

2 July 2025

*To the Independent Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CAPITAL REORGANISATION;  
(2) PROPOSED RIGHTS ISSUE ON THE BASIS OF  
FIVE (5) RIGHTS SHARES FOR EVERY TWO (2) NEW  
ORDINARY SHARE HELD ON THE RECORD DATE;  
AND  
(3) CLOSURE OF REGISTER OF MEMBERS**

We refer to the circular of the Company dated 2 July 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, the Placing Agreement 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. Diligent 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 of advice from the Independent Financial Adviser as set out on pages 55 to 81 of the Circular; and (ii) the Letter from the Board as set out on pages 9 to 52 of the Circular and the additional information set out in the appendices to the Circular.

Having taken into account the terms of the Rights Issue, the Placing Agreement and the advice from the Independent Financial Adviser, we are of the opinion that the terms of the Rights Issue and the Placing Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Company and the Independent 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 resolutions to be proposed at the EGM to approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.

Yours faithfully, on behalf of  
Independent Board Committee of  
**Grand Talents Group Holdings Limited**

**Tang Shui Man**

**Fok Wai Sun**

**Liu Yuchao**



*Independent non-executive  
Director*

*Independent non-executive  
Director*

*Independent non-executive  
Director*

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