



HENG HUP HOLDINGS LIMITED

興合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1891)

21 April 2022

To the Independent Shareholders,

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS:
2022 MASTER PURCHASE AGREEMENTS**

We refer to the circular dated 21 April 2022 (the “Circular”) issued by the Company to its Shareholders of which this letter forms part. Terms defined in the Circular shall have the same meanings herein unless the context otherwise requires.

We have been appointed as the Independent Board Committee to consider and to advise the Independent Shareholders on the terms of the 2022 Master Purchase Agreements and the transactions contemplated thereunder as set out in the Circular as to the fairness and reasonableness and to recommend whether or not the Independent Shareholders should approve the 2022 Master Purchase Agreements and the transactions contemplated thereunder as set out in the Circular. Gram Capital has been appointed as the Independent Financial Adviser to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in this regard. Details of the independent advice of Gram Capital, together with the principal factors and reasons Gram Capital has taken into consideration, are set out on pages 24 to 36 of the Circular.

We wish to draw your attention to the Letter from the Board and the Letter from Gram Capital to the Independent Board Committee and the Independent Shareholders which contains its advice to us in respect of the 2022 Master Purchase Agreements and the transactions contemplated thereunder. Your attention is also drawn to the additional information set out in the appendix to the Circular.

Having considered the terms of the 2022 Master Purchase Agreements and the transactions contemplated thereunder, the advice of Gram Capital and the relevant information contained in the Letter from the Board, we consider that (i) the entering into of the 2022 Master Purchase Agreements is in the ordinary and usual course of business of the Company,

on normal commercial terms and in the interests of the Company and the Shareholders as a whole; and (ii) the terms of the 2022 Master Purchase Agreements are also fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions for approving the 2022 Master Purchase Agreements and the transactions contemplated thereunder to be proposed at the EGM.

Yours faithfully, The
Independent Board Committee of
Heng Hup Holdings Limited

*Independent Non-executive
Director*



Ms. Sai Shiow Yin

*Independent Non-executive
Director*



Mr. Puar Chin Jong

*Independent Non-executive
Director*



Mr. Chu Kheh Wee