

25 February 2025

*To the Independent Shareholders,*

Dear Sir or Madam,

**PROPOSED RIGHTS ISSUE ON THE BASIS OF FOUR (4)  
RIGHTS SHARE FOR EVERY ONE (1) ADJUSTED SHARE HELD  
AT THE CLOSE OF BUSINESS ON THE RECORD DATE  
ON A NON-UNDERWRITTEN BASIS**

We refer to the circular of the Company dated 25 February 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. Ample 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 40 to 62 of the Circular; and (ii) the Letter from the Board as set out on pages 8 to 37 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,  
For and on behalf of the  
**Independent Board Committee of  
Xinming China Holdings Limited**



**Mr. Khor Khie Liem Alex**  
*Independent*  
*Non-executive Director*

**Mr. Chiu Kung Chak**  
*Independent*  
*Non-executive Director*

**Ms. Huang Chunlian**  
*Independent*  
*Non-executive Director*

**Ms. Lee Yin Man**  
*Independent*  
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