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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Winshine Science Company Limited (the “**Company**”) will be held at 35/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong on Monday, 19 August 2024 at 10:00 a.m. (or in the event that a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 8:00 a.m. on that day, at Room 907B, 9/F., China Merchant Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 22 August 2024 at 10:00 a.m.) (the “**SGM**” or “**Meeting**”) for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution as an ordinary resolution of the Company.

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the subscription agreement dated 8 July 2024 (“**Subscription Agreement**”) entered into between the Company and the HURRAY TALENT INVESTMENT DEVELOPMENT LIMITED (the “**Subscriber**”), in relation to the subscription of 23,000,000 new shares of the Company (the “**Subscription Share(s)**”) under the Specific Mandate (as defined below), a copy of which has been produced to the SGM marked “A” and signed by the Chairman for the purpose of identification, pursuant to which the Company are to allot and issue to the Subscriber the Subscription Shares at the subscription price of HK\$0.20 per Subscription Share be and are hereby approved, confirmed and ratified;

* *For identification purpose only*

- (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the grant of the specific mandate to the Directors to allot and issue the Subscription Shares (the “**Specific Mandate**”) be and is hereby approved, confirmed and ratified; the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the directors of the Company (the “**Director(s)**”) by the shareholders of the Company prior or subsequent to the passing of this resolution; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion which may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions contemplated under the Subscription Agreement.”

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

Hong Kong, 29 July 2024

Registered office in Bermuda:

Clarendon House,
2 Church Street,
Hamilton, HM 11,
Bermuda

Head office and principal place of business:

Room 907B, 9/F.,
China Merchants Tower,
Shun Tak Centre,
168-200 Connaught Road Central,
Hong Kong

Notes:

- (a) A member entitled to attend and vote at the Meeting shall be entitled to appoint one or, if he is the holder of two or more shares of the Company, may appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

- (c) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting 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 Meeting or any adjournment thereof (as the case may be) if you so wish, in such event, the relevant form of proxy shall be deemed to be revoked.
- (d) The register of members of the Company will be closed from Wednesday, 14 August 2024 to Monday, 19 August 2024 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 13 August 2024.
- (e) Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided by poll.
- (f) If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 8:00 a.m. on Monday, 19 August 2024, the Meeting will be postponed and the Meeting will be held at Room 907B, 9/F., China Merchant Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 22 August 2024 at 10:00 a.m. The Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Meeting under bad weather conditions bearing in mind your own situation and if you should choose to do so, you are advised to exercise care and caution.
- (g) References to time and dates in this notice are to Hong Kong time and dates.
- (h) As at the date of this notice, the board of the Directors of the Company 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. Chan Cheuk Ho, Mr. Kwok Kim Hung Eddie, and Mr. Zhao Yong.