

24 June 2024

*To the Independent Shareholders*

Dear Sir or Madam,

**MAJOR AND CONTINUING CONNECTED TRANSACTIONS  
RENEWAL OF THE EXISTING FINANCIAL SERVICES  
FRAMEWORK AGREEMENT**

We refer to the circular of the Company dated 24 June 2024 (the “Circular”) to the Shareholders, of which this letter forms part. Terms defined in the Circular shall have the same meaning herein unless the context requires otherwise.

We have been appointed by the Board as the members of the Independent Board Committee to consider and to advise the Independent Shareholders as to whether the Non-exempt Continuing Connected Transactions and the adoption of the Proposed Annual Caps are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

China Sunrise has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Non-exempt Continuing Connected Transactions and the adoption of the Proposed Annual Caps. The text of the letter of advice from China Sunrise to the Independent Board Committee and the Independent Shareholders is set out on pages 24 to 46 of the Circular.

We wish to draw your attention to the letter from the Board, as set out on pages 4 to 21 of the Circular.

Having considered the terms and conditions of the New Financial Service Framework Agreement and the Non-exempt Continuing Connected Transactions, and the advice of China Sunrise, we consider that Non-exempt Continuing Connected Transactions are in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and the Proposed Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the New Financial Services Framework Agreement, the Non-exempt Continuing Connected Transactions and the adoption of the Proposed Annual Caps.

香港總部 Hong Kong Head Office

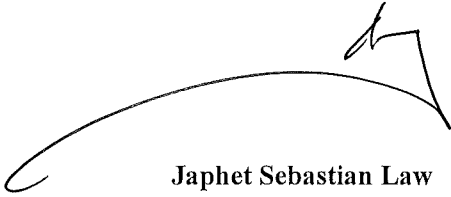
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Yours faithfully,

For and on behalf of the Independent Board Committee



**Japhet Sebastian Law**  
*Independent Non-executive*  
*Director*



**Zhang Weidong**  
*Independent Non-executive*  
*Director*



**Luo Laura Ying**  
*Independent Non-executive*  
*Director*