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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Poly Xverse Intelligent Technology Co. Ltd, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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## POLY XVERSE INTELLIGENT TECHNOLOGY CO. LTD 香港萬維智能科技有限公司

*(Formerly known as “Winshine Science Company Limited 瀛晟科學有限公司”)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 209)**

### PROPOSED SHARE CONSOLIDATION AND NOTICE OF SPECIAL GENERAL MEETING

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A notice convening the special general meeting of the Company (the “SGM”) to be held at Rooms 1101-4, 11/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong, on Wednesday, 22 July 2026 at 10:00 a.m. is set out on pages 13 to 14 of this circular.

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 less 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 and in such event, the form of proxy shall be deemed to be revoked.

16 June 2026

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## DEFINITIONS

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*In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:*

“Board”	the Board of Directors of the Company
“Business Day(s)”	any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted or the extreme conditions is announced in Hong Kong between 9:00 a.m. to 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Bye-laws”	the Bye-Laws of the Company as amended from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in the board lot size of 10,000 Existing Shares to 1,000 Consolidated Shares
“Company”	Poly Xverse Intelligent Technology Co. Ltd (formerly known as Winshine Science Company Limited), a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 209)
“Consolidated Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company after the Share Consolidation becomes effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company before the Share Consolidation becomes effective
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

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## DEFINITIONS

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“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“SGM”	the special general meeting of the Company to be convened on Wednesday, 22 July 2026 for the purpose of considering and, if thought fit, approving the Share Consolidation
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed share consolidation on the basis that every ten (10) issued Existing Shares be consolidated into one (1) Consolidated Share
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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**LETTER FROM THE BOARD**

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**POLY XVERSE INTELLIGENT TECHNOLOGY CO. LTD**  
**香港萬維智能科技有限公司**

*(Formerly known as “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

*Independent Non-executive Directors:*

Ms. Wu Yan Yee

Ms. Wong Tin Ying Jade

Mr. Guo Jianwei

*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

16 June 2026

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 2 June 2026 in relation to, inter alia, the Share Consolidation.

The purpose of this circular is to provide the Shareholders with, among others (a) further details of the Share Consolidation; and (b) a notice of the SGM to be convened to consider and, if thought fit, approve, among other things, the Share Consolidation.

*\* For identification purpose only*

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## LETTER FROM THE BOARD

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### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.10 each. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the SGM.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$700,000,000, divided into 70,000,000,000 Shares of par value of HK\$0.01 each, of which 1,485,671,808 Existing Shares have been allotted and issued as fully paid and the Company holds no treasury shares. Upon the Share Consolidation becoming effective and assuming that no further Existing Shares are issued or bought back and cancelled from the Latest Practicable Date until the effective date of the Share Consolidation, the authorised share capital of the Company will include HK\$700,000,000 divided into 7,000,000,000 Consolidated Shares of par value of HK\$0.10 each, of which 148,567,180 Consolidated Shares will be in issue and fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

The Board considers that the implementation of the Share Consolidation itself will not alter the underlying assets, business operations, management or financial position of the Company, nor the proportionate interests or rights of the Shareholders. The expenses to be incurred in relation to the Share Consolidation are not expected to be material.

### Conditions of the Share Consolidation

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

The Share Consolidation is conditional upon fulfilling the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation;
- (ii) the Listing Committee granting approval for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the Bermuda laws (where applicable) and the Listing Rules to effect the Share Consolidation.

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## LETTER FROM THE BOARD

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Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is currently expected to be on Friday, 24 July 2026, being the second Business Day immediately after the date of passing of the ordinary resolution approving the Share Consolidation at the SGM.

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

### **Listing application**

An application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

### **Other securities of the Company**

As at the Latest Practicable Date, the Company has outstanding scheme mandate limit under the Share Option Scheme which was approved by a resolution of the Shareholders passed on 31 March 2026 is 148,567,180 Shares. Upon the Share Consolidation becoming effective, the (i) total scheme mandate limit; and (ii) the service provider sublimit for granting options, under the Share Option Scheme shall be adjusted from 148,567,180 Shares to 14,856,718 Shares and 44,570,154 Shares to 4,457,015 Shares respectively. As the Company does not have any Share Award Scheme, the proposed Share Consolidation will not result in any adjustment to, or have any impact on, any share award scheme mandate limit, unvested award shares or rights of participants. As at the Latest Practicable Date, no share option has been granted, and the Company has no intention to grant or vest any share option(s) on or before the effective date of the Share Consolidation.

The Company does not have any other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares or Consolidated Shares (as the case may be) as of the Latest Practicable Date.

### **CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 10,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 10,000 Existing Shares to 1,000 Consolidated Shares upon the Share Consolidation becoming effective. The change in board lot size will not result in any change in the underlying assets, business operations or financial position of the Company.

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## LETTER FROM THE BOARD

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Based on the closing price of HK\$0.57 per Existing Share (equivalent to the theoretical closing price of HK\$5.7 per Consolidated Share upon the Share Consolidation becoming effective) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each board lot of 10,000 Existing Shares is HK\$5,700; and (ii) the value of each board lot of 1,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$5,700.

### REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated in September 2024 has further stated that (i) market price of the shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules, and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

Although the closing price of an Existing Share of the Company was HK\$0.57 as at the date of the Latest Practicable Date, the historical trading prices over the past two years were close to HK\$0.10 with an average closing price of approximately HK\$0.20. During the same period, the closing price was below HK\$0.50 on 96.3% of the days, below HK\$0.30 on 80.4% of the days, and below HK\$0.20 on 72.5% of the days, indicating that the share price remained at a relatively low level for an extended period. Over the past year, the average closing price of the shares was approximately HK\$0.26, while the median closing price was only HK\$0.215. The fact that the median closing price was lower than the average closing price also indicates that the Shares more frequently traded at the lower end of the observed price range. In addition, the closing price was below HK\$0.50 on 92.7% of the days and below HK\$0.20 on more than half of the days. The historical trading prices of the Shares therefore indicate that the Shares have generally traded at a relatively low price level. Based on the closing price of HK\$0.57 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical market price per Consolidated Share after the Share Consolidation becoming effective would be HK\$5.70 per Consolidated Share. The Board considers that when the trading price of the Shares is at a relatively low level, small absolute price movements may result in relatively large percentage fluctuations, and the bid-ask spread and transaction costs may represent a relatively higher proportion of the trading price. The Share Consolidation is expected to increase the theoretical trading price of the Consolidated Shares and may help reduce the relative impact of such small price movements and improve the overall trading efficiency of the Shares. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares. The Board believes that the corresponding upward adjustment in the trading price of the Consolidated Shares that the Share Consolidation brings about will attract a broader range of institutional and professional investors, thereby optimising the Shareholder base and improving the value of the Shares in the long run.

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## LETTER FROM THE BOARD

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In addition, the proposed consolidation ratio and the corresponding Change in Board Lot Size are expected to reduce the creation of odd lots upon the Share Consolidation. As the existing board lot of 10,000 Existing Shares will correspond to one board lot of 1,000 Consolidated Shares after the Share Consolidation becomes effective, Shareholders who hold Shares in board lots before the Share Consolidation are generally expected to continue to hold board lots of Consolidated Shares afterwards. The Board considers that such arrangement is more shareholder-friendly, particularly for small Shareholders, as it may help reduce the number of Shareholders who would otherwise hold odd lots and facilitate trading in the Consolidated Shares. Moreover, the Share Consolidation is expected to reduce transaction costs, which can become significant when the stock price is low, as certain fees are calculated on a per-share basis.

The Board believes that when institutional and professional investors decide whether or not to invest in a particular company, they tend to consider, among other factors, the stability of the share price performance of the company and how it compares with its peers in the particular industry or sector. By aligning the share price level of the Company with its industry peers, the Board believes that such upward adjustment will create a positive corporate image for the Company in comparison to its peers when being assessed by potential investors.

The Board considers that the implementation of the Share Consolidation itself will not alter the underlying assets, business operations, management or financial position of the Company, nor the proportionate interests or rights of the Shareholders. The expenses to be incurred in relation to the Share Consolidation are not expected to be material. In view of the above, the Board considers that the Share Consolidation and Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **OTHER ARRANGEMENTS**

#### **Fractional entitlement to Consolidated Shares**

The Consolidated Shares will be rounded down to a whole number and fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

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## LETTER FROM THE BOARD

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### **Arrangement on odd lots trading and matching services**

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Advent Securities (Hong Kong) Limited to provide matching services, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Friday, 7 August 2026 to 4:00 p.m. on Thursday, 27 August 2026 (both days inclusive). Any Shareholder who wishes to use this matching service should, directly or through their brokers contact Mr. Cho Pak Keung of Advent Securities (Hong Kong) Limited at (852) 2510 0603 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of the aforesaid period. Shareholders who would like to match odd lots are required to make an appointment in advance by dialing the telephone number of Advent Securities (Hong Kong) Limited set out above.

### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Friday, 24 July 2026, being the second Business Day immediately after the date of the SGM, the Shareholders may during business hours, on or after Friday, 24 July 2026, and until Monday, 31 August 2026 (both days inclusive) submit existing share certificates in the color of light yellow for the Existing Shares to 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, in exchange for new share certificates in the color of light blue for the Consolidated Shares at the expense of the Company.

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.5 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Thursday, 27 August 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### **SGM**

The SGM will be convened and held at 10:00 a.m. on Wednesday, 22 July 2026 at Rooms 1101-4, 11/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong for the Shareholders to consider and, if thought fit, pass the ordinary resolution in approving the Share Consolidation.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution in respect of the Share Consolidation.

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## LETTER FROM THE BOARD

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The notice of the SGM is set out on pages 13 to 14 of this circular. A form of proxy for use at the SGM is enclosed with this circular and published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 less 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 and in such event, the form of proxy shall be deemed to be revoked.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, the resolution put to vote at the SGM will be decided by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 10 July 2026 to Wednesday, 22 July 2026, both days inclusive, during which period no transfer of Shares can be registered. In order to ascertain shareholders' rights for the purpose of attending and voting at the SGM, all transfers, accompanied by the relevant share certificates, 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 not later than 4:30 p.m. on Thursday, 9 July 2026.

### **RECOMMENDATION**

The Directors consider that the proposed resolution set out in the notice of the SGM in relation to the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the SGM.

### **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 misleading.

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## LETTER FROM THE BOARD

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### GENERAL

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

### MISCELLANEOUS

This circular is prepared in both English and Chinese. In the event of any inconsistency, the English version of this circular shall prevail.

**Shareholders and potential investors of the Company should take note that the Share Consolidation is conditional upon the fulfilment of the conditions as set out in this circular. Therefore, the Share Consolidation may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt, they should consult their professional advisers.**

By Order of the Board  
**Poly Xverse Intelligent Technology Co. Ltd**  
**Wang Jingyu**  
*Chairlady and Chief Executive Officer*

*The expected timetable for the implementation of the Share Consolidation is set out below. The expected timetable is subject to the results of the SGM and the fulfilment of the conditions to the Share Consolidation, 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** **Time and date in 2026**

Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM..... 4:30 p.m. on Thursday, 9 July

Closure of register of members for determination of the entitlement to attend and vote at the SGM ..... From Friday, 10 July to Wednesday, 22 July (both days inclusive)

Latest date and time for lodging forms of proxy for the SGM ..... 10:00 a.m. on Monday, 20 July

Record date for attending the SGM..... Wednesday, 22 July

Expected date and time of the SGM..... 10:00 a.m. on Wednesday, 22 July

Announcement of poll results of the SGM..... Wednesday, 22 July

**The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation as set out in this circular. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation, will remain unchanged even if that day is a severe weather trading day.**

Effective date of the Share Consolidation .....Friday, 24 July

First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares .....Friday, 24 July

Dealings in the Consolidated Shares commence.....9:00 a.m. on Friday, 24 July

Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes.....9:00 a.m. on Friday, 24 July

<b>Event</b>	<b>Time and date in 2026</b>
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens.....	9:00 a.m. on Friday, 24 July
Original counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of new share certificates) re-opens.....	9:00 a.m. on Friday, 7 August
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences.....	9:00 a.m. on Friday, 7 August
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares .....	9:00 a.m. on Friday, 7 August
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares .....	4:00 p.m. on Thursday, 27 August
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes .....	4:10 p.m. on Thursday, 27 August
Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) ends .....	4:10 p.m. on Thursday, 27 August
Last date and time for free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	4:30 p.m. on Monday, 31 August

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## NOTICE OF SPECIAL GENERAL MEETING

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# POLY XVERSE INTELLIGENT TECHNOLOGY CO. LTD 香港萬維智能科技有限公司

(Formerly known as “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 (“SGM”) of Poly Xverse Intelligent Technology Co. Ltd (the “Company”) will be held at Rooms 1101-4, 11/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong, on Wednesday, 22 July 2026 at 10:00 a.m. for the purposes of considering and, if thought fit, passing (with or without amendment) the following resolution of the Company:

### ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) the compliance by the Company with all relevant procedures and requirements under the Bermuda laws (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) to effect the Share Consolidation (as defined below), with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange:
  - (i) every ten (10) issued and unissued shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) of par value of HK\$0.10 each, and such Consolidated Shares shall rank *pari passu* in all respects with each other and be subject to the restrictions as contained in the bye-laws of the Company (the “**Share Consolidation**”), so that following the Share Consolidation, the authorised share capital of the Company will be changed from HK\$700,000,000, divided into 70,000,000,000 shares of par value of HK\$0.01 each to HK\$700,000,000, divided into 7,000,000,000 shares of par value of HK\$0.10 each;
  - (ii) all fractional Consolidated Shares (if any) resulting from the Share Consolidation will be disregarded and will not be issued to shareholders of the Company concerned but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit, and;

\* For identification purpose only

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## NOTICE OF SPECIAL GENERAL MEETING

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- (iii) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things and execute all such documents and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

By Order of the Board  
**Poly Xverse Intelligent Technology Co. Ltd**  
**Wang Jingyu**  
*Chairlady and Chief Executive Officer*

Hong Kong, 16 June 2026

*Notes:*

- i. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her/its proxy to attend and, on a poll, vote in his/her/its stead. A member who is the holder of two or more shares of the Company (“Shares”) may appoint more than one proxy to represent him/her/it and, on a poll, vote on his/her/its behalf. A proxy need not be a member of the Company.
- ii. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of that 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 not less than 48 hours before the time for the holding of the meeting (or any adjournment thereof).
- iii. The register of members of the Company will be closed from Friday, 10 July 2026 to Wednesday, 22 July 2026, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the SGM, all transfers of Shares accompanied by the relevant share certificates 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. Thursday, 9 July 2026.
- iv. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions put to vote at the SGM will be decided by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
- v. In the case of joint holders of a share, any one of such holders may vote at the meeting, either personally, by proxy, in respect of such shares as if he were solely entitled thereto but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- vi. 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 adjourned in accordance with the Bye-Laws of the Company. The Company will post an announcement on the websites of the Company ([www.poly-xverse.com](http://www.poly-xverse.com)) and the Stock Exchange ([www.hkexnews.hk](http://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.
- vii. 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

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