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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 a special general meeting (the “**SGM**”) of Winshine Science Company Limited (the “**Company**”) will be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Wednesday, 22 May 2024 at 10:00 a.m. (or any adjournment thereof) to consider and, if thought fit, pass with or without amendments, the following resolutions:

#### SPECIAL RESOLUTIONS

1. “THAT subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below); and (ii) the compliance by the Company with the requirement of Section 46(2) of the Companies Act 1981 (as amended) of Bermuda and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), with effect from the second business day immediately following the day of passing of this resolution:
  - (a) every five (5) issued and unissued ordinary shares with a par value of HK\$0.01 each (the “**Existing Share(s)**”) in the existing share capital of the Company be and are consolidated into one (1) Consolidated share with a par value of HK\$0.05 (the “**Consolidated Share(s)**”) (the “**Share Consolidation**”), and such Consolidated Shares shall rank *pari passu* in all respects with each other and shall have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;
  - (b) immediately following the Share Consolidation becoming effective, and assuming that no changes on the on the authorised share capital of the Company from the date hereof until the effective date of the Share Consolidation, the authorised share capital of the Company will become HK\$700,000,000 divided into 14,000,000,000 Consolidated Shares with par value of HK\$0.05 each;

\* For identification purpose only

- (c) subject to and forthwith upon the Share Consolidation becoming effective, the issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK\$0.04 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.05 to HK\$0.01 (the “**New Share(s)**”) (the “**Capital Reduction**”);
- (d) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Shares of par value of HK\$0.05 each be sub-divided into five (5) New Shares of par value of HK\$0.01 each (the “**Share Sub-division**”);
- (e) the board of directors of the Company (the “**Directors**”) be authorised to apply the amount standing to the credit of the contributed surplus account of the Company, if any, in such manner as they consider appropriate; and
- (f) the Directors and each of them be and are fully authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute (under hand, seal or as a deed) any documents which they in their absolute discretion consider necessary, desirable, expedient or appropriate to effect and implement this resolution and to exercise such discretion in connection, relating to or arising from the Share Consolidation, the Capital Reduction and the Share Sub-division and/or the matters contemplated herein, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Share Consolidation, the Capital Reduction and the Share Sub-division.”

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

Hong Kong, 29 April 2024

*Head office and principal place of  
business in Hong Kong:*

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

*Notes:*

- a. A member of the Company (a “**Member**” or the “**Members**”) entitled to attend and vote at the SGM is entitled to appoint one or if he/she/it is a holder of more than one share of the Company, one or more proxies to attend and vote in his/her/its stead in accordance with the articles of association of the Company. A proxy need not be a member of the Company, but must be present to represent the member.

- b. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or other authority, must be lodged with Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Members whose names appear in the Company's branch register of members in Hong Kong and who hold Shares in certificated form) not later than 10:00 a.m. on Monday, 20 May 2024 or not less than 48 hours before the time for holding of the adjourned meeting. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM convened or any adjournment thereof, if he/she/it so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.
- c. To ascertain the shareholders' entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 17 May 2024 to Wednesday, 22 May 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 SGM, all transfer of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 May 2024.
- d. 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.
- e. Where there are joint holders of shares of the Company, any one of such joint holders may vote at the SGM (or any adjournment thereof), either in person or by proxy, in respect of such share of the Company as if he/she/it is solely entitled thereto; but if more than one of such joint holders be present at the SGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share of the Company will alone be entitled to vote in respect thereof.
- f. References to time and dates in this notice are to Hong Kong time and dates.
- g. Changes to entries on the Register after that time will be disregarded when determining the rights of any person to attend or vote at the SGM. As at the date of this notice, the Board comprises three executive Directors, namely Mr. Jiang Qinghui (*Chairman*), Mr. Weng Zudian (*Chief Executive Officer*) and Mr. Li Zhonghai; a non-executive Director, namely Mr. Lin Shaopeng; and three independent non-executive Directors, namely Mr. Chan Chak Ho, Mr. Kwok Kim Hung Eddie and Mr. Zhao Yong.