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)

19 November 2024

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION AND CONNECTED TRANSACTION

We refer to the circular dated 19 November 2024 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 entering into the Equity Transfer Agreements and the Disposals contemplated thereunder and the renewal of the Existing Central Bailian Leasing Agreement and the transactions contemplated thereunder, details of which are set out in the section headed "Letter from the Board" on pages 7 to 39 of the Circular.

We wish to draw your attention to the letter from the Board set out on pages 7 to 39 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 entering into the Equity Transfer Agreements and the Disposals contemplated thereunder and the renewal of the Existing Central Bailian Leasing Agreement and the transactions contemplated thereunder, set out on pages 42 to 72 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 Equity Transfer Agreements and the Disposals contemplated thereunder and the renewal of the Existing Central Bailian Leasing Agreement and the transactions contemplated thereunder, and the business and financial effects of the Equity Transfer Agreements and the Disposals contemplated thereunder on the Company, we consider that, (i) although the entering into of the Equity Transfer Agreements and the Disposals contemplated thereunder are not in the ordinary and usual course of business of the Group, the terms of the Equity Transfer Agreements and the Disposals contemplated thereunder are on normal commercial terms and are fair and reasonable so far as the Company and the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders and on normal commercial terms, and are fair and reasonable so far as the Company and the Independent Shareholders are entered into in the ordinary and usual course of business of the Group and on normal commercial terms, and are fair and reasonable so far as the Company and the Independent Shareholders are concerned, 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 2024 Second EGM in respect of entering into the Equity Transfer Agreements and the Disposals contemplated thereunder and the renewal of the Existing Central Bailian Leasing Agreement and the transactions contemplated thereunder.

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

(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:

主要交易 及 關連交易

吾等提述本公司日期為二零二四年十一月十九日刊發之通函(「**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訂立股權轉讓協議及其項下擬進行的出售事項及重續現有百聯中環租賃協議及其項下擬進行的交易並向獨立股東提供意見,有關詳情載於通函第7頁至39頁所載的「董事會函件」一節。

吾等謹請 閣下垂注通函第7至第39頁所載的董事會函件以及通函第42至第72 頁所載力高(獲委任就訂立股權轉讓協議及其項下擬進行的出售事項及重續現有百 聯中環租賃協議及其項下擬進行的交易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、股權轉讓協議及其項下擬進行的出售事項及重續現有百聯中環租賃協議及其項下擬進行的交易的條款及條件,以及股權轉讓協議及其項下擬進行的出售事項對本公司的業務及財務影響後,吾等認為,(i)儘管訂立股權轉讓協議及其項下擬進行的出售事項並非於本集團日常及一般業務過程中進行,股權轉讓協議及其項下擬進行的出售事項乃按一般商業條款訂立,就本公司及獨立股東而言屬公平合理,並符合本公司及股東的整體利益;及(ii)重續現有百聯中環租賃協議及其項下擬進行的交易乃於本集團日常及一般業務過程中訂立,按一般商業條款訂立,就本公司及獨立股東而言屬公平合理,並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二零二四年第二次股東特別大會上就 訂立股權轉讓協議及其項下擬進行的出售事項及重續現有百聯中環租賃協議及其項 下擬進行的交易提呈的決議案。

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

二零二四年十一月十九日

(本页无正文,为有关(1)订立股权转让协议及出售事项主要交易及关连交易;及(2)重续现有百联中环租赁协议主要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:

大生	
夏大慰 先生	李国明 先生
陈 玮 先生	赵歆晟 先生

(2) 重续现有百联中环租赁协议关连交易的独立董事委员会确认函

(本页无正文,为有关(1)订立股权转让协议及出售事项主要交易及关连交易;及(2) 重续现有百联中环租赁协议主要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:

	李冠明
夏大慰 先生	李国明 先生
陈 玮 先生	赵歆晟 先生

有关(1)订立股权转让协议及出售事项的主要交易及关连交易;及(2)重续现有百联中环租赁协议关连交易的独立董事委员会确认函

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独立董事委员会委员签名:

夏大慰 先生	李国明 先生
PB	

有关(1)订立股权转让协议及出售事项的主要交易及关连交易:及

(2) 重续现有百联中环租赁协议关连交易的独立董事委员会确认函

(本页无正文,为有关(1)订立股权转让协议及出售事项主要交易及关连交易;及(2) 重续现有百联中环租赁协议主要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