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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)**

## **(1) RESUMPTION GUIDANCE; AND (2) UPDATE ON SUSPENSION OF TRADING**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) Winshine Science Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09 and 13.24A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and the provisions of inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 28 March 2019, 16 April 2019 and 19 June 2019 in relation to, among other things, (i) the delay in publication of the annual results of the Group for the year ended 31 December 2018 (the “**2018 Annual Results**”); (ii) postponement of board meeting; and (iii) suspension of trading in the shares (the “**Shares**”) of the Company on the Stock Exchange with effect from 9:00 a.m. on 1 April 2019 (collectively, the “**Announcements**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Announcements.

### **RESUMPTION GUIDANCE**

On 21 June 2019, the Company has been notified by the Stock Exchange of the following resumption guidance (the “**Resumption Guidance**”) for the Company:

- (i) complete an appropriate independent investigation to address the audit issues identified by the Former Auditors and the Company, disclose the findings and take appropriate remedial actions;
- (ii) publish all outstanding financial results and address any audit modifications;

- (iii) conduct an independent internal control review and demonstrate that the issuer has in place adequate internal control and procedures to comply with the Listing Rules; and
- (iv) announce all material information for the Shareholders and other investors to appraise the Company's position.

The Stock Exchange required the Company to remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume and, for this purpose, the Company has the primary responsibility to devise its action plan for resumption. The Stock Exchange has also indicated that it may modify or supplement the Resumption Guidance if the Company's situation changes.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the Company's listing if trading in the Shares has remained suspended for 18 continuous months. In the case of the Company, the 18-month period expires on 30 September 2020. If the Company fails to remedy the issues causing its trading suspension, fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its Shares by 30 September 2020, the Listing Department will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period where appropriate.

The Company is now taking appropriate steps to resolve the issues causing its trading suspension and to fully comply with the Listing Rules to the Stock Exchange's satisfaction. The Company will seek to resume trading of its Shares as soon as possible.

#### **UPDATE ON SUSPENSION OF TRADING**

As disclosed in the Announcements, as additional time is required for the auditors of the Group to perform and complete their audit work in respect of the 2018 Annual Results (including but not limited to the review of the results of the Independent Investigation and the Internal Control Review), the publication of the 2018 Annual Results and the 2018 Annual Report will be delayed and the Board expects the 2018 Annual Results and the 2018 Annual Report to be issued around the end of August 2019 and around the end of September 2019, respectively.

As at the date of this announcement, both the Independent Investigation and the Internal Control Review are still in progress. As disclosed in the Announcements, a draft report of the Independent Investigation conducted by FTI Consulting should be available by end of August, and a draft report of the results of the Internal Control Review conducted by the Internal Control Adviser should be available by end of August.

The Company has been working and will continue to work closely with all relevant parties towards the resumption of trading in its Shares as soon as possible and will keep the Shareholders and potential investors of the Company informed of the progress on the fulfilment of the Resumption Guidance as and when appropriate.

### **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended since 9:00 a.m. on 1 April 2019 and will remain suspended until further notice pending fulfilment of the Resumption Guidance.

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

By Order of the Board  
**Winshine Science Company Limited**  
**Zhao Deyong**  
*Chairman*

Hong Kong, 25 June 2019

*As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Zhao Deyong (Chairman), Mr. Liu Michael Xiao Ming (Chief Executive Officer) and Mr. Luo Lianjun; one Non-executive Director, namely Mr. Lin Shaopeng; and three Independent Non-executive Directors, namely Mr. Kwok Kim Hung Eddie, Mr. Ng Wai Hung and Ms. Shi Xiaolei.*

\* *For identification purpose only*