

---

## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

---



**联华超市股份有限公司**

**LIANHUA SUPERMARKET HOLDINGS CO., LTD.**

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

**(Stock Code: 00980)**

30 May 2025

*To the Shareholders*

Dear Sir or Madam,

### **CONTINUING CONNECTED TRANSACTIONS**

We refer to the circular dated 30 May 2025 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 Independent Board Committee to consider and advise the Independent Shareholders in respect of the Procurement of Goods Framework Agreement and the Goods Supply Framework Agreement (including the proposed Revised Annual Caps under the Existing Goods Supply Framework Agreement) and the respective proposed annual caps), details of which are set out in the section headed “Letter from the Board” set out on pages 4 to 25 of the Circular.

We wish to draw your attention to the letter from the Board set out on pages 4 to 25 of the Circular and the letter of advice from Lego, the Independent Financial Adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the terms of the Procurement of Goods Framework Agreement and the Goods Supply Framework Agreement (including the proposed Revised Annual Caps under the Existing Goods Supply Framework Agreement), set out on pages 28 to 54 of the Circular.

---

## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

---

Having considered, among other matters, the factors and reasons considered by, and the opinion of Lego as stated in its letter of advice, the terms and conditions of the Procurement of Goods Framework Agreement and the Goods Supply Framework Agreement (including the proposed Revised Annual Caps under the Existing Goods Supply Framework Agreement), and the business and financial effects of the Procurement of Goods Framework Agreement and the Goods Supply Framework Agreement on the Company, we consider that the terms of the Procurement of Goods Framework Agreement and the Goods Supply Framework Agreement (including the proposed Revised Annual Caps under the Existing Goods Supply Framework Agreement) which have been reached after arm's length negotiations among the parties, are fair and reasonable, on normal commercial terms and in the ordinary and usual course of business of the Group, and 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 resolutions to be proposed at the Annual General Meeting in respect of the Procurement of Goods Framework Agreement and the Goods Supply Framework Agreement (including the proposed Revised Annual Caps under the Existing Goods Supply Framework Agreement) and the respective proposed annual caps.

Yours faithfully,

For and on behalf of the Independent Board Committee

**Lianhua Supermarket Holdings Co., Ltd.**

**Mr. Xia Da-wei**

**Mr. Lee Kwok Ming, Don**

**Mr. Chen Wei**

**Mr. Zhao Xin-sheng**

*Independent non-executive Directors*

---

獨立董事委員會函件

---



**联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：

**持續關連交易**

吾等提述本公司所刊發日期為二零二五年五月三十日之通函(「**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。

吾等獲董事會授權成立獨立董事委員會以考慮商品採購框架協議及商品供應框架協議(包括擬議上調現有商品供應框架協議的年度上限)以及其各自之建議年度上限，並向獨立股東提供意見，有關詳情載於通函第4至第25頁所載的「董事會函件」一節。

吾等謹請閣下垂注通函第4頁至第25頁所載董事會函件以及通函第28頁至第54頁所載力高(獲委任就商品採購框架協議及商品供應框架協議(包括擬議上調現有商品供應框架協議的年度上限)的條款向獨立董事委員會及獨立股東提供意見的獨立財務顧問)之意見函件。

---

## 獨立董事委員會函件

---

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、商品採購框架協議及商品供應框架協議(包括擬議上調現有商品供應框架協議的年度上限)的條款及條件,以及商品採購框架協議及商品供應框架協議對本公司的業務及財務影響後,吾等認為商品採購框架協議及商品供應框架協議(包括擬議上調現有商品供應框架協議的年度上限)的條款乃經訂約方公平磋商後,按一般商業條款及在本集團的日常及一般業務過程中訂立,屬公平合理,且符合本公司及股東的整體利益。

因此,吾等推薦獨立股東投票贊成將於股東周年大會上就商品採購框架協議及商品供應框架協議(包括擬議上調現有商品供應框架協議的年度上限)以及其各自之建議年度上限提呈的決議案。

此 致

列位股東 台照

代表  
聯華超市股份有限公司  
獨立董事委員會  
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

二零二五年五月三十日

有关（1）订立商品采购框架协议的持续关联交易；及（2）订立商品供应框架协议  
（包括拟议上调现有商品供应框架协议的年度上限）的持续关联交易的独立董事委员会确认函  
（本页无正文，为有关（1）订立商品采购框架协议的持续关联交易；及（2）订立商品供应框架协议（包括拟议上调现有商品供应框架协议的年度上限）的持续关联交易的独立董事委员会确认函签字页）

独立董事委员会委员签名：



夏大慰 先生

李国明 先生

陈 玮 先生

赵歆晟 先生

联华超市股份有限公司

独立董事委员会

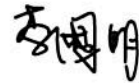
2025 年 5 月 30 日

有关（1）订立商品采购框架协议的持续关连交易；及（2）订立商品供应框架协议  
（包括拟议上调现有商品供应框架协议的年度上限）的持续关连交易的独立董事委员会确认函

---

（本页无正文，为有关（1）订立商品采购框架协议的持续关连交易；及（2）订立商品供应框架协议（包括拟议上调现有商品供应框架协议的年度上限）的持续关连交易的独立董事委员会确认函签字页）

独立董事委员会委员签名：



---

夏大慰 先生

---

李国明 先生

---

陈 玮 先生

---

赵歆晟 先生

联华超市股份有限公司

独立董事委员会

2025 年 5 月 30 日

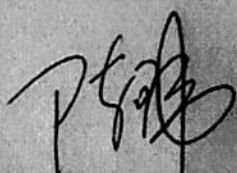
有关(1)订立商品采购框架协议的持续关连交易；及(2)订立商品供应框架协议  
(包括拟议上调现有商品供应框架协议的年度上限)的持续关连交易的独立董事委员会确认函

(本页无正文，为有关(1)订立商品采购框架协议的持续关连交易；及(2)订立商品供应框架协议(包括拟议上调现有商品供应框架协议的年度上限)的持续关连交易的独立董事委员会确认函签字页)

独立董事委员会委员签名：

\_\_\_\_\_  
夏大慰 先生

\_\_\_\_\_  
李国明 先生



\_\_\_\_\_  
陈 玮 先生

\_\_\_\_\_  
赵歆晟 先生

联华超市股份有限公司

独立董事委员会

2025年5月30日


有关（1）订立商品采购框架协议的持续关连交易；及（2）订立商品供应框架协议  
（包括拟议上调现有商品供应框架协议的年度上限）的持续关连交易的独立董事委员会确认函  
（本页无正文，为有关（1）订立商品采购框架协议的持续关连交易；及（2）订立商品供应框架协议（包括拟议上调现有商品供应框架协议的年度上限）的持续关连交易的独立董事委员会确认函签字页）

独立董事委员会委员签名：

\_\_\_\_\_  
夏大慰 先生

\_\_\_\_\_  
李国明 先生

\_\_\_\_\_  
陈 玮 先生

  
\_\_\_\_\_  
赵歆晟 先生

联华超市股份有限公司

独立董事委员会

2025 年 5 月 30 日