新火科技
SINOHOPE

SINOHOPE TECHNOLOGY HOLDINGS LIMITED
新 火 科 技 控 股 有 限 公 司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1611)

10 August 2025

To the Independent Shareholders

Dear Sir or Madam,

(1) SUBSCRIPTIONS OF NEW SHARES UNDER SPECIFIC MANDATE (2) CONNECTED TRANSACTION IN RELATION TO SUBSCRIPTIONS OF NEW SHARES UNDER SPECIFIC MANDATE (3) PROPOSED INCREASE IN AUTHORISED SHARES (4) PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES AND (5) NOTICE OF THE EGM

We refer to the circular dated 10 August 2025 of the Company (the "**Circular**") of which this letter forms part. Unless the context otherwise requires, terms and expressions defined in the Circular have the same meanings herein.

We have been appointed by the Board as members of the Independent Board Committee to advise the Independent Shareholders as to whether the terms of the Subscription Agreement I, the Subscription Agreement IV and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Gram Capital has been appointed by the Company as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in this regard. We wish to draw your attention to (i) Letter from the Board set out on pages 7 to 33 of the Circular; (ii) the letter from the Independent Financial Adviser as set out on pages 36 to 52 of the Circular, which contains its recommendation to the Independent Board Committee and the Independent Shareholders in relation to the terms of the Subscription Agreement I, the Subscription Agreement IV and the transactions contemplated thereunder, as well as the principal factors and reasons considered by the Independent Financial Adviser in arriving at its recommendation; and (iii) the additional information as set out in the Appendices to the Circular.

After taking into account the factors and reasons considered by the Independent Financial Adviser and its conclusion and advice, we consider that the terms of the Subscription Agreement I, the Subscription Agreement IV and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders vote in favor of the resolutions to be proposed at the EGM to approve the Subscription Agreement I, the Subscription Agreement IV and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of the Independent Board Committee of
Sinohope Technology Holdings Limited

Mr. Yu Chun Kit	**Mr. Yip Wai Ming**	**Dr. LAM, Lee G.,** *BBS, JP*
Independent non-executive Director	*Independent non-executive Director*	*Independent non-executive Director*