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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)**

## **TERMINATION OF ACQUISITION AGREEMENT**

This announcement is made by Winshine Science Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

Reference is made to the announcements of the Company dated 19 October 2015, 4 November 2015, 23 November 2015 and 4 January 2016 in relation to, among other things, the acquisition of 70% equity interest in the Management Company. Unless otherwise stated herein, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 4 January 2016.

Pursuant to the Acquisition Agreement, in the event the Conditions Precedent are not fulfilled before 29 February 2016, Bright Triumph shall have the right to extend such deadline to a subsequent date or unilaterally terminate the Acquisition Agreement. Upon such termination, all amounts paid by Bright Triumph to the Founders, the Management Company and/or the Target Company shall be returned to Bright Triumph. If the termination of the Acquisition Agreement was caused by any of the Conditions Precedent not being fulfilled due to the wilful default or gross negligence of the Founders, the Management Company and/or the Target Company, a further sum equivalent to 20% of the amount which had already been paid by Bright Triumph prior to the termination shall be paid by the Founders, the Management Company and the Target Company to Bright Triumph as liquidated damages.

\* *For identification purpose only*

The Conditions Precedent had not been fulfilled before 29 February 2016 and have not been fulfilled as at the date of this Announcement. The management of the Company has previously been conducting discussions with the Founders, the Management Company and the Target Company (collectively, the “**Counterparties**”) for extending the deadline for the fulfilment of the Conditions Precedent to a subsequent date. As the Company and the Counterparties have not reach a consensus on such deadline extension, the management of the Company has decided not to proceed with the Acquisition and has issued a written notice to the Counterparties to unilaterally terminate the Acquisition Agreement because of the unfulfilled Conditions Precedent. The management of the Company are conducting discussions with the Counterparties to unwind the Acquisition accordingly.

The Directors are of the view that the termination of the Acquisition Agreement does not have any material adverse impact on the business operation and financial position of the Group.

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

By Order of the Board  
**Gao Feng**  
*Executive Director and Chairman*

Hong Kong, 29 July 2016

*As at the date of this announcement, the Board comprises two Executive Directors, being Mr. Gao Feng (Chairman) and Mr. Zhang Jack Jiyei (Chief Financial Officer); one Non-executive Director, namely Mr. Lo Ming Chi, Charles; and three Independent Non-executive Directors, namely Mr. Li Fang, Mr. Wong Kee Fung Kenneth and Mr. Wong Kwok Tai.*