LETTER FROM THE WHITEWASH WAIVER IBC

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00980)

31 July 2024

To the Shareholders

Dear Sir or Madam.

(1) CONNECTED TRANSACTION IN RELATION TO THE PROPOSED SUBSCRIPTION OF NEW DOMESTIC SHARES; AND

(2) APPLICATION FOR WHITEWASH WAIVER

We refer to the circular dated 31 July 2024 issued by the Company of which this letter forms part of (the "Circular"). Capitalised terms used in this letter shall have the same meaning as those defined in the Circular unless otherwise specified.

We have been authorized by the Board to form the Whitewash Waiver IBC to consider and advise the Independent Shareholders in respect of the Domestic Share Subscription (including the Share Subscription Agreement and transactions contemplated thereunder, and the Specific Mandate) and the Whitewash Waiver are fair and reasonable and make recommendations as to voting at the EGM.

We wish to draw your attention to the letter from the Board set out on pages 6 to 26 of the Circular and the letter of advice from Lego, the Independent Financial Adviser appointed to advise the Whitewash Waiver IBC and the Independent Shareholders in respect of the Domestic Share Subscription (including the Share Subscription Agreement and transactions contemplated thereunder, and the Specific Mandate) and the Whitewash Waiver, set out on pages 31 to 57 of the Circular.

Having considered, among other matters, the factors and reasons considered by, and the opinion of Lego as stated in its letter of advice, we consider that the Domestic Share Subscription (including the Share Subscription Agreement and transactions contemplated thereunder, and the Specific Mandate) and the Whitewash Waiver are fair and reasonable, on normal commercial terms, and although not in ordinary and usual course of business of the Group, are in the interests of the Company and the Shareholders (including Independent Shareholders) as a whole.

LETTER FROM THE WHITEWASH WAIVER IBC

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM in respect of the Domestic Share Subscription (including the Share Subscription Agreement and transactions contemplated thereunder, and the Specific Mandate) and the Whitewash Waiver.

Yours faithfully,
For and on behalf of the Whitewash Waiver IBC
Lianhua Supermarket Holdings Co., Ltd.
Ms. Hu Xiao
Mr. Wong Tak Hung
Non-executive Director

Mr. Xia Da-wei
Mr. Lee Kwok Ming, Don
Mr. Chen Wei
Mr. Zhao Xin-sheng
Independent non-executive Directors

清洗豁免獨立董事委員會函件

W华超市股份有限公司 LIANHUA SUPERMARKET HOLDINGS CO.,LTD.

(在中華人民共和國註冊成立的股份有限公司) (股份代號:00980)

敬啟者:

(1)有關建議認購新內資股之關連交易 及 (2)申請清洗豁免

吾等提述本公司所刊發日期為二零二四年七月三十一日之通函(「**通函**」),本函件為通函之一部分。除另有訂明者外,本函件所用詞彙與通函所界定者具有相同涵義。

吾等已獲董事會授權成立清洗豁免獨立董事委員會,以考慮內資股認購事項 (包括股份認購協議及其項下擬進行之交易,以及特別授權)及清洗豁免是否公平 合理,並向獨立股東提供意見,以及就股東特別大會之投票作出建議。

吾等謹請 閣下垂注通函第6至26頁所載董事會函件,以及通函第31至57頁所載力高(獲委任就內資股認購事項(包括股份認購協議及其項下擬進行之交易,以及特別授權)及清洗豁免向清洗豁免獨立董事委員會及獨立股東提供意見的獨立財務顧問)的意見函件。

經考慮(其中包括)力高於其意見函件所述其所考慮之因素與理由及其意見, 吾等認為,內資股認購事項(包括股份認購協議及其項下擬進行之交易,以及特別授權)及清洗豁免屬公平合理,並按一般商業條款訂立,儘管並非於本集團日常及一般業務過程中訂立,但符合本公司及股東(包括獨立股東)的整體利益。

清洗豁免獨立董事委員會函件

因此,吾等建議獨立股東投票贊成將於股東特別大會上提呈有關內資股認購事項(包括股份認購協議及其項下擬進行之交易,以及特別授權)及清洗豁免之決議案。

此 致

列位股東 台照

代表 聯華超市股份有限公司 清洗豁免獨立董事委員會 非執行董事 胡曉女士 王德雄先生

> 獨立非執行董事 夏大慰先生 李國明先生 陳瑋先生 趙歆晟先生 謹啟

二零二四年七月三十一日

清洗豁免独立董事委员会委员签名:

Mass.	
胡 晓 女士	王德雄 先生
夏大慰 先生	李国明 先生
陈 玮 先生	赵歆晟 先生

清洗豁免独立董事委员会委员签名:

胡 晓 女士		王德雄 先生
夏大慰 先生		李国明 先生
 陈 玮 先生	•	赵歆晟 先生

清洗豁免独立董事委员会委员签名:

胡 晓 女士

えた 夏大慰 先生

李国明 先生

王德雄 先生

陈 玮 先生

赵欲晟 先生

清洗豁免独立董事委员会委员签名:

胡 晓 女士	王德雄 先生
	李圆明
夏大慰 先生	李国明 先生
 陈 玮 先生	赵歆晟 先生

有关(1)有关建议认购新内资股之关连交易及(2)申请清洗豁免之清洗豁免独立董事委员会确认函括股份认购协议及其项下拟进行之交易,以及特别授权)及清洗豁免之决议案。 (以下无正文)

(本页无正文,为有关(1)有关建议认购新内资股之关连交易及(2)申请清洗豁免之清洗豁免独立董事委员会确认函签字页)

清洗豁免独立董事委员会委员签名:

胡 晓 女士	王德雄 先生
	 李国明 先生
N Gab	
陈玮先生	赵歆晟 先生

清洗豁免独立董事委员会委员签名:

胡 晓 女士	王德雄 先生
夏大慰 先生	李国明 先生
	是 放放。 赵歆晟 先生