

14 March 2025

*To: the Independent Shareholders*

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS:**

**(1) SUPPLEMENTAL TEI FRAMEWORK PURCHASE AGREEMENT AND**

**(2) 2025 TEI FRAMEWORK PURCHASE AGREEMENT**


We refer to the circular of the Company dated 14 March 2025 of the Company (the “Circular”) to the Shareholders, of which this letter forms part. Terms defined in the Circular have the same meanings in this letter unless the context otherwise requires.

We have been appointed as the members of the Independent Board Committee to consider and advise the Independent Shareholders in respect of the terms of the Supplemental TEI Framework Purchase Agreement, the 2025 TEI Framework Purchase Agreement and their respective annual caps, details of which are set out in the Circular.

We wish to draw your attention to the letter from the Board and the letter of advice from Messis Capital Limited in the Circular. Having taken into account of the advice of Messis Capital Limited, the Independent Financial Adviser, we consider that (i) the terms of the Supplemental TEI Framework Purchase Agreement, the 2025 TEI Framework Purchase Agreement and their respective annual caps are fair and reasonable in so far as the Company and the Independent Shareholders are concerned; (ii) the transactions under the Supplemental TEI Framework Purchase Agreement and the 2025 TEI Framework Purchase Agreement are on normal commercial terms or better and in the ordinary and usual course of business of the Group; and (iii) the transactions under the Supplemental TEI Framework Purchase Agreement and the 2025 TEI Framework Purchase Agreement are in the interests of the Company and the Shareholders as a whole.

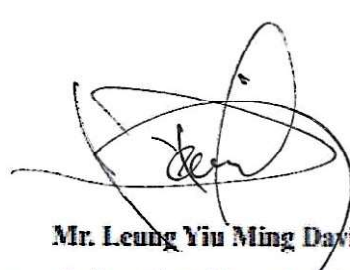
Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM in respect of the transactions under the Supplemental TEI Framework Purchase Agreement, the 2025 TEI Framework Purchase Agreement and their respective annual caps.

Yours faithfully,  
For and on behalf of  
**The Independent Board Committee of  
China Ever Grand Financial Leasing Group Co., Ltd.**




**Mr. Ng Kwok Sang**  
*Independent Non-executive  
Director*

**Mr. Wu Kai Tang**  
*Independent Non-executive  
Director*



**Mr. Leung Yiu Ming David**  
*Independent Non-executive  
Director*

Yours faithfully,  
For and on behalf of  
**The Independent Board Committee of**  
**China Ever Grand Financial Leasing Group Co., Ltd.**



**Mr. Ng Kwok Sang**  
*Independent Non-executive*  
*Director*

**Mr. Wu Kai Tang**  
*Independent Non-executive*  
*Director*

**Mr. Leung Yiu Ming David**  
*Independent Non-executive*  
*Director*