

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



WINSHINE SCIENCE COMPANY LIMITED

瀛晟科學有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 209)

(1) PROFIT WARNING
AND
(2) LAPSE OF SUBSCRIPTION AGREEMENTS

This announcement is made by Winshine Science Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

(1) PROFIT WARNING

The Board of Directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on a preliminary review of the Group’s investment portfolio held under its securities investments division as of 30 June 2016, the Group is expected to record a loss of approximately HK\$119.2 million for its securities investment segment for the six months ended 30 June 2016. Such expected loss is primarily attributable to (i) realized losses of approximately HK\$9.2 million from investments in equity securities; and (ii) unrealized losses on change of fair value of approximately HK\$109.8 million from investments in equity securities. For comparison, the Group recorded a segment profit of HK\$7.6 million for its securities investment segment for the six months ended 30 June 2015, which was mainly attributable to a gain on change of fair value of HK\$8.5 million from investments in equity securities.

The Company is in the process of finalizing the interim results of the Group for the six months ended 30 June 2016. The information contained in this announcement is only a preliminary assessment based on the information currently available and is not based on any figures or information which has been audited or reviewed by the Company’s

* For identification purpose only

auditors. Further details of the Group's financial results and performance will be disclosed in the Company's interim results announcement to be published in or around August 2016.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

(2) LAPSE OF SUBSCRIPTION AGREEMENTS

Reference is made to the announcements of the Company dated 28 January 2016 and 4 February 2016 (the “**Announcements**”) in relation to, among other things, the Subscriptions under the Specific Mandate. Unless otherwise stated herein, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

Pursuant to each of the Subscription Agreements, in the event the Conditions Precedent are not fulfilled on or before the Long Stop Date or such later date as may be agreed between the Company and the relevant Subscriber, the relevant Subscription Agreement(s) will immediately and automatically terminate and the parties thereto will be released from all obligations thereunder, save for any antecedent obligations or liabilities accrued prior to such termination and any obligations which shall survive such termination. Since there were Conditions Precedent which have yet been fulfilled as at the Long Stop Date and the Company had not agreed to a later date for fulfilment of such Conditions Precedent with each of the Subscribers, as at the date of this announcement, each of the Subscription Agreements had lapsed.

The Directors are of the view that the lapse of Subscription Agreements does not have any material adverse impact on the business operation and financial position of the Group.

By Order of the Board
Gao Feng
Executive Director and Chairman

Hong Kong, 4 July 2016

As at the date of this announcement, the Board comprises two Executive Directors, being Mr. Gao Feng (Chairman) and Mr. Zhang Jack Jiyei (Chief Financial Officer); one Non-executive Director, namely Mr. Lo Ming Chi, Charles; and three Independent Non-executive Directors, namely Mr. Li Fang, Mr. Wong Kee Fung Kenneth and Mr. Wong Kwok Tai.