



華控康泰集團有限公司
Kontafarma China Holdings Limited

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

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LETTER FROM THE INDEPENDENT BOARD COMMITTEE

26 September 2025

To the Independent Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO
THE CONSTRUCTION CONTRACT
FOR BEIJING R&D COMPLEX**

We refer to the circular dated 26 September 2025 issued by the Company to the Shareholders (the “Circular”) of which this letter forms part. Unless otherwise defined, capitalized terms used in this letter shall have the same meanings as defined in the Circular.

Under the Listing Rules, the transaction contemplated under the Beijing Construction Contract constitutes a discloseable and connected transaction of the Company, and is subject to the approval of the Independent Shareholders at the EGM.

We have been appointed as the Independent Board Committee to consider the terms of the Beijing Construction Contract and the transaction contemplated thereunder and to advise the Independent Shareholders as to (i) the fairness and reasonableness of the Beijing Construction Contract and the transaction contemplated thereunder; (ii) whether such transaction is on normal commercial terms and in the ordinary and usual course of business of the Company; (iii) whether such transaction is in the interests of the Company and the Shareholders as a whole; and (iv) how to vote on such transaction. Aurelius Corporate Finance Limited has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this regard.

We wish to draw your attention to the “Letter from the Board” set out on pages 4 to 10 of the Circular and the “Letter from the Independent Financial Adviser” to the Independent Board Committee and the Independent Shareholders set out on pages 13 to 22 of the Circular.

Having taken into account, among other things, the advice of the Independent Financial Adviser, we are of the opinion that, although the Beijing Construction Contract is not entered into in the ordinary and usual course of business of the Company, the terms thereof and the transaction contemplated thereunder are on normal commercial terms, fair and reasonable, in the interests of the Company and the Shareholders as a whole and conducted to facilitate the research and development of pharmaceutical products in the Group's ordinary and usual course of business.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Beijing Construction Contract and the transaction contemplated thereunder.

Yours faithfully,

For and on behalf of
the Independent Board Committee
Kontafarma China Holdings Limited



Dr. Tang Lai Wah
Independent non-executive
Director

Dr. Ho Ho Ming
Independent non-executive
Director

Mr. Yao Xiaomin
Independent non-executive
Director

For and on behalf of
the Independent Board Committee
Kontafarma China Holdings Limited



Dr. Tang Lai Wah
*Independent non-executive
Director*

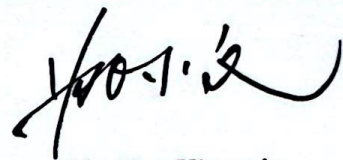
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