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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) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 16 JUNE 2023; AND
(2) RETIREMENT OF DIRECTORS AND CHANGE IN COMPOSITION OF
BOARD COMMITTEES**

The Board announces that:

- (1) Save and except for the resolutions nos. 2(a) (regarding the re-election of Mr. Zhao Deyong as executive Director) and 2(b) (regarding the re-election of Mr. Ng Wai Hung as independent non-executive Director), all the resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM held on 16 June 2023; and
- (2) Mr. Zhao Deyong retired as an executive Director and Mr. Ng Wai Hung retired as an independent non-executive Director with effect from the conclusion of the AGM on 16 June 2023, since the resolutions nos. 2(a) and 2(b) in respect of their re-elections were not passed at the AGM.

POLL RESULTS

Reference is made to the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Winshine Science Company Limited (the “**Company**”) both dated 28 April 2023. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that save and except for the resolutions nos. 2(a) (regarding the re-election of Mr. Zhao Deyong as an executive Director) and 2(b) (regarding the re-election of Mr. Ng Wai Hung as an independent non-executive Director), all the resolutions as set out in the AGM Notice (the “**Resolutions**”, each a “**Resolution**”) were duly passed by the Shareholders by way of poll at the AGM held on 16 June 2023.

Details of the poll results of the Resolutions are set out as follows:

| Ordinary Resolutions | | No. of votes (%) | |
|-----------------------------|---|-------------------------|-------------------------|
| | | For | Against |
| 1. | To receive, consider and adopt the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2022. | 233,334,374 (100%) | 0 (0%) |
| 2. | (a) To re-elect Mr. Zhao Deyong as a director. | 89,698,000 (38.44%) | 143,636,374 (61.56%) |
| | (b) To re-elect Mr. Ng Wai Hung as a director. | 89,698,000 (38.44%) | 143,636,374 (61.56%) |
| | (c) To re-elect Mr. Jiang Qinghui as a director. | 233,334,374 (100%) | 0 (0%) |
| | (d) To authorise the Board of Directors of the Company to fix the directors remuneration. | 233,334,374 (100%) | 0 (0%) |
| 3. | To re-appoint Confucius International CPA Limited as the auditor of the Company and to authorise the Board of Directors of the Company to fix its remuneration. | 233,334,374 (100%) | 0 (0%) |
| 4. | (A) To give a general mandate to the directors of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution. | 233,334,374 (100%) | 0 (0%) |
| | (B) To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution. | 233,334,374 (100%) | 0 (0%) |
| | (C) To extend the general mandate granted to the directors of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company. | 233,334,374 (100%) | 0 (0%) |
| Special Resolution | | No. of votes (%) | |
| | | For | Against |
| 5. | To approve the proposed amendments to the Bye-laws of the Company and the adoption of the new Bye-laws of the Company. | 233,334,374 (100%) | 0 (0%) |

As at the date of the AGM, the total number of issued shares of the Company was 509,822,834 shares, which was the total number of shares entitling the holders to attend and vote on all the resolutions at the AGM. There were no restrictions on the Shareholders to cast votes on any of the resolutions proposed at the AGM. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and there were no shares requiring the holders to abstain from voting at the AGM under the Listing Rules. None of the Shareholders has stated his/her/its intention in the Circular to vote against any of the Resolutions or to abstain from voting at the AGM.

For Resolutions nos. 1, 2(c), 2(d), 3, 4(A), 4(B) and 4(C), as more than 50% of the votes were cast in favour of each of such Resolutions, Resolutions nos. 1, 2(c), 2(d), 3, 4(A), 4(B) and 4(C) were duly passed as ordinary resolutions of the Company at the AGM.

For Resolution nos. 2(a) and 2(b), as less than 50% of the votes were cast in favour of each of such Resolutions, Resolution nos. 2(a) and 2(b) were not passed as ordinary resolutions of the Company at the AGM.

For Resolution no. 5, as more than 75% of the votes were cast in favour of that Resolution, Resolution no. 5 was duly passed as special resolution of the Company at the AGM.

Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer at the AGM.

The following Directors attended the AGM either in person or by electronic means: Mr. Zhao Deyong, Mr. Jiang Qinghui, Mr. Lin Shaopeng, Mr. Kwok Kim Hung Eddie, Mr. Ng Wai Hung and Mr. Zhao Yong. Dr. Liao Wenjian (Chief Executive Officer) was unable to attend the AGM due to other work commitments.

RETIREMENT OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

As indicated above, the Resolution no. 2(a) regarding the re-election of Mr. Zhao Deyong (“**Mr. Zhao**”) as an executive Director, and the Resolution no. 2(b) regarding the re-election of Mr. Ng Wai Hung (“**Mr. Ng**”) as an independent non-executive Director were not passed at the AGM. Accordingly, Mr. Zhao has retired as an executive Director, and Mr. Ng has retired as an independent non-executive Director, with effect from the conclusion of the AGM on 16 June 2023.

The Board would like to express its sincere gratitude to Mr. Zhao and Mr. Ng for their contributions to the Company during their terms of office with the Company.

Immediately following the retirement of Mr. Ng as an independent non-executive Director, Mr. Ng ceased to be the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. The composition of the board committees upon the retirement of Mr. Ng is as follows:

AUDIT COMMITTEE:

Mr. Kwok Kim Hung Eddie (*Chairman*)

Mr. Zhao Yong

REMUNERATION COMMITTEE:

Mr. Kwok Kim Hung Eddie

Mr. Zhao Yong

NOMINATION COMMITTEE:

Mr. Zhao Yong (*Chairman*)

Mr. Kwok Kim Hung Eddie

Rule 3.10(1) of the Listing Rules requires every board of directors of a listed issuer must have at least three independent non-executive Directors. Rule 3.21 of the Listing Rules requires the audit committee of a listed issuer must comprise a minimum of three members. Rule 3.25 of the Listing Rules provides the remuneration committee of a listed issuer must be chaired by an independent non-executive director and comprising a majority of independent non-executive directors.

Following the retirement of Mr. Ng, the Company will not be able to comply with the requirements under Rules 3.10(1), 3.21 and 3.25 of the Listing Rules. The Board will make its best endeavours to identify suitable candidate(s) to fill the vacancy(ies) as soon as practicable and in any event within three months from the date of this announcement to meet the requirements under the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By Order of the Board
Winshine Science Company Limited
Jiang Qinghui
Director

Hong Kong, 16 June 2023

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Jiang Qinghui and Dr. Liao Wenjian (Chief Executive Officer); one non-executive Director, namely Mr. Lin Shaopeng; and two independent non-executive Directors, namely Mr. Kwok Kim Hung Eddie and Mr. Zhao Yong.

* *For identification purpose only*