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WINSHINE SCIENCE COMPANY LIMITED

瀛晟科學有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 209)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 22 MAY 2024

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) convening of the special general meeting (the “**SGM**”) of Winshine Science Company Limited (the “**Company**”) both dated 29 April 2024 in respect of the Capital Reorganisation. The executive Directors, namely Mr. Jiang Qinghui, Mr. Weng Zudian and Mr. Li Zhonghai, the non-executive Director, namely Mr. Lin Shaopeng, and the independent non-executive Directors, namely Mr. Kwok Kim Hung Eddie, Mr. Chan Cheuk Ho and Mr. Zhao Yong attended the SGM. Unless the context otherwise requires, definitions and terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the special resolution (the “**Resolution**”) as set out in the Notice proposed at the SGM held on 22 May 2024 was duly passed by the Shareholders by way of poll.

As at the date of the SGM, the total number of issued Shares of the Company was 611,787,400 Shares. To the best of the Director’s knowledge, information and belief having made all reasonable enquiries, none of the Shareholders were required to abstain from voting on the Resolution proposed at the SGM. Accordingly, the Shareholders holding a total of 611,787,400 Shares were entitled to attend, either in person or by proxy, and vote on the Resolution proposed at the SGM. There was no Shareholder who was entitled to attend but vote only against the Resolution at the SGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

The poll results taken at the SGM in respect of the Resolution are as follows:

* *For identification purpose only*

Special Resolution <i>(Note)</i>	Number of votes (approximate % of total number of votes cast)		Total
	For	Against	number of votes cast
To consider and, if thought fit, to approve the Share Consolidation, the Capital Reduction and the Share Sub-division.	245,601,048 (100.00%)	0 (0.00%)	245,601,048 (100.00%)

Note: The full text of the Resolution is set out in the Notice.

As more than 75% of the votes were cast in favour of the Resolution, the Resolution was duly passed by the Shareholders as the special resolution of the Company.

CAPITAL REORGANISATION

The Board is pleased to announce that approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares. As all the conditions precedent in respect of the Capital Reorganisation have been fulfilled, the Capital Reorganisation become effective on Friday, 24 May 2024. Dealings in the New Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 24 May 2024. Please refer to the Circular for the details, including the trading arrangement, arrangement of free exchange of share certificates and matching services for odd lots in connection with the Capital Reorganisation. Shareholders should note that after the Capital Reorganisation becoming effective, new share certificates of the Company will be issued in green colour, while the existing share certificates in yellow colour will cease to be valid for trading and settlement purpose but remain valid and effective as documents of title.

ADJUSTMENT TO CONVERSION PRICE OF THE CONVERTIBLE BOND

As at the date of this announcement, the total outstanding principal amount of the convertible bond (the “**Convertible Bond**”) issued on 28 November 2022 held by Victor Arise Limited is HK\$2,500,000. With respect to the Convertible Bond, upon the effective of the Capital Reorganisation on 24 May 2024, the conversion price has been adjusted from HK\$0.25 to HK\$1.25 per conversion share and the number of the conversion shares has been adjusted from 10,000,000 to 2,000,000 conversion shares.

Red Sun Capital Limited has certified the adjustment to the conversion price of the Convertible Bond referred to in this announcement.

Save for the abovementioned adjustment to the conversion price of the Convertible Bond, all other terms and conditions of the Convertible Bond have remain unchanged.

By order of the Board
Winshine Science Company Limited
Jiang Qinghui
Chairman

Hong Kong, 22 May 2024

As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Jiang Qinghui (Chairman), Mr. Weng Zudian (Chief Executive Officer) and Mr. Li Zhonghai; one Non-executive Director, namely Mr. Lin Shaopeng; and three Independent Non-executive Directors, namely Mr. Kwok Kim Hung Eddie, Mr. Chan Cheuk Ho and Mr. Zhao Yong.