



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Wai Chun Bio-Technology Limited

Date Submitted 4 December 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

1. Ordinary Shares

(1) Stock code :	0660	Description :	N/A	
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month		40,000,000,000	HK\$0.0025	HK\$100,000,000
Increase/(decrease)		See Remarks (5)		Nil
Balance at close of the month		4,000,000,000 See Remarks (5)	HK\$0.025 See Remarks (5)	HK\$100,000,000

(2) Stock code :	N/A	Description :	N/A	
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month				
Increase/(decrease)				
Balance at close of the month				

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>Convertible Preference Shares</u>
	No. of preference shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>816,000,000</u>	<u>HK\$0.0025</u>	<u>HK\$2,040,000</u>
Increase/(decrease)	<u>See Remarks (5)</u>		<u>Nil</u>
Balance at close of the month	<u>81,600,000</u> <u>See Remarks (5)</u>	<u>HK\$0.025</u> <u>See Remarks (5)</u>	<u>HK\$2,040,000</u>

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

Total authorised share capital at the end of the month (HK\$) : HK\$102,040,000

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No. of preference shares (Convertible Preference Shares)	No. of other classes of shares
Balance at close of preceding month	16,590,685,376	N/A	216,960,000	N/A
Increase / (decrease) during the month	(14,931,616,839) <i>See Remarks (5)</i>	N/A	(195,264,000) <i>See Remarks (5)</i>	N/A
Balance at close of the month	1,659,068,537	N/A	21,696,000	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1.Share Options Scheme adopted on 22/07/2015 Exercise Price: Adjusted to HK\$0.686 per share (see Remarks 5) Date of grant: 12/01/2016						Adjusted to
Ordinary shares	Nil	Nil	Nil	Nil	Nil	69,963,946
(Note 1)						(see Remarks 1 & 5)
2. Share Options Scheme adopted on 22/07/2015 Exercise Price: Adjusted to HK\$0.72 per share (see Remarks 5) Date of grant: 16/07/2018						Adjusted to
Ordinary shares	Nil	Nil	Nil	Nil	Nil	89,582,907
(Note 1)						(see Remarks 2 & 5)
3.N/A (/ /) shares						
(Note 1)						
Total A. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (HK\$)	Nil					

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total B.						
(Ordinary shares)						N/A
(Preference shares)						N/A
(Other class)						N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>Convertible Preference Shares</u> (as stated under Item II- “Movements in Issued Share Capital” on page 3)	HK\$	10,848,000	Nil	10,848,000	Nil	Adjusted to 21,696,000
Stock code (if listed)		N/A				(see Remarks 5)
Class of shares issuable (<i>Note 1</i>)		Ordinary Shares				
Subscription price		Adjusted to HK\$0.5 per convertible preference share				
EGM approval date (if applicable) (dd/mm/yyyy)		(see Remarks 5)				
		(8/4/2016)				
2. <u>Convertible Bonds</u> for principle amount of HK\$67,000,000	HK\$	Nil	Nil	23,480,000	Nil	558,333,333
Stock code (if listed)		N/A				
Class of shares issuable (<i>Note 1</i>)		Ordinary Shares				
Subscription price		Conversion price:				
EGM approval date (if applicable) (dd/mm/yyyy)		HK\$0.012 per conversion share (subject to adjustment)				
		(25 / 11 / 2020)				
3. <u>N/A</u>						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. <u>N/A</u>						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total C. (Ordinary shares)					Nil	
(Convertible Preference shares)					Nil	
(Other class)					N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
(/ /)		
shares (<i>Note 1</i>)		
2. N/A		
(/ /)		
shares (<i>Note 1</i>)		
3. N/A		
(/ /)		
shares (<i>Note 1</i>)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : HK\$	_____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
2. Open offer	At price : HK\$	_____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
3. Placing	At price : HK\$	_____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
4. Bonus issue			Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price : HK\$	_____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
6. Repurchase of shares			Class of shares repurchased <u>N/A</u> <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
7. Redemption of shares			Class of shares redeemed <u>N/A</u> <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
8. Consideration issue	At price : HK\$	_____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
9. Capital reorganisation	Class of shares issuable (Note 1)			<u>N/A</u>		
	Issue and allotment date : (dd/mm/yyyy)			(/ /)		
	EGM approval date: (dd/mm/yyyy)			(/ /)		
10. Other (Please specify)	At price : HK\$	_____	Class of shares issuable (Note 1)			<u>N/A</u>
			Issue and allotment date : (dd/mm/yyyy)			(/ /)
			EGM approval date: (dd/mm/yyyy)			(/ /)
			Total E.	(Ordinary shares)	<u>N/A</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>Nil</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:	
(Note 2)	
(i)	all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii)	all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii)	all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
(iv)	all the securities of each class are in all respects identical (Note 3);

(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

1. Exercisable period and validity period of the Share Options: From 12 January 2016 to 11 January 2021.

2. Exercisable period and validity period of the Share Options: From 16 July 2018 to 15 July 2023.

3. On 21 September 2020, the Company and Mr. Huang Zhiyong (the “Subscriber”) entered into the Subscription Agreement, pursuant to which the Subscriber conditionally agreed to subscribe for and the Company conditionally agreed to issue the Convertible Bonds with an aggregate principal amount of HK\$67,000,000 convertible into 5,583,333,333 new shares upon full conversion at the conversion price of HK\$0.012 per conversion share (subject to adjustments). Upon the Share Consolidation becoming effective on 27 November 2020 and immediately before at the Completion, the Subscriber is now interested in the Convertible Bonds in the aggregate principal amount of HK\$67,000,000 (which entitles the Subscriber to subscribe for 558,333,333 Conversion Consolidated Ordinary Shares initial Conversion Price of HK\$0.12 per Share, subject to adjustments). All conditions precedent under the Subscription Agreement have been fulfilled and completion has taken place on 27 November 2020. For details, please refer to the Company’s announcements dated 21 September 2020 and 27 November 2020.

4. On 26 November 2020 (as supplemented on 27 November 2020), the Company and Mr. Zhu Guiping (the “Subscriber”) entered into the Subscription Agreement, pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue, 464,539,191 Subscription Shares at the Subscription Price of HK\$0.095 per Subscription Share upon the Share Consolidation of the Company becoming effective on 27 November, 2020. The Subscription is subject to the Shareholders’ approval. The Subscription Shares will be issued and allotted pursuant to the Specific Mandate to be sought from the Shareholders at the EGM. For details, please refer to the Company’s announcement dated 27 November 2020.

5. Share consolidation of every ten issued and unissued shares of HK\$0.0025 each in the share capital of the Company into one consolidated share of HK\$0.025 each became effective on 27 November 2020. For details, please refer to the Company’s circular dated 5 November 2020.

Submitted by: Lam Ching Kui

Title: Director
(Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).

2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*