

AmCap

Ample Capital Limited

豐盛融資有限公司

Ample Capital Limited
Unit A, 14th Floor
Two Chinachem Plaza
135 Des Voeux Road Central
Hong Kong

23 June 2023

The Board of Directors
Fullsun International Holdings Group Co., Limited
Room 1811, 18/F,
V Heun Building,
138 Queen's Road Central,
Central, Hong Kong

Dear Sirs,

We refer to the circular of Fullsun International Holdings Group Co., Limited (the "Company") dated 23 June 2023 in relation to, among other matters, the Capital Reorganisation, the Subscription, the Specific Mandate, the Whitewash Waiver and the Scheme (the "Circular"). Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless otherwise specified.

We refer to (1) the unaudited financial information of Scheme Subsidiaries set out on pages 63 to 64 of the Circular (the "Unaudited Financial Information"), which comprises (a) the unaudited consolidated loss before and after tax and net liabilities of Unrestricted Scheme Subsidiaries and Deconsolidated Subsidiaries, on a combined basis, for the years ended 31 December 2020, 2021 and 2022; and (b) the unaudited net liabilities of the Scheme Subsidiaries, on a combined basis, for the years ended 31 December 2020, 2021 and 2022; and (2) the disposal gain expected to accrue to the Company as a result of the Group Reorganisation set out on pages 69 to 70 of the Circular (the "Disposal Gain"). The Unaudited Financial Information and the Disposal Gain are regarded as profit forecasts under the Code on Takeovers and Mergers and, therefore, are required to be reported on under Rule 10 of the Takeovers Code.

Unit A, 14th Floor, Two Chinachem Plaza, 135 Des Voeux Road Central, Central, Hong Kong.

香港中環德輔道中 135 號華懋廣場二期 14 樓 A 室

Phone 電話 : (852) 2545-3038 Fax 傳真 : (852) 2545-3098 Email 電郵 : ample1@amplecap.com Homepage 網址 : www.amplecap.com

Member of Ample Finance Group 豐盛金融集團成員

The Unaudited Financial Information have been compiled and prepared by the Directors based on the unaudited management accounts of the Scheme Subsidiaries for the years ended 31 December 2020, 2021 and 2022 (the “Unaudited Management Accounts”). The Disposal Gain was calculated by the Directors based on the Unaudited Management Accounts. We have reviewed the Unaudited Financial Information, the Unaudited Management Accounts, the financial information of the Scheme Subsidiaries for the years ended 31 December 2020, 2021 and 2022 set out in appendix II to the Circular (the “Scheme Subsidiaries’ Unaudited Financial Statements”) and have discussed with the management of the Group the key bases upon which the financial information was prepared.

We have also considered the report on the Unaudited Financial Information and the Disposal Gain dated 23 June 2023 issued by PKF Hong Kong Limited to the board of directors of the Company. PKF Hong Kong Limited is of the opinion that, so far as the accounting policies and calculations are concerned, the Unaudited Financial Information and the Disposal Gain have been properly compiled in accordance with the bases adopted by the directors of the Company as set out under the paragraph headed “Directors’ Responsibilities” of the report and has been prepared on a basis consistent, in all material respects, with the accounting policies adopted by the Group as set out in the audited consolidated financial statements of the Group for the year ended 31 December 2022.

Based on the above, we are satisfied that the Unaudited Financial Information and the Disposal Gain, for which the Directors are solely responsible, have been prepared and made by the Directors with due care and consideration.

Yours faithfully,
For and on behalf of


Ample Capital Limited
Jenny Law
Vice President