director

*** Consent Confirmation ***

I, Lam Ching Kui, being the Bondholder, irrevocably consent to the Proposed Amendments subject to and upon the terms thereof.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Lam Ching Kui' in Chinese characters, written over a horizontal line.

Name: Lam Ching Kui

Date: 31 October 2024



偉俊集團控股有限公司
WAI CHUN GROUP HOLDINGS LIMITED

Date: 31 October 2024

Mr. Lam Ching Kui

Dear Sir,

1% coupon convertible bonds (the “Bonds”) due on 31 August 2025 issued by Wai Chun Group Holdings Limited (the “Company”) on 31 August 2020

We refer to the bond instrument dated 31 August 2020 executed by the Company by deed poll (the “Instrument”) in respect of which you are the Bondholder in the outstanding principal amount of HK\$152,000,000. Unless otherwise stated, capitalized terms defined in the Instrument shall have the same meanings when used herein.

We write to put in writing our mutual agreement to amend the terms of the Bonds as follows (the “Proposed Amendments”):

- (i) the Conversion Price be reduced from HK\$0.384 per Conversion Share to HK\$0.1 per Conversion Share;
- (ii) the Interest Rate be reduced from 1% per annum to 0% per annum;
- (iii) the maturity date of the Bonds to be extended to 31 December 2027; and
- (iv) the Bonds be redeemed at 98% of the principal amount of the Bonds upon Maturity

Save for the Proposed Amendments, all other terms of the Bonds shall remain unchanged and be in full force and effect.

The implementation of the Proposed Amendments shall be effected by a deed poll to be executed by the Company which shall be subject to the satisfaction of the following conditions:

- (a) the Stock Exchange granting its approval for the Proposed Amendments;
- (b) the passing of an ordinary resolution by the independent shareholders of the Company at a special general meeting of the Company to be held for approving the Proposed Amendments (including the grant of the mandate to the directors of the Company to allot and issue the Conversion Shares upon the exercise of the conversion rights attached to the Bonds); and
- (c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of conversion rights attached to the Bonds.

If any of the conditions above are not fulfilled by [31 December 2024], the Proposed Amendments

will not proceed.

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Your faithfully

For and on behalf of

WAI CHUN GROUP HOLDINGS LIMITED

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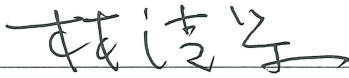
Name: Lam Ka Chun

Title: Director

*** Consent Confirmation ***

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Yours faithfully

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Name: Lam Ching Kui

Date: 31 October 2024