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LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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中基長壽科學

ZHONG JI LONGEVITY SCIENCE

**Zhong Ji Longevity Science Group Limited**

**中基長壽科學集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 767)**

24 December 2024

*To the Independent Shareholders*

Dear Sir or Madam,

**MAJOR AND CONTINUING CONNECTED  
TRANSACTION IN RELATION TO  
THE 2025 REVOLVING LOAN AGREEMENT**

We refer to the circular of the Company dated 24 December 2024 (the “**Circular**”) and have been appointed as members of the Independent Board Committee to advise you in respect of the 2025 Revolving Loan Agreement and the transactions contemplated thereunder or the Proposed Annual Caps, details of which are set out in the Letter from the Board in the Circular, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board as members of the Independent Board Committee to advise the Independent Shareholders as to whether, in our opinion, the terms the 2025 Revolving Loan Agreement and the transactions contemplated thereunder or the Proposed Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned. Alpha Financial has been appointed as the independent financial adviser to advise you and ourselves in this regard. Details of their advice, together with the principal factors that have been taken into consideration in giving such advice and recommendation, are set out in its letter set out on pages 18 to 36 of the Circular. Your attention is also drawn to the “Letter from the Board” set out on pages 4 to 15 of the Circular, and the financial information of the Group and the general information set out in Appendices I and II to the Circular.

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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Having considered, among other matters, the factors and reasons considered by, and the opinion of, Alpha Financial as stated in its aforementioned letter, we are of the opinion that the 2025 Revolving Loan Agreement and the transactions contemplated thereunder or the Proposed Annual Caps are on normal commercial terms, fair and reasonable and in the ordinary and usual course of business of the Group as far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. We, therefore, recommend the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the SGM to approve the 2025 Revolving Loan Agreement and transactions contemplated thereunder or the Proposed Annual Caps.

Yours faithfully,

For and on behalf of the Independent Board Committee

**Mr. Lee See Barry**

**Mr. Huang Jiang**

**Prof. Huang Cibo**

*Independent Non-executive Directors*



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Yours faithfully,

For and on behalf of the Independent Board Committee

Mr. Lee See Barry

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*Independent Non-executive Directors*

