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WINSHINE SCIENCE COMPANY LIMITED

瀛晟科學有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 209)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of Winshine Science Company Limited (the "**Company**") will be held at 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)

* *For identification purpose only*

(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;

(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. In the event of any inconsistency, the English texts of this notice shall prevail over its Chinese texts.

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