THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed security dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Winshine Science Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed security dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information only and does not constitute an invitation or offer to Shareholders or any other persons to acquire, purchase, or subscribe for securities of the Company.

WINSHINE
瀛晟科學

WINSHINE SCIENCE COMPANY LIMITED
瀛晟科學有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 209)

(1) PROPOSED RIGHTS ISSUE ON THE BASIS OF SEVEN (7) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE ON A FULLY UNDERWRITTEN BASIS; AND (2) NOTICE OF SGM

Financial Adviser to the Company

AKRON
Akron Corporate Finance Limited
亚贝隆资本有限公司

Underwriter of the Rights Issue

Planetree Securities Limited

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

AMASSE CAPITAL
寶積資本

Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 6 to 28 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on pages 29 to 30 of this circular. A letter from the Independent Financial Adviser, containing its recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 31 to 50 of this circular.

It should be noted that the Shares will be dealt in on an ex-rights basis from Thursday, 11 December 2025. Dealings in the Rights Shares in nil-paid form are expected to take place from Wednesday, 24 December 2025 to Monday, 5 January 2026 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated, the Rights Issue will not proceed. Any person contemplating dealing in the nil-paid Rights Shares during the period from Wednesday, 24 December 2025 to Monday, 5 January 2026 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its own professional advisers.

A notice convening the SGM to be held at 11:00 a.m. on Friday, 5 December 2025 at 35/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use at the SGM is also enclosed. Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Registrar as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. If you attend and vote at the SGM, the instrument appointing the proxy will be deemed to be revoked.

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right in its absolute discretion to terminate the obligations of the Underwriter thereunder on the occurrence of certain events. Such events are summarised in the section headed "Termination of the Underwriting Agreement" in this circular. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

14 November 2025

* *For identification purpose only*

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The expected timetable for the Rights Issue is set out below. The expected timetable is subject to the results of the SGM and satisfaction of the conditions and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	**2025**
Latest time for lodging transfers of Shares to qualify for attendance and voting at the SGM	4:30 p.m. on Friday, 28 November
Closure of register of members of the Company for determining the right to attend and vote at the SGM (both days inclusive)	Monday, 1 December to Friday, 5 December
Latest time for lodging proxy forms for the SGM	11:00 a.m. on Wednesday, 3 December
Record date for determining attendance and voting at the SGM	Friday, 5 December
Expected date and time of the SGM	11:00 a.m. on Friday, 5 December
Announcement of the poll results of the SGM	Friday, 5 December
Re-opening of the register of members of the Company	Monday, 8 December
The following events are conditional upon the results of the SGM and therefore the dates are tentative only:	
Last day of dealings in Shares on a cum-rights basis of the Rights Issue	Wednesday, 10 December
First day of dealings in Shares on an ex-rights basis of the Rights Issue	Thursday, 11 December
Latest date and time for the Shareholders to lodge transfer documents of Shares in order to be qualified for the Rights Issue	4:30 p.m. on Friday,12 December
Closure of register of members of the Company for determining entitlements to the Rights Issue	Monday, 15 December to Friday, 19 December
Record Date for the Rights Issue	Friday, 19 December
Re-opening of register of members of the Company	Monday, 22 December

Despatch of the Prospectus Documents (including the Prospectus, the PAL and the EAF) (in case of the Non-Qualifying Shareholders, the Prospectus only)	Monday, 22 December
First day of dealings in nil-paid Rights Shares	Wednesday, 24 December
Latest time for splitting the PALs	4:30 p.m. on Tuesday, 30 December

Event	**2026**
Last day of dealings in nil-paid Rights Shares	Monday, 5 January
Latest time on Final Acceptance Date for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares	4:00 p.m. on Thursday, 8 January
Latest time for the Rights Issue to be unconditional and for the termination of the Underwriting Agreement	4:00 p.m. on Friday, 9 January
Announcement of allotment results of the Rights Issue	Thursday, 15 January
Despatch of refund cheques for wholly or partly unsuccessful applications for excess Rights Shares or if the Rights Issue does not proceed	Friday, 16 January
Despatch of share certificates of fully-paid Rights Shares	Friday, 16 January
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Monday, 19 January
Designated broker commences to provide matching services for odd lots of Shares	9:00 a.m. on Monday, 19 January
Designated broker ceases to provide matching services for odd lots of Shares	4:00 p.m. on Friday, 6 February

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE FINAL ACCEPTANCE DATE AND ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES

The Final Acceptance Date of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place if a tropical cyclone warning signal no. 8 (or above), "extreme conditions" caused by super typhoons issued by the Hong Kong Government or a "black" rainstorm warning is:

(i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Final Acceptance Date. Instead, the Final Acceptance Date will be extended to 5:00 p.m. on the same Business Day; or

(ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Final Acceptance Date. Instead, the Final Acceptance Date will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warning in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Final Acceptance Date does not take place on the currently scheduled date, the dates mentioned in the expected timetable may be affected. Further announcement will be made by the Company in such event.

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

"Announcement"	announcement of the Company dated 15 October 2025 in relation to, among other matters, the Rights Issue and the transactions contemplated thereunder
"associate(s)"	has the same meaning ascribed thereto under the Listing Rules
"Board"	Board of Directors
"Business Day(s)"	a day(s) (excluding Saturdays, Sundays and public holidays and any day(s) on which a tropical cyclone warning signal no. 8 (or above) is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business
"CCASS"	Central Clearing and Settlement System established and operated by HKSCC
"CCASS Operational Procedures"	Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
"Companies (WUMP) Ordinance"	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
"Company"	Winshine Science Company Limited (Stock Code: 209), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"EAF(s)"	excess application form(s) for use by the Qualifying Shareholders who wish to apply for the Rights Shares in excess for their provisional allotment under the Rights Issue

"Final Acceptance Date"	4:00 p.m. on Thursday, 8 January 2026, being the last day for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares or such other time or date as the Directors may determine
"General Rules of CCASS"	terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent board committee of the Company comprising all the Independent Non-executive Directors, namely Ms. Wu Yan Yee, Ms. Wong Tin Ying Jade and Mr. Wu Jiwei, which has been established to advise the Independent Shareholders in respect of the Rights Issue and the transactions contemplated thereunder
"Independent Financial Adviser"	Amasse Capital Limited, registered with the SFC as a licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, and appointed as the independent financial adviser of the Company to provide advice to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Rights Issue and the transactions contemplated thereunder, and as to voting
"Independent Shareholder(s)"	any Shareholder(s) who are not required to abstain from voting at the SGM under the Listing Rules
"Independent Third Party(ies)"	third party(ies) independent of and not connected with the Company and any of its connected persons in accordance with the Listing Rules
"Irrevocable Undertaking"	irrevocable and unconditional undertaking from Ms. Wang and Peak Access as set out in the paragraph headed "The Irrevocable Undertaking" in this circular
"Latest Practicable Date"	11 November 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

"Latest Time for Termination"	4:00 p.m. on Friday, 9 January 2026, or such later time or date as may be agreed between the Company and the Underwriter in writing, being the latest time and date for termination of the Underwriting Agreement
"Last Trading Day"	14 October 2025, being the last trading of the Shares on the Stock Exchange before the release of the Announcement
"Listing Committee"	has the meaning ascribed to it under the Listing Rules
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange
"MGO Obligation"	obligation to make a mandatory general offer under the Takeovers Code
"Ms. Wang"	Ms. Wang Jingyu, an Executive Director, the Chief Executive Officer, the Chairlady of the Board, the Substantial Shareholder, and the 100% beneficial owner of Peak Access
"New Share Option Scheme"	new share option scheme adopted by the Company on 19 November 2024
"Non-Qualifying Shareholder(s)"	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Issue to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
"Notice of SGM"	notice of the SGM which is set out on pages SGM-1 to SGM-3 of this circular
"Overseas Shareholder(s)"	Shareholder(s) whose name(s) appear on the register of members of the Company as at close of business on the Record Date and whose address(es) as shown on such register at that time is(are) in (a) place(s) outside Hong Kong
"PAL(s)"	renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
"Peak Access"	Peak Access International Limited, a company incorporated in the British Virgin Islands with limited liability, the Substantial Shareholder and is wholly owned by Ms. Wang
"PRC"	the People's Republic of China which, for the purpose of this circular, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the People's Republic of China

"Prospectus"	prospectus to be despatched to the Shareholders containing details of the proposed Rights Issue
"Prospectus Documents"	the Prospectus and the PAL and the EAF
"Prospectus Posting Date"	Monday, 22 December 2025 or such other date as the Company may determine, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders
"Qualifying Shareholder(s)"	Shareholder(s), other than the Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date
"Record Date"	Friday, 19 December 2025 or such other date as the Company may determine, for the determination of the entitlements under the Rights Issue
"Registrar"	Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, the Hong Kong branch share registrar and transfer office of the Company
"Rights Issue"	proposed issue of the Rights Shares on the basis of seven (7) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Prospectus Documents
"Rights Share(s)"	up to 1,299,962,832 Shares (assuming that there is no change in the number of Shares in issue up to the Record Date)
"Scaling-down"	scale-down mechanisms of the Rights Issue as determined by the Company to which any application for the Rights Shares, whether under the PALs or EAFs, or transferees of nil-paid Rights Shares shall be subject to, to ensure that no application for the Rights Shares or the allotment thereof by the Company shall be at such level which may trigger any MGO Obligation
"SFC"	Securities and Futures Commission of Hong Kong
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"SGM"	a special general meeting of the Company to be held at 11:00 a.m. on Friday, 5 December 2025 at 35/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong for the purpose of considering and, if thought fit, approving the resolution as set out in the Notice of SGM
"Share(s)"	ordinary share(s) of par value of HK$0.01 each in the issued share capital of the Company
"Shareholder(s)"	holder(s) of issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	HK$0.14 per Rights Share
"Substantial Shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	Hong Kong Code on Takeovers and Mergers (as amended and supplemented from time to time)
"Underwriter"	Planetree Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities) regulated activity under the SFO and its ordinary course of business includes underwriting of securities
"Underwriting Agreement"	underwriting agreement dated 15 October 2025 entered into between the Company and the Underwriter in connection with the Rights Issue
"Underwritten Shares"	up to 1,038,212,441 Rights Shares (assuming no change in the number of the Shares in issue on or before the Record Date), being the aggregate number of Rights Shares underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement
"%"	per cent.

WINSHINE
瀛晟科學

WINSHINE SCIENCE COMPANY LIMITED

瀛晟科學有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 209)

Executive Directors:
Ms. Wang Jingyu
(Chairlady and Chief Executive Officer)
Mr. Yiu Chun Kong

Non-executive Director:
Mr. Lin Shaopeng

Independent Non-executive Directors:
Ms. Wu Yan Yee
Ms. Wong Tin Ying Jade
Mr. Wu Jiwei

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Room 1501, 15th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

14 November 2025

To the Qualifying Shareholders, and for information only, to the Non-Qualifying Shareholders,

Dear Sir or Madam,

(1) PROPOSED RIGHTS ISSUE ON THE BASIS OF SEVEN (7) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE ON A FULLY UNDERWRITTEN BASIS; AND (2) NOTICE OF SGM

INTRODUCTION

Reference is made to the Announcement, in relation to, among other matters, the Rights Issue and the transactions contemplated thereunder. The purpose of this circular is to provide you with, among other things, (i) further information regarding the Rights Issue and the transactions contemplated thereunder; (ii) a

* *For identification purpose only*

letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue; (iv) other information required under the Listing Rules; and (v) the Notice of SGM.

(I) PROPOSED RIGHTS ISSUE

The Board proposes, the Rights Issue on the basis of seven (7) Rights Shares for every one (1) existing Share held on the Record Date at the Subscription Price of HK$0.14 per Rights Share, to raise gross proceeds of up to approximately HK$182.0 million by issuing up to 1,299,962,832 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) to the Qualifying Shareholders.

The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders (if any). The Qualifying Shareholders are entitled to apply for the Rights Shares in excess of their respective entitlements under the Rights Issue.

Assuming the Rights Issue is fully subscribed, the estimated net proceeds of the Rights Issue will be approximately HK$176.5 million (assuming no change in the number of Shares in issue on or before the Record Date). Details of the use of proceeds are set out in the paragraph headed "Use of proceeds" under the section headed "Reasons for and Benefits of the Rights Issue and the Use of Proceeds" in this letter. The Rights Issue is fully underwritten by the Underwriter on the terms and subject to the conditions set out in the Underwriting Agreement.

Details of the Rights Issue are tabulated below.

Issue statistics

Basis of the Rights Issue	:	Seven (7) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders as at the close of business on the Record Date
Subscription Price	:	HK$0.14 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	185,708,976 Shares
Number of Rights Shares to be issued under the Rights Issue	:	Up to 1,299,962,832 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date)
Aggregate nominal value of the Rights Shares	:	Up to HK$12,999,628.32 (assuming no change in the number of Shares in issue on or before the Record Date)

Net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue)	:	approximately HK$0.1357 per Rights Share (assuming no change in the number of Shares in issue on or before the Record Date)
Enlarged number of Shares in issue immediately after completion of the Rights Issue	:	Up to 1,485,671,808 Shares (assuming no change in the number of Shares in issue or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue)
Gross proceeds from the Rights Issue	:	Up to approximately HK$182.0 million (assuming no change in the number of Shares in issue on or before the Record Date)
Net proceeds from the Rights Issue	:	Up to approximately 176.5 million (assuming no change in the number of Shares in issue on or before the Record Date)
Right of excess applications	:	Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment

As at the Latest Practicable Date, no share options have been granted under the New Share Option Scheme since the adoption date and there were no outstanding share options under the New Share Option Scheme. The Company does not have any outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into or confer any right to subscribe for the Shares as at the date of this circular. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

Assuming no change in the number of Shares in issue on or before the Record Date, the 1,299,962,832 Rights Shares proposed to be allotted and issued pursuant to the Rights Issue represent (i) 700.0% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 87.5% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares immediately after completion of the Rights Issue.

The Irrevocable Undertaking

As at the Latest Practicable Date, the Board has received an Irrevocable Undertaking from Ms. Wang (being the Executive Director, the Chief Executive Officer, the Chairlady of the Board and the Substantial Shareholder) and her wholly owned and controlled corporation, Peak Access. Ms. Wang, through Peak Access, is interested in 37,392,913 Shares (representing approximately 20.14% of all issued Shares) as at the Latest Practicable Date.

Ms. Wang and Peak Access have provided an Irrevocable Undertaking to the Company to, among other things, (i) accept, and procure Peak Access to accept its entitlements to provisional allotment of an aggregate of 261,750,391 Rights Shares; and (ii) not to sell or transfer the Shares held by Peak Access in any manner before the completion or lapse of the Rights Issue.

As at the Latest Practicable Date, save for the Irrevocable Undertaking, the Board has not received any information from any other Shareholders of their intention to take up the Rights Shares to be provisionally allotted to them.

The Subscription Price

The Subscription Price is HK$0.14 per Rights Share, will be payable in full upon acceptance of the relevant provisional allotment of Rights Shares from a Qualifying Shareholder and, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

(i) a discount of approximately 50.9% to the closing price of HK$0.285 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(ii) a discount of approximately 23.5% to the closing price of HK$0.183 per Share as quoted on the Stock Exchange on the Last Trading Day;

(iii) a discount of approximately 24.3% to the average closing price of approximately HK$0.185 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day;

(iv) a discount of approximately 27.1% to the average closing price of approximately HK$0.192 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days immediately prior to the Last Trading Day;

(v) a discount of approximately 4.1% to the theoretical ex-rights price of approximately HK$0.146 per Share based on the benchmarked price of HK$0.185 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK$0.183 and the average closing price of approximately HK$0.185 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day); and

(vi) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 21.1% represented by the theoretical diluted price of approximately HK$0.146 to the benchmarked price of approximately HK$0.185 per Share.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

The Subscription Price was determined with reference to, among other things, (i) the recent market price of the existing Shares under the prevailing market conditions; (ii) the latest business performance and financial position of the Group; and (iii) the reasons for and benefits of proposed Rights Issue as discussed in the section headed "REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND THE USE OF PROCEEDS" in this letter. The Directors consider that the Subscription Price at a discount to the current market price of the existing Shares would enhance the attractiveness of the Rights Issue, and in turn encourage the Shareholders to participate in the Rights Issue, and accordingly allow them to maintain their shareholdings in the Company and participate in the future growth and development of the Group.

The Directors (other than the members of the Independent Board Committee whose view are set out in the letter from the Independent Board Committee in this circular) consider that, in view of prevailing market conditions and factors as described above, the terms of the Rights Issue, including the Subscription Price, are on commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. The net price per Rights Share (i.e., Subscription Price less the estimated cost and expenses to be incurred in the Rights Issue) upon full acceptance of the relevant provisional allotment of Rights Shares will be approximately HK$0.1357 per Rights Share.

Status of the Rights Shares

The Rights Shares (when allotted, fully-paid or credited as fully paid and issued) will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully paid Rights Shares.

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company as at the close of business on the Record Date and be a Qualifying Shareholder.

Shareholders with their Shares held by a nominee (or held in CCASS) should note that the Board will consider nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company and are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date.

In order to be registered as members of the Company prior to the close of business on the Record Date, all transfers of the Shares (together with the relevant share certificate(s)) must be lodged with the Registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Friday,12 December 2025.

The Company expects to send the Prospectus Documents to the Qualifying Shareholders on Monday, 22 December 2025.

The Company will despatch the Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date and will despatch the Prospectus (without the PAL(s) and the EAF(s)) to the Non-Qualifying Shareholders for their information only.

Qualifying Shareholders who take up their pro rata entitlement in full will not suffer any dilution to their interests in the Company (except in relation to any dilution resulting from the taking up by third parties of any Rights Shares arising from the aggregation of fractional entitlements).

If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Closure of register of members

The register of members of the Company will be closed for share transfer registration from Monday, 1 December 2025 to Friday, 5 December 2025 (both days inclusive) for the purpose of determining the right to attend and vote at the SGM and from Monday, 15 December 2025 to Friday, 19 December 2025 (both days inclusive) for the purpose of determining the entitlements of the Rights Issue.

No transfer of Shares will be registered during the above book closure periods.

Basis of provisional allotment

The Rights Shares will be allotted on the basis of seven (7) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders as at the close of business on the Record Date.

Acceptance for all or any part of a Qualifying Shareholder's provisional allotment should be made only by lodging a duly completed PAL with a remittance for the Rights Shares being accepted with the Registrar by 4:00 p.m. on the Final Acceptance Day.

Rights of the Overseas Shareholders

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. The Company will comply with Rule 13.36(2)(a) of the Listing Rules and make enquiries regarding the feasibility of extending the offer of the Rights Shares to the Overseas Shareholders, if any. If, based on the legal opinions to be provided by the legal advisers to the Company, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account of such offer being unlawful or impracticable due to either the legal restrictions under the laws of the place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s), the Rights Issue will not be extended to such Overseas Shareholders.

Based on the register of members of the Company as at the Latest Practicable Date, there were two (2) Overseas Shareholders with registered addresses in the PRC holding an aggregate of approximately 8,104,640 Shares, representing approximately 4.36% of the issued share capital of the Company.

The Company has, in compliance with Rule 13.36(2)(a) of the Listing Rules, made reasonable enquiries of the legal requirements regarding the feasibility of extending the Rights Issue to the Overseas Shareholder.

The legal adviser to the Company as to PRC laws is of the view that if the Rights Issue is made by the Company in Hong Kong and the Rights Issue is being made by the Company to the Shareholder(s) whose registered address is in the PRC solely by reason that they are existing Shareholder(s), there are no restrictions under securities law or other similar laws in the PRC which would prevent the Company from including the PRC Shareholder(s) in the Rights Issue.

Although there are no restrictions under securities law or other similar laws in the PRC which would prevent the Company from including the PRC Shareholder(s) in the Rights Issue, if a Shareholder resident in the PRC and/or any other PRC resident (including both individuals and companies) wishes to invest in the nil-paid Rights Shares or the fully-paid Rights Shares, he/she/it shall be responsible for complying with the relevant laws of the PRC for holding the Company's Shares and/or Rights Shares and/or accepting the Company's Rights Shares, as well as any related foreign exchange registration, tax and other responsibilities arising therefrom. The Company will not be responsible for verifying the PRC legal qualification of such Shareholder and/or resident and thus, should the Shareholder and/or resident suffers any losses or damages due to non-compliance with the relevant laws of the PRC, the Shareholder and/or resident shall be responsible for the losses. The Company shall not be obliged to issue the nil-paid Rights Shares or the fully-paid Rights Shares to any such Shareholder and/or resident, if issuing the nil-paid Rights or the fully-paid Rights Shares to them does not comply with the relevant laws of the PRC.

Since there was no Non-Qualifying Shareholder as shown on the register of members of the Company on the Record Date, no arrangements will need to be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders (if any) to be provisionally allotted to a nominee and to be sold in the market in their nil-paid form.

The Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire the Rights Shares or to take up any entitlements to the Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful.

It is the responsibility of any person (including but not limited to any agent, custodian, nominee or trustee) outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including obtaining of any government or other consents, and to pay any taxes and duties required to be paid in such territory or jurisdiction in connection therewith. Any acceptance of the offer of the Rights Shares by any such person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. Such persons are advised to consult their own professional advisers if in doubt.

The Board reserves the right, but shall not be obliged to, treat as invalid any acceptance of or application for the nil-paid Rights Shares that appears to the Board to violate the applicable laws or regulations of any territory or jurisdiction. Furthermore, the Board reserves the right, but shall not be obliged to, treat as invalid any purported acceptance of the provisional allotment of Rights Shares

comprised in a PAL and/or any application for excess Rights Shares under an EAF or to refuse to register any purported transfer of the rights represented thereby if the Board or its agents believe that acceptance of such provisional allotment of Rights Shares or transfer or the registration of such transfer may involve a breach of the laws or regulations of any territory or jurisdiction or if in respect thereof the Shareholder or its agent has not given the declaration set out in the PAL and/or the EAF in respect of such matters.

Rights Issue is to be conducted on a fully underwritten basis

Subject to the fulfilment of the conditions of the Rights Issue set out under the section headed "Conditions of the Rights Issue" in this letter, the Rights Issue will proceed on a fully-underwritten basis by the independent Underwriter.

The Underwriter's obligations to underwrite the Underwritten Shares are subject to the following conditions: (i) the fulfillment of the conditions specified in the Underwriting Agreement as detailed in the section headed "The Underwriting Agreement" below in this letter; and (ii) the non-termination of the Underwriting Agreement. If the Underwriting Agreement is terminated, the Rights Issue will not proceed.

Application for the excess Rights Shares

Qualifying Shareholders shall be entitled to apply, by way of excess application, for (a) any unsold entitlements of the Non-Qualifying Shareholders; (b) any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by renouncees or transferees of nil-paid Rights Shares; and (c) any unsold Rights Shares created by aggregating fractions of the Rights Shares.

Applications for the excess Rights Shares can be made only by duly completing the EAF and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar by the Final Acceptance Date.

The Board will allocate the excess Rights Shares at its discretion, but on a fair and equitable basis as far as practicable on the following principles:

(i) no preference will be given to applications for topping-up odd-lot holdings to whole-lot holdings as the giving of such preference may potentially be abused by certain investors by splitting their Shares and thereby receiving more Rights Shares than they would receive if such preference is not given, which is an unintended and undesirable result; and

(ii) the excess Rights Shares will be allocated to the applicants on a pro rata basis based on the number of excess Rights Shares applied for by them. No reference will be made to Rights Shares subscribed through the PALs, or the number of Shares held by the Qualifying Shareholders.

If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/or transferees of nil-paid Rights Shares under the PALs is greater than the aggregate number of the excess Rights Shares being applied for under the EAFs, the Directors will allocate to each Qualifying Shareholder applying for the excess Rights Shares the actual number of the excess Rights Shares being applied for. Any Rights Shares not taken up by the Qualifying Shareholders and not taken up by excess applications will be taken up by the Underwriter pursuant to the terms and conditions of the Underwriting Agreement.

Qualifying Shareholders who wish to apply for excess Rights Shares in addition to their provisional allotments must complete both the PAL and the EAF.

Beneficial owners of the Shares whose Shares are held by a nominee company (including HKSCC Nominees Limited) should note that for the purpose of the Rights Issue, the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the beneficial owners of Shares whose Shares are registered in name of nominee companies should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually and are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

For those beneficial owners of the Shares whose Shares are held by their nominee(s) (including HKSCC Nominees Limited) and who would like to have their names registered on the register of members of the Company, they must lodge all necessary documents with the Registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for completion of the relevant registration not later than 4:30 p.m. (Hong Kong time) on Friday,12 December 2025.

Scale-down mechanisms

Pursuant to the Underwriting Agreement, any application for Rights Shares, whether under PAL(s) or EAF(s), shall be subject to the scale-down mechanisms of the Rights Issue as determined by the Company to levels which do not trigger any MGO Obligation. Such scale-down of applications of Rights Shares shall operate on a fair and equitable basis under the following principles: (i) EAF(s) should be scaled down before PAL(s); and (ii) where the scale-down is necessitated by the exceeding of shareholding by a group rather than an individual Shareholder, the allocations of EAF(s) and PAL(s) to members of the affected group should be made on a pro-rata basis by reference to the number of Shares held by the affected applicants on the Record Date, but for avoidance of any doubt, any or any such onward allocation(s) shall be subject to the Scaling-down as well.

Certificates of the Rights Shares and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue as set out below, certificates for all fully-paid Rights Shares are expected to be sent by ordinary post on or before Friday, 16 January 2026 to those persons who have validly accepted and, where applicable, applied for, and paid for the Rights Shares, to their registered addresses at their own risk.

Refund cheques in respect of wholly or partially unsuccessful application for excess Rights Shares (if any) and if the Rights Issue does not proceed, the monies received in respect of the relevant provisional allotments and excess applications (if applicable) will be refunded to the Qualifying Shareholders or such other person to whom the nil-paid rights have been validly renounced or transferred or, in the case of joint acceptances, to the first-named person, without interest and by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other person to their registered addresses by the Registrar on or around Friday, 16 January 2026. No receipt will be given for such remittance.

Fractional entitlement to the Rights Shares

On the basis of the entitlement to subscribe seven (7) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders on the Record Date, the Company will not provisionally allot and will not accept application for any fraction of the Rights Shares. All fractions of the Rights Shares will be aggregated (rounded down to the nearest whole number). All nil-paid Rights Shares arising from such aggregation will be provisionally allotted (in nil-paid form) to a nominee or nominees appointed by the Company and, if a premium (net of expenses) can be obtained, will be sold by the nominee or nominees on the Company's behalf in the market as soon as practicable after the commencement of dealing in the nil-paid Rights Shares and the net proceeds of such sale will be retained by the Company for its own benefit. Any Rights Shares in respect of the unsold fractional entitlements will first be made available for valid excess applications by the Qualifying Shareholders under the EAFs. Should there be no excess application by the Qualifying Shareholders, those Rights Shares created from the aggregation of fraction of the Rights Shares may or may not be taken up by the Underwriter.

Odd lot arrangement

In order to facilitate the trading of odd lots of the Shares arising from the Rights Issue, a designated broker will be appointed to match the purchase and sale of odd lots of the Shares at the relevant market price per Share for the period from 9:00 a.m. on Monday, 19 January 2026 to 4:00 p.m. on Friday, 6 February 2026 (both days inclusive). Holders of odd lots of Shares should note that successful matching of the sale and purchase of odd lots of Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers. Further details of the odd lot arrangement will be set out in the Prospectus.

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

Application for listing of the Rights Shares

The Company will apply to the Listing Committee for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be issued and allotted pursuant to the Rights Issue. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the board lots of 10,000 Rights Shares.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. The Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Stamp duty and other applicable fees

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, transaction levy and any other applicable fees and charges in Hong Kong.

Conditions of the Rights Issues

The Rights Issue is conditional upon the obligations of the Underwriter under the Underwriting Agreement having become unconditional and the Underwriter not terminating the Underwriting Agreement.

The Underwriting Agreement contains detailed conditions and events which may cause the Underwriting Agreement to be terminated by the Underwriter. Please refer to the section headed "The Underwriting Agreement" below in this letter for details of the conditions and grounds of termination of the Underwriting Agreement. If the Underwriting Agreement does not become unconditional or is terminated, the Rights Issue will not proceed.

THE UNDERWRITING AGREEMENT

On 15 October 2025 (after morning trading session of the Stock Exchange), the Company and the Underwriter entered into the Underwriting Agreement. The Rights Issue will be fully underwritten by the Underwriter.

The principal terms of the Underwriting Agreement are set out below.

Date	:	15 October 2025 (after morning trading session of the Stock Exchange)
Issuer	:	The Company
Underwriter	:	Planetree Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities) regulated activity under the SFO and its ordinary course of business includes underwriting of securities. As at the Latest Practicable Date, the Underwriter and its associates do not hold any Shares. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Underwriter and its ultimate beneficial owners are Independent Third Parties.
Number of Rights Shares to be underwritten by the Underwriter	:	Up to 1,038,212,441 Rights Shares, on fully underwritten basis (assuming no change in the number of Shares in issue on or before the Record Date)
Underwriting commission	:	2.5 % of the aggregate subscription amount in respect of the Underwritten Shares, being the gross proceeds from the Underwritten Shares

The terms of the Underwriting Agreement (including the underwriting commission) were determined after arm's length negotiation between the Company and the Underwriter with reference to the existing financial position of the Group, the size of the Rights Issue, and the current and expected market condition.

Having considered (i) the size of the Rights Issue; (ii) the underwriting commission offered by the Underwriter is comparable to or more favourable than that offered by other financial institutions which the Company had reached out to prior to engaging the Underwriter; and (iii) the experience and financial resources of the Underwriter for underwriting of the Rights Shares, the Directors (including the Independent Non-executive Directors) consider the entering into of the Underwriting Agreement with the Underwriter and the terms of the Underwriting Agreement (including the underwriting commission) to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Underwriter would enter into sub-underwriting arrangements with sub-underwriters or appoint any persons to be sub-agents on its behalf for the purpose of arranging for the subscription of the Underwritten Shares with selected subscribers with such authority and rights as the Underwriter have pursuant to its appointment under the Underwriting Agreement. As at the Latest Practicable Date, the Underwriter has entered into sub-underwriting agreements with three (3) sub-underwriters.

Undertaking in respect of public float

Pursuant to the Underwriting Agreement, the Underwriter undertakes and shall ensure that (i) each of the subscribers of the Underwritten Shares procured by it shall be an Independent Third Party; (ii) none of the subscribers (including any direct and indirect sub-underwriters) of the Underwritten Shares shall own 10% or more of the total number of Shares in issue immediately upon completion of the Rights Issue; (iii) none of the subscribers, together with any party(ies) acting in concert with it/them, will hold 30% (or such percentage which will trigger any MGO Obligation under the Takeovers Code) or more of the voting rights of the Company upon completion of the Rights Issue; and (iv) the public float requirement under Rule 8.08 of the Listing Rules remains to be fulfilled by the Company upon completion of the Rights Issue. The public float requirements under the Rule 8.08 of the Listing Rules shall be maintained by the Company at all times, and the Company will take all appropriate steps to ensure that sufficient public float shall be at all times in compliance with Rule 8.08 of the Listing Rules.

Conditions of the Underwriting Agreement

The Underwriting Agreement is conditional upon the fulfilment of the following conditions:

(i) the passing of the necessary resolutions by the Shareholders (or as the case may be, the Independent Shareholders) at the SGM approving, the Rights Issue, including the allotment and issue of the Rights Shares (in their nil-paid and fully-paid forms) on or before the Prospectus Posting Date;

(ii) the Listing Committee of the Stock Exchange agreeing to grant the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms either unconditionally or subject to such conditions which the Underwriter, in its reasonable opinion, accepts and the subsequent satisfaction of such conditions (if any);

(iii) the delivery to the Stock Exchange and filing and registration with the Registrar of Companies in Hong Kong respectively of one copy of each of the Prospectus Documents each duly certified by the Directors (or by their agents duly authorised in writing) on or before Posting Date in compliance with the Companies (WUMP) Ordinance (and all other documents required to be attached thereto) and otherwise complying with the requirements of the Companies (WUMP) Ordinance and the Listing Rules;

(iv) all the representations, warranties and undertakings of the Company in the Underwriting Agreement as at the date of the Underwriting Agreement and up to and including the Latest Time for Termination remaining true and accurate and not misleading in all material respects;

(v) the despatch of the Prospectus Documents to the Qualifying Shareholders by no later than the Prospectus Posting Date; and

(vi) the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms and conditions.

None of the above conditions is capable of being waived. If any of the conditions precedent are not satisfied by the Latest Time for Termination (or where appropriate, the times stipulated above or such later time and/or date as the Underwriters may agree with the Company in writing), the Rights Issue shall terminate and no party will have any claim against any other party for costs, damages, compensation or otherwise save in respect of any antecedent breach of any obligation under the Underwriting Agreement.

As at the Latest Practicable Date, none of the conditions precedent have been fulfilled.

Termination of the Underwriting Agreement

The Underwriter shall be entitled by a notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement, if at or prior to the Latest Time for Termination:

(a) the Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that, (i) any of the representations or warranties contained in the Underwriting Agreement is untrue, inaccurate, misleading or breached; or (ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the representations or warranties contained thereunder untrue, inaccurate, misleading or breached, and in each case the same is (in the reasonable opinion of the Underwriter) material in the context of the Rights Issue;

(b) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue;

(c) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement, the Prospectus Documents or other announcements or circulars in connection with the Rights Issue;

(d) any of the following events occurs:–

  (i) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere;

  (ii) any change in local, national or international financial, political, industrial or economic conditions;

  (iii) any change of an exceptional nature in local, national or international equity securities or currency markets;

(iv) any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange;

(v) any change or development involving a prospective change in taxation or exchange controls in Hong Kong or elsewhere;

(vi) any act of God, war, riot, public disorder, civil commotion, terrorism, strike or lock-out;

which, individually or in the aggregate, in the reasonable opinion of the Underwriter: –

(i) has or will or may have a material adverse effect on the business or financial position of the Group taken as a whole;

(ii) has or will or may have a material adverse effect on the success of the Rights Issue or the level of Rights Shares taken-up; or

(iii) has or will or is likely to have the effect of making any part of the Underwriting Agreement (including underwriting) inadvisable, incapable or impractical of performance in accordance with its terms or preventing or pursuant to the underwriting of the Rights Issue.

In the event the Underwriter exercises its right to terminate the Underwriting Agreement before the Latest Time for Termination, the obligations of all parties thereunder shall terminate forthwith (save in respect of certain rights and obligations under the Underwriting Agreement), provided that such termination shall be without prejudice to any rights or obligations which may have accrued under the Underwriting Agreement prior to such termination.

If the Underwriter exercises such right, the Rights Issue will not become unconditional and the Rights Issue will not proceed. Further announcement will be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND THE USE OF PROCEEDS

The Group is principally engaged in manufacturing and trading of toys (the "**Toys Division**") and the plantation and sales of agricultural products.

The Board considers fundraising for additional general working capital is essential although, on 19 September 2025, a total of 30,951,496 new Shares were successfully placed at the placing price of HK$0.35 per placing share (the "**September Placing**"). The net proceeds from the September Placing, after deducting the placing commission and other related expenses of the September Placing, amounted to approximately HK$10.3 million, of which was intended for repayment of loans, settlement of outstanding audit fees, professional fees and general working capital of the Group. As at the Latest Practicable Date, approximately 90% of the net proceeds from the September Placing has been utilised.

The Group recorded a loss of approximately HK$73.8 million for the year ended 31 December 2024 ("**FY2024**") and a loss of approximately HK$38.3 million for the six months ended 30 June 2025 ("**HY2025**"). The revenue of the Group decreased from approximately HK$523.3 million for the year ended

31 December 2023 to approximately HK$515.9 million for FY2024. The revenue of the Group decreased from approximately HK$191.1 million for the six months ended 30 June 2024 to approximately HK$148.4 million for HY2025, representing a drop of approximately 22.3%. As disclosed in the interim report of the Company for HY2025, the current liabilities of the Group as at 30 June 2025 of approximately HK$480.9 million mainly comprised of (i) trade payables of approximately HK$213.5 million; (ii) other payables and accruals approximately HK$32.9 million; and (iii) borrowings of approximately HK$229.8 million; while the net current liabilities and net liabilities of the Group as at 30 June 2025 amounted to approximately HK$253.3 million and HK$175.4 million respectively.

Taking into account that the Group had bank balances and cash of approximately HK$34.1 million as at 30 June 2025 and approximately 90% of the net proceeds from the September Placing has been utilised by the Group, the Board considers it is prudent and in the interest of the Company and the Shareholders as a whole to raise additional funds to (i) repay borrowings; and (ii) for general working capital purposes. The Board considers that the Rights Issue is both timely and necessary, as it will enable the Group to address imminent debt maturities and ensure the continued stability of its financial position in light of the upcoming repayment obligations. In addition, conflicts, trade wars and shifting alliances create uncertainties to the Group's business and operations, the Directors consider that maintaining a strong cash position is required for the quick replenishment of liquidity of the Group. The Rights Issue will enable the Group to strengthen financial position and meet the financial obligations when they fall due in the following twelve (12) months from the date of this circular.

Use of proceeds

Assuming the Rights Issue is fully subscribed, the estimated gross proceeds of the Rights Issue will be approximately HK$182.0 million (assuming no change in the number of Shares in issue on or before the Record Date). The corresponding estimated net proceeds of the Rights Issue, after deducting the related expenses, will be approximately HK$176.5 million, which are intended to be used in the following manner:

The Company intends to apply approximately HK$116.6 million, representing approximately 66.0% of the net proceeds, towards the repayment of borrowings (covering both principal and interest), including (i) approximately HK$56.6 million for the repayment of a corporate bond maturing on 30 September 2025; (ii) approximately HK$30.0 million for the repayment of 3 short-term loans falling due in October 2025 and November 2025; and (iii) the remaining balance of approximately HK$30.0 million for the repayment of other term loans, with maturity dates commencing in 2026 and 2027. The early repayment of these borrowings is expected to provide several benefits to the Company, including but not limited to (i) reducing future finance costs, saving approximately HK$10.2 million in annual interest costs to directly improve profitability; (ii) enhancing financial stability by reducing the above borrowings; and (iii) improving cash flow and providing greater operational flexibility.

The Company intends to apply approximately HK$59.9 million, representing approximately 34.0% of the net proceeds, towards the general working capital of the Group, including (i) approximately HK$20.0 million for the direct operational needs for the Toys Division, which includes but not limited to approximately HK$15.0 million for the production cost and approximately HK$5.0 million for the selling and distribution costs; and (ii) the remaining balance of approximately HK$39.9 million for the general working capital of the Group, which refers to daily operation expenses including but not limited to employee salaries, audit and professional fees, other administrative costs, operating expenses and cash reserves.

The Board considers that, despite any potential dilution impact of the Rights Issue on the shareholding interests of the Shareholders, the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole, after taking into account the reasons for and benefits of proposed Rights Issue as discussed in the above.

Other fund raising alternatives

The Board has considered other fund-raising alternatives including but not limited to debt financing and equity financing such as the placing of new Shares and open offer.

Debt financing will impose a significant interest burden amidst the high-interest rate cycle, which would impair the financial performance of the Group. On the other hand, equity financing will provide the Group with fresh funding without repayment obligations, thereby improving its capital structure and enhancing its future financing capabilities. Therefore, the Board is of the view that the equity financing is a better and more viable option than debt financing for the Company.

As for placing of new Shares, it is relatively smaller in scale as compared to fund raising through rights issue and it would lead to an immediate dilution in shareholding interest of the existing Shareholders without offering them opportunities to participate in the enlargement of the capital base of the Company. As for open offer, while it is similar to a rights issue in offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market.

Based on the above, despite the potential dilution impact of the Rights Issue on the shareholding interests of the Non-Qualifying Shareholders and those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled, the Directors consider that fund raising through the Rights Issue is in the best interests of the Company and the Shareholders as a whole, having considered that the Rights Issue offers all Qualifying Shareholders (i) the first right to maintain their respective pro-rata shareholding interests in the Company and an opportunity to participate in the growth and development of the Group in proportion to their shareholdings; and (ii) the flexibility to deal in the nil-paid rights in the open market.

In view of the above and the reasons described in the paragraph headed "The Subscription Price" under the section headed "Proposed Rights Issue" above, the Board considers that the terms of the Rights Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY FOR THE PAST TWELVE MONTHS

The Company had conducted the following equity fund raising activities in the past twelve (12) months immediately preceding the Latest Practicable Date:

Date of relevant announcements	Fund raising activity	Net proceeds raised (approximately)	Intended use of proceeds as announced	Actual use of proceeds as at the Latest Practicable Date
22 January 2025	Placing of new Shares under general mandate at a price of HK$0.14 per Share	HK$1.2 million	(i) approximately HK$0.1 million for payment of professional fees; and (ii) approximately HK$1.1 million for payment of staff salaries, office rental and utilities expenses.	Fully utilised as intended
11 September 2025	Placing of new Shares under general mandate at a price of HK$0.35 per Share	HK$10.3 million	(i) approximately 50% for repayment of loans, and (ii) approximately 50% for working capital and general corporate purposes, including but not limited to, settlement of outstanding audit fees, professional fees and administrative expenses.	(i) approximately 50% utilised for repayment of loans; (ii) approximately 10% utilised for settlement of outstanding audit fees; (iii) approximately 15% utilised for settlement of professional fees; (iv) approximately 15% utilised for working capital and general corporate purposes, including staff salaries and administrative expenses; and (v) approximately 10% will be utilised for working capital and general corporate purposes before 31 December 2025.

Save for disclosed above, the Company had not conducted any equity fund raising activities in the past twelve (12) months immediately preceding the Latest Practicable Date.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (a) as at the Latest Practicable Date; and (b) immediately following completion of the Rights Issue assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue.

	As at the Latest Practicable Date		Immediately after completion of the Rights Issue Assuming full acceptance under PAL by the Qualifying Shareholders		Immediately after completion of the Rights Issue Assuming none of the Qualifying Shareholders (other than the Irrevocable Undertaking) have taken up any entitlements of the Rights Shares and none of the excess Rights Shares were subscribed for the untaken Rights Shares	
	Number of Shares	*Approx. % (Note 1)*	*Number of Shares*	*Approx. % (Note 1)*	*Number of Shares*	*Approx. % (Note 1)*
Substantial Shareholders and/or Directors						
Peak Access *(Note 2)*	37,392,913	20.14	299,143,304	20.14	299,143,304	20.14
The Underwriter *(Note 3)*	–	0.00	–	0.00	1,038,212,441	69.88
Public Shareholders						
Other public Shareholders	148,316,063	79.86	1,186,528,504	79.86	148,316,063	9.98
Total	**185,708,976**	**100.00**	**1,485,671,808**	**100.00**	**1,485,671,808**	**100.00**

Notes:

1. The percentage figures shown in the tables above have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

2. Ms. Wang is deemed to have interest in 37,392,913 Shares held by her wholly owned company, Peak Access.

3. Pursuant o the Underwriting Agreement, the Underwriter undertakes to the Company that:

   (a) it would not, and would use reasonable endeavours to procure each of the subscribers procured by it (including any direct and indirect sub-underwriters) would not, by itself or together with its associates, be a substantial shareholder or hold 10% or more of the voting rights of the Company as at the date of the Underwriting Agreement or immediately upon completion of the Rights Issue;

(b) in the event that the Underwriter or any of the sub-underwriters is required to take up the Rights Shares pursuant to their underwriting/sub-underwriting obligations, the Underwriter will not and shall procure that each sub-underwriter will not, whether by itself or together with the parties acting in concert with it (if any), own 10% or more of the issued Shares immediately after the Rights Issue;

(c) the Underwriter shall and shall cause its sub-underwriters to use all reasonable endeavours to procure that the minimum public float requirement under Rule 8.08 of the Listing Rules be fulfilled by the Company upon completion of the Rights Issue; and

(d) the public float requirements under the Rule 8.08 of the Listing Rules shall be maintained by the Company at all times, and the Company will take all appropriate steps to ensure that sufficient public float shall be at all times in compliance with Rule 8.08 of the Listing Rules.

The Shareholders and the public investors of the Company should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Issue.

LISTING RULES IMPLICATIONS

In accordance with Rule 7.19A(1) of the Listing Rules, as the Rights Issue will increase the total number of issued Shares by more than 50% within twelve (12) months period immediately preceding the date of the Announcement, the Rights Issue is subject to the approval of the Independent Shareholders at the SGM by way of poll. Pursuant to Rule 7.27A of the Listing Rules, the Rights Issue must be made conditional on approval by the Independent Shareholders in general meeting by a resolution on which any controlling shareholders and their associates or, where there are no controlling shareholders, the Directors (excluding Independent Non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue at the SGM.

As at the Latest Practicable Date, the Company does not have any controlling Shareholder as defined under the Listing Rules. Accordingly, Ms. Wang, being the Executive Director, holds 37,392,913 Shares through Peak Access as at the Latest Practicable Date, therefore shall abstain from voting in favour of the relevant resolution relating to the Rights Issue at the SGM in accordance with Rule 7.27A(1) of the Listing Rules. No other Directors are interested in the Shares as at the Latest Practicable Date.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, save for disclosed above and as at the Latest Practicable Date, no other Shareholder is required or indicated his/her intention to abstain from voting on the relevant resolution to approve the proposed Rights Issue at the SGM.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the Independent Non-executive Directors has been established to advise the Independent Shareholders as to whether the terms of the Rights Issue are fair and reasonable and in the interest of the Company and the Shareholders as a whole and to advise the Independent Shareholders on how to vote at the SGM in respect of the Rights Issue. Please refer to the letter from the Independent Board Committee set out on pages 29 to 30 of this circular for further details.

Amasse Capital Limited, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the terms of the Rights Issue. Please refer to the letter from the Independent Financial Adviser set out on pages 31 to 50 of this circular for further details.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders should note that the Shares are expected to be dealt in on an ex-rights basis from Thursday, 11 December 2025. Dealings in the Rights Shares in nil-paid form will take place from Wednesday, 24 December 2025 to Monday, 5 January 2026 (both days inclusive).

Any Shareholder or other person contemplating selling or purchasing the Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealings in the Shares and any dealings in the nil-paid Rights Shares from Wednesday, 24 December 2025 to Monday, 5 January 2026 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.

SGM

The register of members of the Company will be closed for share transfer registration from Monday, 1 December 2025 to Friday, 5 December 2025 (both days inclusive) for the purpose of determining the identity of the Shareholders entitled to attend and vote at the SGM. For the avoidance of doubt, Non-Qualifying Shareholders are entitled to attend and vote at the SGM.

The SGM, notice of which is set out on pages SGM-1 to SGM-3 of this circular, will be held at 11:00 a.m. on Friday, 5 December 2025 at 35/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong for the purpose of considering and, if thought fit, pass with or without any modification, the resolution as set out in the Notice of SGM.

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the SGM (i.e. by 11:00 a.m. on Wednesday, 3 December 2025) or any adjournment thereof. Completion and return of the

form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. If you attend and vote at the SGM, the instrument appointing the proxy will be deemed to be revoked.

In compliance with the Listing Rules, the resolution to be proposed at the SGM will be voted on by way of poll at the SGM.

Saved as disclosed in this circular, no other Shareholder is required to abstain from voting on the resolution to approve the Rights Issue and the transactions contemplated thereunder at the SGM.

DESPATCH OF PROSPECTUS DOCUMENTS

Subject to the approval of the Rights Issue by the Independent Shareholders at the SGM, the Prospectus containing, among other things, further information in relation to the Rights Issue, together with the PAL and the EAF are expected to be despatched to the Qualifying Shareholders on or before Monday, 22 December 2025. A copy of the Prospectus will also be made available on the websites of the Company (www.winshine.com) and the Stock Exchange (www.hkexnews.hk).

The Company will, to the extent reasonably practicable and legally permitted and subject to the advice of legal advisers in the relevant jurisdictions in respect of applicable local laws and regulations, despatch the Prospectus (but without the PAL and the EAF) to the Non-Qualifying Shareholders for their information only.

RECOMMENDATION

The Independent Board Committee, which comprises all the Independent Non-executive Directors, has been established to advise the Independent Shareholders as to whether the terms of the Rights Issue and the transactions contemplated thereunder are fair and reasonable and in the best interests of the Company and the Shareholders as a whole and to make recommendations to the Independent Shareholders on how to vote at the SGM in respect of the Rights Issue. Amasse Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. Your attention is drawn to the letter from the Independent Board Committee set out on pages 29 to 30 of this circular which contains its recommendation to the Independent Shareholders in relation to the Rights Issue, and the letter from the Independent Financial Adviser set out on pages 31 to 50 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders.

The Directors (including the Independent Non-executive Directors whose views are expressed in the letter from the Independent Board Committee) consider that the terms of the Rights Issue and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the Independent Non-executive Directors whose views are expressed in the letter from the Independent Board Committee) recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the SGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board
Winshine Science Company Limited
Wang Jingyu
Chairlady and Chief Executive Officer

The following is the text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the Rights Issue and the transactions contemplated thereunder.

WINSHINE SCIENCE COMPANY LIMITED
瀛晟科學有限公司 *
(Incorporated in Bermuda with limited liability)
(Stock Code: 209)

14 November 2025

To the Independent Shareholders,

Dear Sir or Madam,

(1) PROPOSED RIGHTS ISSUE ON THE BASIS OF SEVEN (7) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON RECORD DATE ON A FULLY UNDERWRITTEN BASIS; AND (2) NOTICE OF SGM

We refer to the circular of the Company dated 14 November 2025 (the "**Circular**") of which this letter forms part. Unless the context specifies otherwise, capitalised terms used herein have the same meanings as defined in the Circular.

We have been appointed by the Board as the Independent Board Committee to advise the Independent Shareholders as to whether the terms of the Rights Issue and the transactions contemplated thereunder are on normal commercial terms, in the interests of the Company and the Shareholders as a whole, and the terms of which are fair and reasonable insofar as the Independent Shareholders are concerned. Amasse Capital Limited has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this respect.

We wish to draw your attention to (i) the letter from the Independent Financial Adviser as set out on pages 31 to 50 of this Circular; (ii) the letter from the Board as set out on pages 6 to 28 of this Circular; and (iii) the additional information set out in the appendices to this Circular.

Having taken into account the terms of the Rights Issue and the advice from the Independent Financial Adviser, we are of the opinion that the terms of the Rights Issue and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Company and the Independent

* *For identification purpose only*

Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend you to vote in favour of the resolution to be proposed at the SGM to approve the Rights Issue and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of the
Independent Board Committee of
Winshine Science Company Limited

Ms. Wu Yan Yee	**Ms. Wong Tin Ying Jade**	**Mr. Wu Jiwei**
Independent	*Independent*	*Independent*
Non-executive Director	*Non-executive Director*	*Non-executive Director*

Set out below is the text of a letter received from Amasse Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue prepared for the purpose of inclusion in this circular.

AMASSE CAPITAL
寶 積 資 本

14 November 2025

To: The Independent Shareholders and the Independent Board Committee

Dear Sirs,

PROPOSED RIGHTS ISSUE ON THE BASIS OF SEVEN (7) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee and the Independent Shareholders in connection with the Rights Issue and the transactions contemplated thereunder. Details of the aforesaid transactions are set out in the "Letter from the Board" (the "**Letter from the Board**") contained in the circular of the Company dated 14 November 2025 (the "**Circular**"), of which this letter form part. Unless otherwise defined, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

Rights Issue

The Company proposes to implement the Rights Issue on the basis of seven (7) Rights Shares for every one (1) existing Share held on the Record Date at the Subscription Price of HK$0.14 per Rights Share, to raise gross proceeds of up to approximately HK$182.0 million by issuing up to 1,299,962,832 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) to the Qualifying Shareholders.

Assuming the Rights Issue is fully subscribed, the estimated net proceeds of the Rights Issue will be approximately HK$176.5 million (assuming no change in the number of Shares in issue on or before the Record Date).

The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders (if any). The Qualifying Shareholders are entitled to apply for the Rights Shares in excess of their respective entitlements under the Rights Issue.

LISTING RULES IMPLICATIONS

In accordance with Rule 7.19A(1) of the Listing Rules, as the Rights Issue will increase the total number of issued Shares by more than 50% within 12 month period immediately preceding the date of the Announcement, the Rights Issue is subject to the approval of the Shareholders at the SGM by way of poll. Pursuant to Rule 7.27A of the Listing Rules, the Rights Issue must be made conditional on approval by the Shareholders in general meeting by a resolution on which any controlling shareholders and their associates or, where there are no controlling shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue at the SGM.

As at the Latest Practicable Date, the Company does not have any controlling Shareholder as defined under the Listing Rules. Accordingly, Ms. Wang, being the Executive Director, the Chief Executive Officer and Chairlady of the Board, holds 37,392,913 Shares through Peak Access as at the Latest Practicable Date, therefore shall abstain from voting in favour of the relevant resolution relating to the Rights Issue at the SGM in accordance with Rule 7.27A(1) of the Listing Rules. No other Directors are interested in the Shares as at the Latest Practicable Date.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, save for disclosed above and as at the Latest Practicable Date, no other Shareholder is required or indicated his/her intention to abstain from voting on the relevant resolution to approve the proposed Rights Issue at the SGM.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

INDEPENDENT BOARD COMMITEE

The Independent Board Committee comprising all the Independent Non-executive Directors has been established to advise the Independent Shareholders as to whether the terms of the Rights Issue are fair and reasonable and in the interest of the Company and Shareholders as a whole and to advise the Independent Shareholders on how to vote at the SGM in respect of the Rights Issue. We, Amasse Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationships or interests with the Company or any other parties that could reasonably be regarded as relevant to our independence. In the last two years, we have not acted as an independent financial adviser to the Independent Board Committee and the Independent Shareholders for any transaction.

With regard to our independence from the Company, it is noted that, apart from normal professional fees paid or payable to us in connection with the current appointment as the Independent Financial Adviser, no arrangements exist whereby we had received or will receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence, we consider that we are independent pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have reviewed, among others, (i) the annual report (the "**2024 Annual Report**") of the Company for the year ended 31 December 2024 ("**FY2024**"), the interim report (the "**2025 Interim Report**") of the Company for the six months ended 30 June 2025 ("**HY2025**") in relation to the information of the Group; (ii) the information contained or referred to in the Circular; and (iii) relevant public information. We have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors and the management of the Company (collectively, the "**Management**"). We have assumed that all information and representations that have been provided by the Management, for which the Directors are solely and wholly responsible, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. Our opinion is based on the representation and confirmation of the Management that there are no undisclosed private agreements/ arrangements or implied understanding with anyone concerning the Rights Issue. We have reviewed and discussed with the Company on the information provided as well as sought and received confirmation from the Management that all information and representations provided to us by the Management are true, accurate, complete and not misleading in all respects at the time they were made and as at the Latest Practicable Date. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with the Listing Rules.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, that the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Circular or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, carried out any independent verification of the information provided by the Management, nor have we conducted any independent in-depth investigation into the business and affairs of any members of the Group, the counter party(ies) to the Rights Issue or their respective subsidiaries or associates. We also have not considered the taxation implication on the Group or the Shareholders as a result of the Rights Issue and the transactions contemplated thereunder. We have not carried out any feasibility study on the past, and forthcoming investment decision, opportunity

or project undertaken or to be undertaken by the Group. Our opinion has been formed on the assumption that any analysis, estimation, anticipation, condition and assumption provided by the Group are feasible and sustainable. Our opinion shall not be constructed as to give any indication to the validity, sustainability and feasibility of any past, existing and forthcoming investment decision, opportunity or project undertaken or to be undertaken by the Group.

Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company. We expressly disclaim any liability and/or any loss arising from or in reliance upon the whole or any part of the contents of this letter.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, we are not obligated to conduct any independent in-depth investigation into the accuracy and completeness of those information.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation regarding the Rights Issue, we have considered the following principal factors and reasons:

1. Information on the Group

1.1 Principal business of the Group

The Group is principally engaged in manufacturing and trading of toys (the "**Toys Division**") and the plantation and sales of agricultural products.

1.2 Financial information of the Group

Set out below is the summary of the Group's (i) audited financial performance for the year ended 31 December 2023 ("**FY2023**") and FY2024 as extracted from the 2024 Annual Report; and (ii) unaudited financial performance for the six months ended 30 June 2024 ("**HY2024**") and HY2025 as extracted from the 2025 Interim Report:

	HY2025	**HY2024**	**FY2024**	**FY2023**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(unaudited)	(unaudited)	(audited)	(audited)
Revenue	148,376	191,131	515,908	523,262
Gross (loss)/profit	(10,035)	4,070	12,803	39,266
Loss before tax	(38,349)	(26,709)	(69,437)	(22,998)
Loss for the period/year	(38,349)	(26,725)	(73,762)	(29,361)
Attributable to:				
Owners of the Company	(38,302)	(26,565)	(73,026)	(28,650)
Non-controlling interests	(47)	(160)	(736)	(711)

HY2025 vs HY2024

For HY2025, the Group recorded revenue of approximately HK$148.38 million, representing a decrease of 22.37% as compared to that of approximately HK$191.13 million for HY2024. The decrease in revenue was mainly attributable to the decrease in purchase orders and selling prices from the Toys Division due to increasing tariffs imposed by the United States of American (the "**USA**") on Chinese products.

For HY2025, the Group recorded a gross loss of approximately HK$10.04 million as compared to a gross profit of approximately HK$4.07 million for HY2024, which was mainly attributable to the combined impact of the USA's increased tariffs on Chinese products which affecting the sales to the USA and China's rising minimum wage and social insurance costs significantly undermined the Group's gross profit margin in HY2025.

For HY2025, the Group's loss attributable to owners of the Company was approximately HK$38.30 million, representing an increase of approximately 44.15% when compared to that of approximately HK$26.57 million for HY2024 due to the gross loss as discussed above.

FY2024 vs FY2023

For FY2024, the Group recorded revenue of approximately HK$515.91 million and performed steadily as compared to that of approximately HK$523.26 million for FY2023.

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For FY2024, the Group's gross profit was approximately HK$12.80 million, representing a decrease of approximately 67.41% when compared to that of approximately HK$39.27 million for FY2023, which was mainly attributable to the worse performance of the Toys Division as a result of the competitive market conditions during FY2024.

For FY2024, the Group's loss attributable to owners of the Company was approximately HK$73.03 million, representing an increase of approximately 154.90% when compared to that of approximately HK$28.65 million for FY2023, which was mainly attributable to the decrease in gross profit as discussed above and the increase in the impairment loss on property, plant and equipment by approximately HK$10 million during the year.

Financial position

Set out below is the summary of the Group's financial position as at 31 December 2024 and 30 June 2025 as extracted from the 2025 Interim Report:

	As at 30 June 2025	**As at 31 December 2024**
	(unaudited)	(audited)
	HK$'000	*HK$'000*
Non-current assets	94,894	97,423
Current assets	227,606	255,457
Total assets	**322,500**	**352,880**
Non-current liabilities	17,067	17,653
Current liabilities	480,874	475,714
Total liabilities	**497,941**	**493,367**
Net current liabilities	**(253,268)**	**(220,257)**
Net liabilities	**(175,441)**	**(140,487)**
Capital deficiency attributable to owners of the Company	**(173,779)**	**(139,038)**

As at 30 June 2025, the Group reported net current liabilities of approximately HK$253.27 million, representing an increase of approximately 14.99% as compared to that of approximately HK$220.26 million as at 31 December 2024. Such increase was mainly attributable to (i) the decrease in current assets as a result of the decrease in trade receivables and bank balances and cash, offsetting by the increase in inventories; and (ii) the increase in current liabilities as a result of the increase in trade payables and borrowing, offsetting by the decrease in other payables and accruals.

The Group also reported capital deficiency attributable to owners of the Company of approximately HK$173.78 million as at 30 June 2025, representing an increase of approximately 24.99% as compared to that of approximately HK$139.04 million as at 31 December 2024. Such increase was mainly attributable to the decrease in current assets and increase in current liabilities as discussed above.

2. Reasons for and benefits of the Rights Issue and use of proceeds

2.1 Reasons for and benefits of the Rights Issue

As disclosed in the Letter from the Board, the Board considers fundraising for additional general working capital is essential although, on 19 September 2025, a total of 30,951,496 new Shares were successfully placed at the placing price of HK$0.35 per placing share (the "**September Placing**"). The net proceeds from the September Placing, after deducting the placing commission and other related expenses of the September Placing, amounted to approximately HK$10.3 million, of which was intended for repayment of loans, settlement of outstanding audit fees, professional fees and general working capital of the Group. As at the Latest Practicable Date, approximately 90% of the net proceeds from the September Placing has been utilised.

Taking into account that the Company had bank balances and cash of approximately HK$34.13 million as at 30 June 2025 and approximately 90% of the net proceeds from the September Placing has been utilised by the Group, the Board considers it is prudent and in the interest of the Company and the Shareholders as a whole to raise additional funds to (i) repay borrowings; and (ii) for general working capital purposes. The Board considers that the Rights Issue is both timely and necessary, as it will enable the Company to address imminent debt maturities and ensure the continued stability of its financial position in light of the upcoming repayment obligations. In addition, the uncertainties upon the Company's business and operations, the Directors consider that maintaining a strong cash position is required for the quick replenishment of liquidity of the Group. The Rights Issue will enable the Group to strengthen financial position and meet the financial obligations when they fall due in the following twelve (12) months from the date of this circular.

Assuming the Rights Issue is fully subscribed, the estimated gross proceeds of the Rights Issue will be approximately HK$182.0 million (assuming no change in the number of Shares in issue on or before the Record Date). The corresponding estimated net proceeds of the Rights Issue, after deducting the related expenses, will be approximately HK$176.5 million, which are intended to be used in the following manner:

(a) approximately HK$116.6 million, representing approximately 66.0% of the net proceeds, towards the repayment of borrowings (covering both principal and interest), including (i) approximately HK$56.6 million for the repayment of a corporate bond maturing on 30 September 2025 (the "**Corporate Bond**"); (ii) approximately HK$30.0 million for the repayment of 3 short term loans falling due in October 2025 and November 2025 (the "**Short Term Loans**"); and (iii) the remaining balance of approximately HK$30.0 million for the repayment of other term loans (the "**Other**

Term Loans"), with maturity dates commencing in 2026 and 2027. The early repayment of these borrowings is expected to provide several benefits to the Company, including but not limited to (i) reducing future finance costs, saving approximately HK$10.2 million in annual interest costs to directly improve profitability; (ii) enhancing financial stability by reducing the above borrowings; and (iii) improving cash flow and providing greater operational flexibility.

(b) approximately HK$59.9 million, representing approximately 34.0% of the net proceeds, towards the general working capital of the Group, including (i) approximately HK$20.0 million for the direct operational needs for the Toys Division, which includes but not limited to approximately HK$15.0 million for the production cost and approximately HK$5.0 million for the selling and distribution costs; and (ii) the remaining balance of approximately HK$39.9 million for the general working capital of the Group, which refers to daily operation expenses including but not limited to employee salaries, audit and professional fees, other administrative costs, operating expenses and cash reserves.

In ascertaining the fairness and reasonableness of the Rights Issue and the Company's need for additional funding, we have discussed with the Management and reviewed, in particular the loan documents in relation to the Corporate Bond, the Short Terms Loans and the Other Term Loans. We noted that:–

(1) in relation to the Corporate Bond, on 7 December 2016, the Corporate Bond amounted to HK$45,000,000 was issued by the Company. As at the Latest Practicable Date, the principal amount of the Corporate Bond of HK$45,000,000 was outstanding with an interest rate of 6.75% per annum. The maturity date of the Corporate Bond has been extended to 30 September 2025.

We have obtained a demand letter issued by the holder of the Corporate Bond in September 2025 (the "**Demand Letter**"). We also noted from the announcement of the Company dated 30 September 2025 disclosing that the Company received the Demand Letter to demand for immediate repayment of the principal amount and all outstanding interests of the Corporate Bonds and the holder of the Corporate Bond will not grant any further extension to the Company. As stated in the Demand Letter, among others, unless the Company shall repay the outstanding principal and interest, the holder of the Corporate Bond shall take legal actions against the Company without further notice within 7 days from the date of the Demand Letter. We are given to understand from the Management that after various discussions, the holder of the Corporate Bond agreed that it will not take any action until the termination or completion of the Rights Issue (whichever is earlier).

(2) in relation to the Short Term Loans, on 12 March 2025, 14 April 2025 and 12 May 2025, the Group obtained short-term loans of HK$10,000,000, HK$10,000,000 and HK$10,000,000 respectively at a fixed rate of 12% per annum from an independent third party, with maturity dates on 31 October 2025, 14 November 2025 and 28 November 2025 respectively. As at the Latest Practicable Date, the aggregate principal amount of the Short Term Loans of HK$30,000,000 was remained outstanding.

(3) in relation to the Other Term Loans, as at the Latest Practicable Date, the Group had a total of 4 term loans with an aggregate outstanding principal amount of HK$30 million, which will expire on 27 April 2026, 13 May 2026, 11 March 2027 and 24 May 2027. All such term loans are charged at a fixed interest rate of 12% per annum. It is noted that the Other Term Loans will expire in less than two years from the Latest Practicable Date.

(4) in relation to the general working capital needs of the Company, we noted from the 2024 Annual Report that the aggregate amount of the selling and distribution costs, administrative expenses and other operating expenses were approximately HK$52.16 million for FY2024 and HK$60.86 million for FY2023. Notwithstanding certain costs control measures in its toys segment including (a) streamlining its production team; (b) rearranging part of the production work to factory location with lower labour costs; and (c) freezing the salary level of other staff, as reported in the 2025 Interim Report, the aforesaid aggregate amounts were approximately HK$20.28 million for HY2025 and would expected to be HK$40.56 million on an annualised basis.

(5) as set out in the 2024 Annual Report, the auditors of the Company, Confucius International CPA Limited, issued a disclaimer of opinion on the consolidated financial statements of the Group for FY2024 because of the significance of material uncertainties relating to going concern and in particular up to the date of the 2024 Annual Report, no agreement or information or indication of the lender's current intention for the further renewal of or extension for repayment of those outstanding corporate bonds and term loans is available. As such, as advised by the Company, the Rights Issue, which is on a fully underwritten basis and majority of the net proceeds will be applied to repay the Group's borrowings, is crucial to resolve the disclaimer of opinion.

Having considered the above, the Group has a genuine funding need for the repayment of debt as well as to support its business operations, we consider the Group's reasons for proceeding with the Rights Issue to be fair and reasonable.

2.2 Financing alternatives

We have discussed with and understand from the Management that the Board has considered other fund raising alternatives including but not limited to debt financing and equity financing such as the placing of new Shares and open offer.

As disclosed in the Letter from the Board, debt financing will impose a significant interest burden amidst the high-interest rate cycle, which would impair the financial performance of the Group. On the other hand, equity financing will provide the Group with fresh funding without repayment obligations, thereby improving its capital structure and enhancing its future financing capabilities. Therefore, the Board is of the view that the equity financing is a better and more viable option than debt financing for the Company.

As for the placing of new Shares, it is relatively smaller in scale as compared to fund raising through rights issue and it would lead to an immediate dilution in shareholding interest of the existing Shareholders without offering them opportunities to participate in the enlargement of the capital base of the Group. As for open offer, while it is similar to a rights issue in offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market.

We have discussed with and concurred with the Management that (i) debt financing will impose additional interest burden on the Group; (ii) given the loss making position as well as the net current liabilities and net liabilities position of the Group, it would be difficult for the Group to obtain debt financing at favorable terms and may subject to lengthy due diligence and negotiations with financial institutions; (iii) the Company recently completed an issue of new shares on 15 January 2025 and the September Placing raising a net proceeds of approximately HK$1.20 million and HK$10.32 million respectively, the fund size of which were relatively small and below the current needs of the Group to repay the borrowings and support its working capital; and (iv) the Rights Issue allows the Qualifying Shareholders the flexibility to sell off some or all of their rights entitlements in the open market (subject to the market demand) and realise the cash value therefrom.

In totality, after considering other financing alternatives as discussed above, we concur that the Rights Issue is in the interests of the Company and the Shareholders as a whole.

3. Details of the Rights Issue

3.1 Issue statistics

Basis of the Rights Issue	Seven (7) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders as at the close of business on the Record Date
Subscription Price	HK$0.14 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	185,708,976 Shares
Number of Rights Shares to be issued under the Rights Issue	Up to 1,299,962,832 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date)
Aggregate nominal value of the Rights Shares	Up to HK$12,999,628.32 (assuming no change in the number of Shares in issue on or before the Record Date)

Net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue)	approximately HK$0.1357 per Rights Share (assuming no change in the number of Shares in issue on or before the Record Date)
Enlarged number of Shares in issue immediately after completion of the Rights Issue	Up to 1,485,671,808 Shares (assuming no change in the number of Shares in issue or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue)
Gross proceeds from the Rights Issue	Up to approximately HK$182.0 million (assuming no change in the number of Shares in issue on or before the Record Date)
Net proceeds from the Rights Issue	Up to approximately HK$176.5 million (assuming no change in the number of Shares in issue on or before the Record Date)
Right of excess applications	Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment

Assuming no change in the number of Shares in issue on or before the Record Date, the 1,299,962,832 Rights Shares proposed to be allotted and issued pursuant to the Rights Issue represent (i) 700.0% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 87.5% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares immediately after completion of the Rights Issue.

Further details of the principal terms of the Rights Issue are outlined in the Letter from the Board.

3.2 Underwriting Agreement

Date	15 October 2025 (after morning trading session of the Stock Exchange)
Issuer	The Company
Underwriter	Planetree Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities) regulated activity under the SFO and its ordinary course of business includes underwriting of securities

Number of Rights Shares to be underwritten by the Underwriter	Up to 1,038,212,441 Rights Shares, on fully underwritten basis (assuming no change in the number of Shares in issue on or before the Record Date)
Underwriting commission	2.5% of the aggregate subscription amount in respect of the Underwritten Shares, being the gross proceeds from the Underwritten Shares

Further details of the principal terms of the Underwriting Agreement are outlined in the Letter from the Board.

3.3 Subscription Price

The Subscription Price of HK$0.14 per Rights Share will be payable in full upon acceptance of the relevant provisional allotment of Rights Shares from a Qualifying Shareholder and, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

(i) a discount of approximately 50.9% to the closing price of HK$0.285 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(ii) a discount of approximately 23.5% to the closing price of HK$0.183 per Share as quoted on the Stock Exchange on the Last Trading Day;

(iii) a discount of approximately 24.3% to the average closing price of approximately HK$0.185 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day;

(iv) a discount of approximately 27.1% to the average closing price of approximately HK$0.192 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days immediately prior to the Last Trading Day;

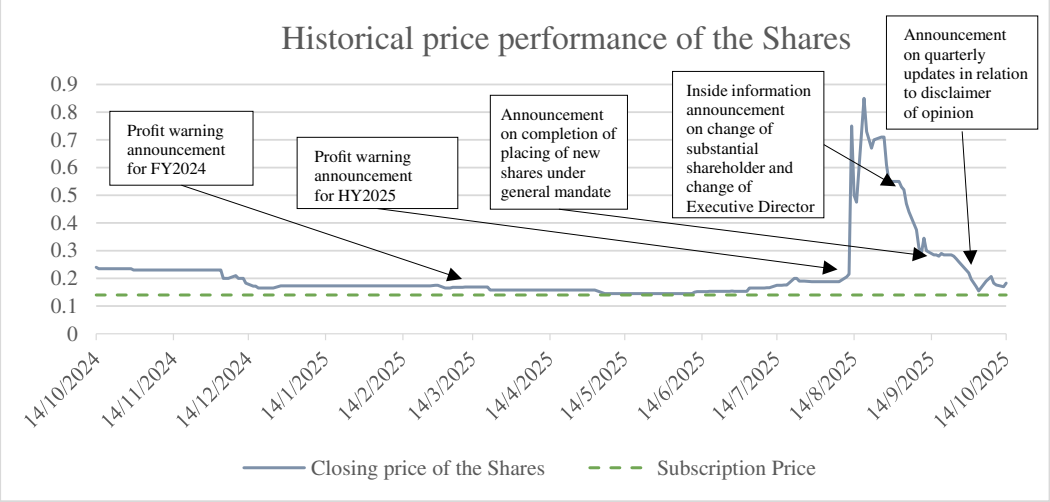
(v) a discount of approximately 4.1% to the theoretical ex-rights price of approximately HK$0.146 per Share based on the benchmarked price of HK$0.185 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK$0.183 and the average closing price of approximately HK$0.185 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day); and

(vi) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 21.1% represented by the theoretical diluted price of approximately HK$0.146 to the benchmarked price of approximately HK$0.185 per Share.

4. Evaluation of the terms of the Rights Issue and the Underwriting

4.1 Review of historical Shares closing prices

The following share price chart illustrates the daily closing price of the Shares as quoted on the Stock Exchange, during the period from 14 October 2024 up to and including the Last Trading Date (the "**Review Period**") against the Subscription Price of HK$0.14 per Rights Share. We consider the Review Period to be sufficient in reflecting the recent trading pattern of the Shares.



Source: website of the Stock Exchange

We note from the chart above that, during the Review Period, the closing price of the Shares fluctuated between HK$0.145 and HK$0.850 per Share, with an average closing price of approximately HK$0.217 per Share.

During the period from 14 October 2024 to 3 December 2024, the closing price of the Shares was traded at HK$0.230 per Share to HK$0.240 per Share. It had showed a downward trend and moved at a range of HK$0.165 per Share and HK$0.210 per Share during the period from 4 December 2024 to 24 December 2024. Since then, the closing price of the Shares had fluctuated between HK$0.145 per Share and HK$0.173 per Share.

Starting from 14 July 2025, the closing prices of the Shares had increased gradually to HK$0.215 on 12 August 2025. It surged rapidly and reached HK$0.750 per Share on 13 August 2025, however plummeted to HK$0.475 per Share on 15 August 2025. It had then surged and reached a period high of HK$0.850 per Share on 18 August 2025. It then showed a steep downward trend and plummeted to HK$0.155 per Share on 3 October 2025. We have enquired the Directors regarding the possible reasons for such rapid movement in the closing price of the Shares during the period from 12 August 2025 and 3 October 2025, and as confirmed by the Directors, save for the publication of (a) an profit warning announcement for HY2025 on 15 August 2025; (b) an inside information in relation to, among others, the change

of substantial shareholder of the Company and Executive Director on 3 September 2025; (c) an announcement on a placing of new shares under general mandate on 11 September 2025 and completion of which took place on 19 September 2025; and (d) an announcement on quarterly updates in relation to disclaimer of opinion on going concern set out in the 2024 Annual Report on 30 September 2025 (collectively, the "**Published Announcements**"), the Directors were not aware of any happening which might have affected the closing price of the Shares.

The closing prices of the Shares traded at a range of HK$0.170 per Share and HK$0.207 per Share from 6 October 2025 up to the Last Trading Date.

Although the Subscription Price is lower than the range of the closing prices of the Shares during the Review Period, however, considering (i) the loss making position as well as the net current liabilities and net liabilities position of the Group as set out in the section headed "1.2 Financial information of the Group" above; (ii) the Group has a genuine funding need for the repayment of debt as well as to support its business operations as set out in the section headed "2.1 Reasons for and benefits of the Rights Issue" above; (iii) the low liquidity of the Shares as discussed in the section below headed "4.2 Historical trading liquidity of the Shares"; and (iv) it is noted that it is a common market practice to set the subscription price at a discount to the prevailing market prices of the relevant shares in order to increase the attractiveness and encouraging shareholders to participate in the rights issue as discussed in the section headed "4.3 Comparable analysis with recent rights issue exercises" below, we consider that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

4.2 Historical trading liquidity of the Shares

Set out below in the table are the average daily trading volume of the Shares and the percentages of the average daily trading volume (the "**Average Volume**") to the number of total issued Shares during the Review Period.

Month	**Number of trading days in each month** *Number of days*	**Average Volume** *in Shares*	**Percentage of the Average Volume to total number of issued Shares** *% (Note)*
2024			
October (from 14 October 2024)	14	12,589	0.009%
November	21	4,850	0.003%
December	20	16,912	0.012%
2025			
January	19	21	0.00001%
February	20	1,308	0.001%
March	21	12,777	0.008%
April	19	577	0.0004%
May	20	512	0.0003%
June	21	49,939	0.032%
July	22	19,069	0.012%
August	21	4,052,464	2.619%
September	22	6,786,278	3.654%
October (up to and including the Last Trading Date)	8	12,748,747	6.865%

Source: website of the Stock Exchange

Note: The calculation is based on the average daily trading volume for the month divided by the total number of issued Shares at the end of that month during the Review Period (or at the Last Trading Date for October 2025).

As illustrated above, during the Review Period, the Average Volume was ranging from approximately 0.00001% to 6.865% for the total number of issued Shares as at the end of each respective month (or at the Last Trading Date for October 2025), with an average of approximately 1.017%.

We note that there was a sharp increase in daily trading volume of the Shares between 13 August 2025 up to the Last Trading Date that resulted in higher Average Volume in August, September and October 2025. We have enquired the Directors regarding the possible reasons for such increase in the Average Volume, and as confirmed by the Directors, save for the

publication of the Published Announcements and the announcement on the Rights Issue on 15 October 2025, the Directors were not aware of any happening which might have affected the Average Volume in August, September and October 2025. Excluding the Average Volume in August, September and October 2025 (representing 51 days out of 248 days or approximately 21% during the Review Period), the Average Volume was ranging from approximately 0.00001% to 0.032% for the total number of issued Shares, with an average of approximately 0.0078%.

Based on the above, we consider that the trading liquidity of the Shares is in general thin during the Review Period. In view of (i) the thin trading volume of the Shares as illustrated above; and (ii) the loss making position as well as the net current liabilities and net liabilities position of the Group as discussed above which would hinder the Group from obtaining further financing from financial institutions, we are of the view that the Rights Issue is an appropriate and reasonable equity financing method for the Group.

4.3 Comparable analysis with recent rights issue exercises

To further assess the fairness and reasonableness of the terms of the Rights Issue, we have conducted our independent research based on comparable analysis through identifying rights issues announced by companies listed on the Main Board and GEM of the Stock Exchange between 14 July 2025 and the Last Trading Date (the "**Comparison Review Period**"). We consider that the Comparison Review Period is sufficient as it is intended to identify the most recent rights issue transactions conducted by companies listed on the Main Board and GEM of the Stock Exchange under the market conditions and sentiment similar to that of the Rights Issue, thus allowing reasonable comparison of their commercial terms. Given that (i) such period would provide us with the recent and relevant information to demonstrate the prevailing market practice prior to the Announcement under the prevailing market conditions; and (ii) we are able to identify sufficient and reasonable samples size for selection of comparables within the Comparison Review Period. We consider the Comparison Review Period of approximately three months is fair and reasonable. Based on the aforementioned criteria, on a best effort basis, we have noted and reviewed an exhaustive list of 22 similar rights issues (together as the "**Comparables**").

Notwithstanding that the subject companies constituting the Comparables may have different principal activities, market capitalisation, profitability and financial position as compared with those of the Company, and different reasons for their respective fund-raising activities, we would still consider, in light of our selection criteria, capturing recent rights issues by listed companies under similar market conditions and sentiments can provide Shareholders with a broad perspective of recent market trend of this type of transaction which is similar to that of the Rights Issue.

Date of announcement	Company name	Stock code	Basic of entitlement	Premium/(discount) of subscription price per rights share to closing price per share on the last trading day prior to the announcement of rights issue *(%)*	Discount of subscription price to the average closing price per share for the last five consecutive trading days immediately up to and including the last trading day prior to the announcement of rights issue *(%)*	Theoretical dilution effect *(%)*	Excess application	Underwritten	Underwriting commission *(%)*
23/7/2025	Future Machine Limited	1401	1 for 2	(72.3)	(72.3)	24.1	No	No	N/A
25/7/2025	Shin Hwa World Limited	582	1 for 1	(34.2)	(33.1)	17.1	Yes	Best-effort	1.00
30/7/2025	Da Yu Financial Holdings Limited	1073	1 for 2	(16.7)	(18.9)	6.7	Yes	No	N/A
30/7/2025	XJ International Holdings Co., Ltd.	1765	1 for 12	(2.0)	(0.5)	0.2	No	No	N/A
4/8/2025	TOMO Holdings Limited	6928	1 for 2	(62.1)	(63.2)	21.3	No	No	N/A
6/8/2025	Value Convergence Holdings Limited	821	2 for 1	(4.3)	(5.9)	3.1	Yes	No	N/A
13/8/2025	Capital VC Limited	2324	1 for 1	(27.3)	(24.8)	13.6	No	No	N/A
13/8/2025	China Information Technology Development Limited	8178	3 for 8	(55.1)	(55.2)	15.1	Yes	Fully	7.07
14/8/2025	China Energy Development Holdings Limited	228	1 for 2	(19.9)	(19.9)	6.6	Yes	No	N/A
26/8/2025	Jisheng Group Holdings Limited	8133	3 for 1	(14.3)	(14.3)	10.6	No	No	N/A
4/9/2025	Many Idea Cloud Holdings Limited	6696	6 for 1	(22.1)	(24.6)	20.6	No	No	N/A
4/9/2025	Aeso Holding Limited	8341	2 for 1	(25.7)	(23.1)	17.1	No	No	N/A
10/9/2025	China Automotive Interior Decoration Holdings Limited	48	3 for 2	(29.7)	(29.3)	17.8	No	Fully	4.50
15/9/2025	Zhong Jia Guo Xin Holdings Company Limited	899	2 for 1	(33.6)	(35.2)	24.8	No	No	N/A
19/9/2025	Immunotech Biopharm Ltd	6978	1 for 5	(47.7)	(47.8)	8.1	Yes	Best-effort	1.45
22/9/2025	Gameone Holdings Limited	8282	1 for 2	1.7	(1.0)	0.6	Yes	Best-effort	0.50
26/9/2025	Perfectech International Holdings Limited	765	1 for 2	(18.1)	(20.7)	7.0	Yes	No	N/A
2/10/2025	China New Economy Fund Limited	80	1 for 2	(29.3)	(27.2)	9.7	Yes	No	N/A
3/10/2025	Macau Legend Development Limited	1680	1 for 2	(45.5)	(44.4)	15.8	Yes	Fully	3.00
5/10/2025	Fire Rock Holdings Limited	1909	1 for 2	(20.2)	(27.9)	9.1	No	Non-fully	No
9/10/2025	CCIAM Future Energy Limited	145	1 for 2	(18.6)	(19.1)	6.6	No	No	N/A
9/10/2025	Hao Bai International (Cayman) Limited	8431	4 for 1	(19.2)	(27.1)	23.2	No	No	N/A
			Average	(28.0)	(28.9)	12.7			2.92
			Minimum	1.7	(0.5)	0.2			0.50
			Maximum	(72.3)	(72.3)	24.8			7.07
	The Company		7 for 1	(23.5)	(24.3)	21.1	Yes	Fully	2.50

Subscription price

From the table as set out above, the subscription price of the Comparables ranged from a premium of approximately 1.7% to a discount of approximately 72.3%, with an average discount of approximately 28.0% and relative to their respective closing prices per share on the last trading day. The discount of approximately 23.5% of the Company's Subscription Price to the closing price per Share on the Last Trading Day falls within this range and is lower than the average discount of the Comparables.

For the five consecutive trading days, including and up to the last trading day, the subscription price of the Comparables ranged from a discount of approximately 0.5% to a discount of approximately 72.3%, with an average discount of approximately 28.9%. The discount of approximately 24.3% of the Company's Subscription Price for the five consecutive trading days, including and up to the Last Trading Day falls within this range and is lower than the average discount of the Comparables.

It is noted that setting the subscription price at a discount to the prevailing market prices of the relevant shares is a common market practice to enhance the attractiveness of rights issue transactions and encourage shareholder participation. All of the Comparables set their subscription prices at various degrees of discount to their respective closing prices on the last trading day and the average closing price over the five consecutive trading days. Therefore, we are of the view that the Subscription Price is acceptable and in line with recent market transactions.

Theoretical dilution effect

From the table as set out above, the theoretical dilution effect of the rights issue conducted by the Comparables ranged from a discount of 0.2% to 24.8% with an average discount of approximately 12.7%. Despite the theoretical dilution effect of the Rights Issue of approximately 21.1% is higher than the average of the Comparables, it falls within the range of the Comparables.

Underwriting commission

From the table as set out above, we noted that the commission rates payable to underwriters of the Comparables ranged from 0.50% to 7.07% with an average of approximately 2.92%. The underwriting commission for the Rights Issue of 2.5% is within the range of commission rates payable of the Comparables and is lower than the average commission rates payable of the Comparables. Accordingly, we are of the opinion that the underwriting commission of 2.50% is fair and reasonable.

5. Dilution effect of the Rights Issue on the Shareholding interests

All Qualifying Shareholders are entitled to subscribe for the Rights Shares. For those Qualifying Shareholders who take up their full provisional allotments under the Rights Issue, their shareholding interests in the Company will remain unchanged after the Rights Issue. Qualifying Shareholders who

do not take up the Rights Issue can, subject to the then-prevailing market conditions, consider selling their nil-paid rights to subscribe for the Rights Shares in the market. However, they should note that their shareholdings in the Company will be diluted upon completion of the Rights Issue.

For those Qualifying Shareholders who do not take up their full provisional allotments under the Rights Issue, depending on the extent to which they subscribe for the Rights Shares, their shareholding interests in the Company upon completion of the Rights Issue will be diluted by up to a maximum of approximately 87.5%.

Having considered (i) all Qualifying Shareholders are offered an equal opportunity to participate in the enlargement of the capital base of the Company and Shareholders' interests in the Company will not be diluted if they elect to exercise their full provisional allotments under the Rights Issue; (ii) the Qualifying Shareholders have the opportunity to sell their nil-paid rights to subscribe for the Rights Shares in the market if they do not wish to take up the Rights Issue entitlements; and (iii) the Group has a genuine funding need for the repayment of debt as well as to support its business operations as set out in the section headed "2.1 Reasons for and benefits of the Rights Issue" above, we are of the view that the potential dilution effect on the shareholding is acceptable and justifiable.

6. Potential financial effects of the Rights Issue

6.1 Net tangible assets

The unaudited pro forma statement of unaudited consolidated net tangible assets of the Group attributable to the owners of the Company adjusted for the effect of the Rights Issue as at 30 June 2025 (the "**Pro Forma Statement**"), which is prepared as if the Rights Issue had taken place on 30 June 2025, is set out under Appendix II to the Circular. According to the Pro Forma Statement, the unaudited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 30 June 2025 was approximately HK$173.78 million and would turnaround to be unaudited consolidated net tangible assets of the Group attributable to owners of the Company of approximately HK$2.70 million (based on the estimated net proceeds from the Rights Issue of approximately HK$176.50 million on 1,299,962,832 Rights Shares to be issued at the Subscription Price of HK$0.14 per Rights Share) as if the Rights Issue had taken place on 30 June 2025.

6.2 liquidity

The estimated net proceeds from the Rights Issue are expected to enhance the Group's cash and bank balance, and therefore the current assets, by approximately HK$176.50 million and the Rights Issue is expected to improve the Group's liquidity position immediately after its completion.

Having considered the above, we are of the view that the overall financial impact to the Group upon completion of the Rights Issue is in the interests of the Company and the Shareholders. Shareholders should note that the above analysis is based on full subscription basis. Subject to the fulfilment of conditions, the Rights Issue will proceed on a fully underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares.

We wish to draw your attention that the aforementioned analyses are for illustrative purpose only and do not purport to represent how the financial position of the Group will be upon completion of the Rights Issue.

RECOMMENDATION

Having considered of the above principal factors and reasons, we consider that the terms of the Rights Issue and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned, and is in the interest of the Company and its Shareholders as a whole. We therefore advise that the Independent Shareholders, and the Independent Board Committee to recommend the Independent Shareholders, to vote in favour of the ordinary resolution to be proposed at the SGM.

Yours faithfully,
For and on behalf of
AMASSE CAPITAL LIMITED
Stephen Lau
Director

*Mr. Stephen Lau ("**Mr. Lau**") is a licensed person registered with the SFC and a responsible officer of Amasse Capital Limited to carry out Type 6 (advising on corporate finance) and a representative of Amasse Capital Limited to carry out Type 1 (dealing in securities) regulated activities under the SFO. Mr. Lau is also a representative of Amasse Asset Management Limited licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. He has over 10 years of experience in the finance industry.*

1. SUMMARY OF FINANCIAL INFORMATION

Financial information of the Group for each of the three financial years ended 31 December 2022, 2023 and 2024 and the interim report for the six months ended 30 June 2025 were disclosed in the following documents which have been published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.winshine.com):

- annual report of the Company for the year ended 31 December 2022 published on 27 April 2023 (from pages 77 to 211) (https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0427/2023042704322.pdf);
- annual report of the Company for the year ended 31 December 2023 published on 29 April 2024 (from pages 78 to 222) (https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0429/2024042902786.pdf);
- annual report of the Company for the year ended 31 December 2024 published on 30 April 2025 (from pages 94 to 234) (https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0430/2025043001189.pdf); and
- interim report of the Company for the six months ended 30 June 2025 published on 29 September 2025 (from pages 10 to 37) (https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0929/2025092901356.pdf).

2. INDEBTEDNESS OF THE GROUP

As at the close of business on 30 September 2025, being the latest practicable date for the purpose of ascertaining information contained in this statement of indebtedness prior to the printing of this circular, the details of the Group's indebtedness are as follows:

Borrowings	*HK$'000*
Bank loans	
Secured without guarantee	147,829
Corporate bonds	
Secured with guarantee	45,000
Term loans	
Secured without guarantee	22,000
Unsecured without guarantee	5,000
Revolving loans	
Unsecured with guarantee	3,000
Other loans	
Unsecured without guarantee	30,000
Total	252,829

The aforesaid secured borrowings were secured by (a) certain assets owned by the Group; (b) the shares of a subsidiary of the Group; and (c) the first floating charge over the assets of a subsidiary.

Lease liabilities

The Group had lease liabilities totaling approximately HK$1,569,000, which were unsecured and unguaranteed.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, the Group did not have at the close of business on 30 September 2025 any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchases commitments, guarantees or other material contingent liabilities.

For the purpose of the indebtedness statement, foreign currency amounts have been translated into Hong Kong dollars at the approximate rates of exchange prevailing as at 30 September 2025.

3. WORKING CAPITAL STATEMENT

The Directors are of the opinion that, taking into consideration the Group's present financial resources and the estimated net proceeds from the Rights Issue, the Group has sufficient working capital for its present requirements for at least the twelve (12) months from the date of this circular.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse changes in the financial or trading position of the Group since 31 December 2024 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in the manufacturing and trading of toys and the plantation and sales of agricultural products.

According to the interim report for the six months ended 30 June 2025, as compared to the six months ended 30 June 2024 ("**HY2024**"), the Group's revenue for the six months ended 30 June 2025 had decreased by 22.3% to approximately HK$148.4 million (HY2024: HK$191.1 million). The loss attributable to owners of the Company amounted to approximately HK$38.3 million (HY2024: HK$26.6 million), representing an increase of 44.0% as compared with HY2024.

To mitigate the negative impact caused by the increasing U.S. tariffs, the Group is focusing on expanding the customer base within the domestic market in China. Looking ahead, the Group believes there is significant potential for further growth. The Group's domestic clientele includes reputable brands which position us favorably within the market.

The increase in losses during the interim period is attributed to a combination of external economic factors. While these challenges are significant, the management team is committed to navigating this complex landscape through strategic initiatives that aim at improving operational efficiency, fostering innovation, and diversifying market presence. The Group believes that by adapting to these challenges, it can position itself for long-term success in the evolving toy manufacturing industry.

Taking into account that the Group had bank balances and cash of approximately HK$34.1 million as at 30 June 2025 and approximately 90% of the net proceeds from the placing of new shares completed in September 2025 has been utilised by the Group, the Board considers it is prudent and in the interest of the Company and the Shareholders as a whole to raise additional funds to (i) repay borrowings; and (ii) for general working capital purposes. The Board considers that the Rights Issue is both timely and necessary, as it will enable the Group to address imminent debt maturities and ensure the continued stability of its financial position in light of the upcoming repayment obligations. In addition, conflicts, trade wars and shifting alliances create uncertainties to the Group's business and operations, the Directors consider that maintaining a strong cash position is required for the quick replenishment of liquidity of the Group. The Rights Issue will enable the Group to strengthen financial position and meet the financial obligations when they fall due in the following twelve (12) months from the date of this circular.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company (the "**Unaudited Pro Forma Financial Information**") has been prepared by the Directors in accordance with paragraph 29 of Chapter 4 of the Listing Rules to illustrate the effect of the Rights Issue on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as if the Rights Issue had taken place on 30 June 2025.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of the unaudited consolidated net tangible assets of the Group attributable to owners of the Company immediately had the Rights Issue been completed as at 30 June 2025 or at any future dates.

	Unaudited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 30 June 2025	**Estimated net proceeds from the Rights Issue**	**Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025**	**Unaudited consolidated net tangible liabilities per existing share before completion of the Rights Issue**	**Unaudited pro forma adjusted consolidated net tangible assets per adjusted share after completion of the Rights Issue**
	HK$'000	*HK$'000*	*HK$'000*	*HK$*	*HK$*
	(Note 1)	*(Note 2)*	*(Note 3)*	*(Note 4)*	*(Note 5)*
Based on 1,299,962,832 Rights Shares to be issued at the Subscription Price of HK$0.14 per Rights Share	(173,779)	176,500	2,721	(0.9358)	0.00183

Notes:

1. The unaudited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 30 June 2025 is calculated based on the consolidated net tangible liabilities of the Group attributable to owners of the Company as at 30 June 2025 of approximately HK$173,779,000 as set out in the published interim report of the Group for the six months ended 30 June 2025 dated 29 August 2025.

2. The estimated net proceeds from the Rights Issue of approximately HK$176,500,000 are based on 1,299,962,832 Rights Shares to be issued at the subscription price of HK$0.14 per Rights Share, after deduction of the estimated related expenses of approximately HK$5,495,000.

3. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2025 represents the unaudited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 30 June 2025 plus the estimated net proceeds from the Rights Issue.

4. The calculation of the unaudited consolidated net tangible liabilities per existing share before completion of the Rights Issue is based on the unaudited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 30 June 2025 of approximately HK$173,779,000 as set out in note 1, divided by 185,708,976 shares in issue.

5. The unaudited pro forma adjusted consolidated net tangible assets per adjusted share after completion of the Rights Issue is determined based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company after the completion of the Rights Issue of approximately HK$2,721,000 as set out in note 3, divided by 1,485,671,808 shares which represents: (i) 185,708,976 shares in issue before the Rights Issue; and (ii) 1,299,962,832 Rights Shares to be issued under the Rights Issue assuming the Rights Share had been fully subscribed, as if the Rights Issue had been completed on 30 June 2025.

6. No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2025.

B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from the independent reporting accountants, Confucius International CPA Limited, Certified Public Accountants, Hong Kong, in respect of the Group's unaudited pro forma financial information for the purpose of inclusion in this circular.

TO THE DIRECTORS OF WINSHINE SCIENCE COMPANY LIMITED

PAN-CHINA 天健國際會計師事務所有限公司
Confucius International CPA Limited Certified Public Accountants

香港灣仔莊士敦道181号大有大厦1501-08室
Rooms 1501-08,15th Floor, Tai Yau Building,
181 Johnston Road, Wanchai, Hong Kong
电话 Tel: (852) 3103 6980
传真 Fax: (852) 3104 0170
电邮 Email：info@pccpa.hk
官网 Web：www.pccpa.hk

14 November 2025

Board of Directors
Winshine Science Company Limited
Room 1501, 15th Floor,
Great Eagle Centre,
23 Harbour Road, Wanchai,
Hong Kong

Dear Sirs,

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information (the "**Unaudited Pro Forma Financial Information**") of Winshine Science Company Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") by the directors of the Company (the "**Directors**"). The Unaudited Pro Forma Financial Information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2024 and related notes as set out in Appendix II of the circular issued by the Company dated 14 November 2025 (the "**Circular**"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Appendix II of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Company's proposed rights issue of up to 1,299,962,832 rights shares at the subscription price of HK$0.14 per rights share on the basis of seven (7) rights shares for every one (1) existing share held on the record date (the "**Rights Issue**") on the Group's consolidated net tangible assets attributable to the owners of the Company as at 30 June 2025 as if the Rights Issue had taken place at 30 June 2025. As part of this process, information about the Group's financial position has been extracted by the Directors from the Company's unaudited condensed consolidated financial statements as at 30 June 2025, on which no audit or review report has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" (the "**AG7**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 "Quality Control for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements" issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Circular" issued by the HKICPA. This standard requires that the reporting accountant plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2025 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;

(b) such basis is consistent with the accounting policies of the Company; and

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

Confucius International CPA Limited
Certified Public Accountants
Hong Kong
14 November 2025

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company (a) as at the Latest Practicable Date were; and (b) immediately after completion of the Rights Issue (assuming no new Shares were issued by the Company between the Latest Practicable Date and the Record Date and the Rights Issue becoming unconditional) will be, as follows:

(a) As at the Latest Practicable Date

	Number of Shares	Nominal value of Shares *HK$*
Authorised	70,000,000,000	700,000,000.00
Issued and fully paid	185,708,976	1,857,089.76

(b) Immediately after completion of the Rights Issue

	Number of Shares	Nominal value of Shares *HK$*
Authorised	70,000,000,000	700,000,000.00
Issued and fully paid	185,708,976	1,857,089.76
Rights Shares to be issued	1,299,962,832	12,999,628.32
Shares in issue immediately after the Rights Issue	1,485,671,808	14,856,718.08

The Rights Shares, when issued and fully paid, will rank *pari passu* in all respects, including capital, dividends and voting rights with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, no share options have been granted under the New Share Option Scheme since the adoption date and there were no outstanding share options under the New Share Option Scheme. The Company does not have any outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into or confer any right to subscribe for the Shares as at the Latest Practicable Date. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

The Rights Shares to be issued will be listed on the Stock Exchange. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS

(a) Directors' and chief executive's interests in the Company

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company or their associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) have to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**"), were as follows:

Name of Director	Nature of interest	Number of Shares held/ interested	Approximate percentage of the Company's issued Shares
Ms. Wang *(Note)*	Interest of controlled corporation	37,392,913	20.14%

Note:

These interests were held by Peak Access, which was wholly owned by Ms. Wang. Accordingly, Ms. Wang was deemed to be interested in 37,392,913 Shares under the SFO.

Save as disclosed above, so far as the Directors were aware, as at the Latest Practicable Date, none of the Directors or chief executives of the Company or their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its

associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) have to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Interests of substantial Shareholders

As at the Latest Practicable Date, so far as known to the Directors or chief executive of the Company based on the register maintained by the Company pursuant to Part XV of the SFO, the following Shareholders (other than a Director or a chief executive of the Company) had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be entered into the register maintained by the Company pursuant to Section 336 of the SFO:

Name of Shareholder	Nature of Interests	Number of Shares held/ interested	Approximate percentage of the Company's issued Shares
Mr. Ji Xiang ("**Mr. Ji**") *(Note)*	Interest of controlled corporation	9,939,520	5.35%
Excel Jade Limited ("**Excel Jade**") *(Note)*	Beneficial owner	9,939,520	5.35%

Note:

These interests were held by Excel Jade, which was wholly owned by Mr. Ji. Accordingly, Mr. Ji was deemed to be interested in 9,939,520 Shares under the SFO.

Save as disclosed above, so far as the Directors were aware, as at the Latest Practicable Date, there were no other persons who had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be entered into the register maintained by the Company pursuant to Section 336 of the SFO.

4. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS AND ARRANGEMENTS

As at the Latest Practicable Date, save for the Underwriting Agreement, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to any business of the Group.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been since 31 December 2024 (being the date to which the latest published audited financial statements of the Group were made up) acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group. To the Company's knowledge and information, none of the Company's Directors is also an employee or director of any substantial shareholder of the Company.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with the Company or any of its subsidiaries which does not expire or is not determinable by such member of the Group within one year without payment of compensation (other than statutory compensation).

6. COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or controlling shareholders or their respective associates had any business or interest which competes or may compete with the business of the Group, or have or may have any other conflicts of interest with the Group.

7. LITIGATION

As at the Latest Practicable Date, as far as the Directors are aware, neither the Company nor any member of the Group was engaged in any litigation or arbitration or claim of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against the Company or any member of the Group.

8. QUALIFICATIONS AND CONSENTS OF EXPERTS

The following is the qualification of the expert who has given opinion or advice, which are contained or referred to in this circular:

Name	**Qualification**
Confucius International CPA Limited	Certified Public Accountants
Amasse Capital Limited	a licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities

As at the Latest Practicable Date, (i) each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter and references to its name and/or its advice in the form and context in which they respectively appear; (ii) each of the above experts was not beneficially interested in any share of any member of the Group nor did it have

any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (iii) each of the above experts did not have any direct or indirect interest in any assets which have been acquired, or disposed of by, or leased to any member of the Group, or are proposed to be acquired, or disposed of by, or leased to any member of the Group.

9. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by any member of the Group within the two years immediately preceding the date of the Announcement and up to the Latest Practicable Date:

(a) the Underwriting Agreement;

(b) the placing agreement dated 11 September 2025 entered into between the Company and Imagi Brokerage Limited in relation to the placing of 30,951,496 Shares for gross proceeds of approximately HK$10.8 million under general mandate;

(c) the subscription agreement dated 22 January 2025 entered into between the Company and Mr. Ma Wenya in relation to the placing of 9,400,000 Shares for gross proceeds of approximately HK$1.3 million under general mandate;

(d) the subscription agreement dated 8 July 2024 entered into between the Company and Hurray Talent Investment Development Limited in relation to the subscription of 23,000,000 Shares for gross proceeds of approximately HK$4.6 million under specific mandate; and

(e) the subscription agreement dated 2 January 2024 entered into between the Company and Hurray Talent Investment Development Limited in relation to the subscription of the then 101,964,566 shares of the Company (before adjustment of the effect of capital reorganisation of the Company effective from 24 May 2024, details of the capital reorganisation are set out in the circular of the Company dated 29 April 2024) for gross proceeds of approximately HK$6.7 million under general mandate.

10. CORPORATE INFORMATION

Executive Directors	Ms. Wang Jingyu *(Chairlady and Chief Executive Officer)* Mr. Yiu Chun Kong
Non-executive Director	Mr. Lin Shaopeng
Independent Non-executive Directors	Ms. Wu Yan Yee Ms. Wong Tin Ying Jade Mr. Wu Jiwei
Company Secretary	Ms. Chan Yuk Yee

Authorised representatives	Ms. Chan Yuk Yee Mr. Yiu Chun Kong
Principal bankers	The Hongkong and Shanghai Banking Corporation Limited Bank of Communications Co. Ltd. Hong Kong Branch China Guangfa Bank Co., Ltd Zhongshan Branch
Registered office	Clarendon House 2 Church Street Hamilton HM11 Bermuda
Head Office and Principal Place of Business in Hong Kong	Room 1501, 15th Floor Great Eagle Centre 23 Harbour Road Wanchai Hong Kong
Principal Share Registrar and Transfer Office	Appleby Global Corporate Services (Bermuda) Limited Canon's Court, 22 Victoria Street P.O. Box HM 1179, Hamilton HM EX Bermuda
Hong Kong Branch Share Registrar and Transfer Office	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Auditor	Confucius International CPA Limited *Certified Public Accountants*

11. PARTIES INVOLVED IN THE RIGHTS ISSUE

Legal Advisers to the Company	*As to Hong Kong laws* ERIC YUNG & CO. Suite 2001, 20/F China United Centre 28 Marble Road North Point Hong Kong

	As to Bermuda laws Conyers Dill & Pearman 29/F Exchange Square One 8 Connaught Place Central Hong Kong
Financial adviser to the Company	Akron Corporate Finance Limited 23A, China United Centre 28 Marble Road North Point Hong Kong
Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders	Amasse Capital Limited Room 1201, 12th Floor Prosperous Building 48-52 Des Voeux Road Central Central Hong Kong
Reporting Accountant of the Company	Confucius International CPA Limited *Certified Public Accountants* Rooms 1501-8, 15th Floor Tai Yau Building 181 Johnston Road Wanchai Hong Kong
Underwriter	Planetree Securities Limited 23/F, China United Centre 28 Marble Road North Point Hong Kong

12. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

Executive Directors

Ms. Wang Jingyu, aged 45, joined the Group as Executive Director and the Chairlady of the Board in September 2025 and was subsequently appointed as the Chief Executive Officer of the Company in October 2025. She graduated from the Southwestern University of Finance and Economics in the PRC with a Bachelor's degree in Economics specialised in international finance. She has extensive experience in corporate management and investments. Ms. Wang was an executive director and the chairlady of Reliance Global Holdings Limited (stock code: 723) until 25 April 2025, a company listed on the Main Board of the Stock Exchange.

Mr. Yiu Chun Kong, aged 41, joined the Group as finance manager in 2014 and is a director of a subsidiary of the Company. He was subsequently appointed as Executive Director in August 2025. He holds a Bachelor of Business Administration in Accountancy degree from The Hong Kong Polytechnic University and is a fellow of the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). He has extensive experience in auditing, accounting and finance. Mr. Yiu is an executive director of ZO Future Group (stock code: 2309) and an independent non-executive director of Hong Kong ZCloud Technology Construction Limited (stock code: 9900). He was an executive director of EPI (Holdings) Limited (stock code: 689) from 18 October 2016 to 18 July 2024. All of the above companies are listed on the Main Board of the Stock Exchange.

Non-executive Director

Mr. Lin Shaopeng, aged 67, joined the Company as a consultant in December 2014 and appointed as a Non-executive Director in December 2017. He is also a member of the Nomination Committee. He has been providing advisory services to the Group's toys operation since December 2014. He is also a director of several subsidiaries of the Company. Mr. Lin has extensive experience in factory and logistics management in the PRC.

Independent Non-executive Directors

Ms. Wu Yan Yee, aged 34, joined the Group as Independent Non-executive Director in August 2025. She is the Chairlady of the Audit Committee and a member of the Remuneration Committee. She holds a Bachelor of Business Administration in Accounting and Finance degree from The Hong Kong Polytechnic University. She is a certified public accountant of HKICPA and holds the Chartered Financial Analyst designation. She had worked for an international accounting firm and a reputable asset management company and has experience in auditing, accounting, direct investment and asset management. She was appointed as an independent non-executive director of Get Nice Holdings Limited (stock code: 64) ("**Get Nice**"), a company listed on the Main Board of the Stock Exchange, on 1 September 2022 and re-designated as a non-executive director of Get Nice on 4 November 2022. She is currently a representative officer (dealing in securities and advising on securities) and also a responsible officer (asset management) of Get Nice Securities Limited, a subsidiary of Get Nice.

Ms. Wong Tin Ying Jade, aged 43, joined the Group as Independent Non-executive Director in August 2025. She is the Chairlady of each of the Remuneration Committee and the Nomination Committee, and a member of the Audit Committee. She holds a Bachelor of Commerce in Accountancy degree from Macquarie University and a Master of International Hospitality and Hotel Management degree from University of Western Sydney in Australia. She has extensive experience in corporate administration and accounting management.

Mr. Wu Jiwei, aged 54, joined the Group as Independent Non-executive Director in October 2025. He is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He holds a Bachelor's degree in finance and a Master's degree in investments and economics from the Central University of Finance and Economics (formerly known as Central Finance and Economics College[#] (中央財政金融學院)) in the PRC. He also obtained the securities practicing qualification certificate[#] (證券從業資格證) from the Securities Association of China[#] (中國證券業協會) in December 2001. Mr. Wu worked in Bank of China Group Investment Limited from

February 2010 to July 2014. He has extensive experience in financial industry. Mr. Wu is a non-executive director of Bojun Education Company Limited (stock code: 1758), a company listed on the Main Board of the Stock Exchange.

Literal translation of the Chinese name

Senior Management

Company Secretary

Ms. Chan Yuk Yee, aged 57, joined the Group as Compay Secretary in October 2025. She holds a Master of Business Law degree from Monash University in Australia and is a Chartered Secretary, Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. She has extensive experience in corporate governance and company secretarial practice. Before joining the Group, Ms. Chan served as company secretary at several listed companies in Hong Kong.

Business address of the Directors and senior management

The business address of the Directors and the senior management is the same as the Company's head office and principal place of business in Hong Kong at Room 1501, 15th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.

13. EXPENSES

The expenses in connection with the Rights Issue, including but not limited to the underwriting commission, printing, registration, translation, financial advisory, legal and accounting fees are estimated to be approximately HK$5.5 million, subject to the final subscription, and are payable by the Company.

14. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.winshine.com) for not less than 14 days from the date of this circular:

(a) the Bye-laws of the Company;

(b) the annual reports of the Company for the two years ended 31 December 2023 and 2024 and interim report of the Company for the six months ended 30 June 2025;

(c) the letter of recommendation from the Independent Board Committee, the text of which is set out on pages 29 to 30 of this circular;

(d) the letter from the Independent Financial Adviser, the text of which is set out on page 31 to 50 of this circular;

(e) the report from Confucius International CPA Limited on the unaudited pro forma financial information of the Group, the text of which is set out on pages II-3 to II-6 of this circular;

(f) the written consent of each of the experts as referred to in the section headed "8. QUALIFICATIONS AND CONSENTS OF EXPERTS" of this appendix; and

(g) the material contracts, referred in the paragraph headed "9. MATERIAL CONTRACTS" in this appendix.

15. MISCELLANEOUS

(a) As at the Latest Practicable Date, to the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.

(b) As at the Latest Practicable Date, the Group had no exposure to foreign exchange liabilities.

(c) In the event of any inconsistency, the English texts of this circular and the accompanying form of proxy shall prevail over their respective Chinese texts.

WINSHINE
瀛晟科學

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 11:00 a.m. on Friday, 5 December 2025 at 35/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong for purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution and, with or without amendments. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 14 November 2025 (the "**Circular**"):

ORDINARY RESOLUTION

1. "**THAT** subject to and conditional upon the fulfilment of all conditions as set out in the section headed "Letter from the Board – Proposed Rights Issue – Conditions of the Rights Issue" in the circular of the Company dated 14 November 2025:

   (a) the allotment and issue of 1,299,962,832 new Shares (the "**Rights Share(s)**") pursuant to an offer by way of rights to the shareholders of the Company (the "**Shareholders**") at the subscription price of HK$0.14 per Rights Share on the basis of seven (7) Rights Shares for every one (1) existing Share held by the Shareholders (the "**Qualifying Shareholders**") whose names appear on the register of members of the Company on Friday, 19 December 2025, or such other date as may be determined by the Company for determining entitlements of the Shareholders to participate in the Rights Issue (as defined below) (the "**Record Date**"), save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the directors of the Company (the "**Director(s)**"), based on legal opinions to be provided by the legal advisers to the Company, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) (the "**Non-Qualifying Shareholders**"), and on and subject to such terms and conditions as may be determined by the Directors (the "**Rights Issue**"), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

* *For identification purpose only*

(b) the underwriting agreement dated 15 October 2025 (the "**Underwriting Agreement**") entered into between the Company and Planetree Securities Limited (a copy of which has been produced to the Meeting marked "A" and signed by the chairman of the SGM for the purpose of identification), in relation to the underwriting of the Rights Shares and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(c) the board of Directors or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, any Directors be and is hereby authorised to make such exclusions or other arrangements in relation to any Non-Qualifying Shareholders, and to do all such acts and things or make such arrangements as he/she considers necessary, desirable or expedient having regard any restrictions under the bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong to give effect to any or all other transactions contemplated in this resolution; and

(d) any one Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents, which are ancillary to the Rights Issue and the Underwriting Agreement, and where required, any two Directors or one Director and company secretary of the Company to affix the Company's seal, on behalf of the Company as he/she may consider necessary, desirable or expedient to implement or give effect to any matters in connection with the Rights Issue and the transactions contemplated thereunder."

By Order of the Board
Winshine Science Company Limited
Wang Jingyu
Chairlady and Chief Executive Officer

Hong Kong, 14 November 2025

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Room 1501, 15th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company.

2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting or its adjourned meeting, 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 any 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 in respect of the joint holding.

3. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event, not later than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjustment thereof and in such event, the instrument appointing the proxy shall be deemed to be revoked.

4. To ascertain the members' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 1 December 2025 to Friday, 5 December 2025, 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 transfer of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 28 November 2025.

5. The voting at the meeting or its adjourned meeting will be taken by poll.

6. A form of proxy for use at the meeting or its adjourned meeting is enclosed.

7. If tropical cyclone warning signal No. 8 (or above), or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company (www.winshine.com) and the Stock Exchange (www.hkexnews.hk) to notify the members of the date, time and venue of the re-scheduled meeting.

   If a tropical cyclone warning signal No. 8 (or above) or a "black" rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the meeting and where conditions permit, the meeting will be held as scheduled.

   The meeting will be held as scheduled when an "amber" or "red" rainstorm warning signal is in force.

8. As at the date of this notice, the Board comprises the following Directors:

Executive Directors:
Ms. Wang Jingyu
(Chairlady and Chief Executive Officer)
Mr. Yiu Chun Kong

Non-executive Director:
Mr. Lin Shaopeng

Independent Non-executive Directors:
Ms. Wu Yan Yee
Ms. Wong Tin Ying Jade
Mr. Wu Jiwei