



通通AI社交集團有限公司

**Tong Tong AI Social Group Limited**

*(formerly known as Gome Finance Technology Co., Ltd. 國美金融科技有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 628)**

3 January 2025

*To the Independent Shareholders*

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTION — NEW FACTORING  
SERVICE FRAMEWORK AGREEMENT**

We refer to the circular of the Company (the “**Circular**”) dated 3 January 2025 and of which this letter forms part. Unless the context requires otherwise, terms and expressions defined in the Circular shall have the same meanings in this letter.

We have been appointed by the Board to form the Independent Board Committee to advise the Independent Shareholders as to whether the New Factoring Service Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for those transactions are fair and reasonable. China Sunrise Capital Limited has been appointed by the Company as the Independent Financial Adviser to advise us and the Independent Shareholders in the same regard.

We wish to draw your attention to (i) the letter from the Board set out on pages 4 to 19 of the Circular; (ii) the letter from the Independent Financial Adviser as set out on pages 22 to 47 of the Circular which contains its recommendation to the Independent Board Committee and the Independent Shareholders in relation to the New Factoring Service Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for those transactions as well as the principal factors and reasons considered by Independent Financial Adviser in arriving at its recommendation; and (iii) the additional information as set out in the Appendix I to the Circular.

Having taken into account the advice of the Independent Financial Adviser, we are of the opinion that the New Factoring Service Framework Agreement is entered into in the ordinary course of business of the Group and the terms of the New Factoring Service Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for those transactions 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 to vote in favour of the resolution to be proposed at the SGM to approve the New Factoring Service Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for those transactions.

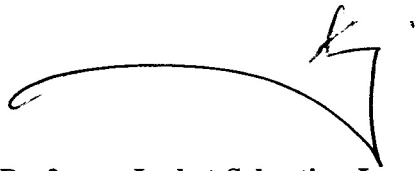
Yours faithfully,  
For and on behalf of the Independent Board Committee of  
**Tong Tong AI Social Group Limited**



**Mr. Mak Yau Kee Adrian   Professor Japhet Sebastian Law   Professor Huang Song**  
*Independent non-executive Directors*

Having taken into account the advice of the Independent Financial Adviser, we are of the opinion that the New Factoring Service Framework Agreement is entered into in the ordinary course of business of the Group and the terms of the New Factoring Service Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for those transactions 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 to vote in favour of the resolution to be proposed at the SGM to approve the New Factoring Service Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for those transactions.

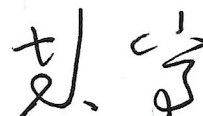
Yours faithfully,  
For and on behalf of the Independent Board Committee of  
**Tong Tong AI Social Group Limited**

A handwritten signature in black ink, consisting of a large, sweeping curve followed by a vertical line and a small hook at the top.

**Mr. Mak Yau Kee Adrian   Professor Japhet Sebastian Law   Professor Huang Song**  
*Independent non-executive Directors*

Having taken into account the advice of the Independent Financial Adviser, we are of the opinion that the New Factoring Service Framework Agreement is entered into in the ordinary course of business of the Group and the terms of the New Factoring Service Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for those transactions 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 to vote in favour of the resolution to be proposed at the SGM to approve the New Factoring Service Framework Agreement, the transactions contemplated thereunder and the proposed annual caps for those transactions.

Yours faithfully,  
For and on behalf of the Independent Board Committee of  
**Tong Tong AI Social Group Limited**



**Mr. Mak Yau Kee Adrian    Professor Japhet Sebastian Law    Professor Huang Song**  
*Independent non-executive Directors*