



CSI PROPERTIES LIMITED
資本策略地產有限公司 *
(Incorporated in Bermuda with limited liability)
(Stock Code: 497)

17 February 2025

To the Independent Shareholders

Dear Sir/Madam,

- (1) STRATEGIC FUNDRAISING LED BY
CONTROLLING SHAREHOLDER AND GAW CAPITAL
(THROUGH ITS MANAGED FUNDS)
TO RAISE A TOTAL OF HK\$1,992 MILLION
BY WAY OF**
- (i) AN UNDERWRITTEN RIGHTS ISSUE OF HK\$1,492 MILLION PRICED
AT AN APPROX. 5.88% PREMIUM TO CLOSING PRICE;**
- (ii) ISSUE OF A HK\$500 MILLION 4-YEAR SENIOR UNSECURED NOTE;**
- (2) ISSUE OF BONUS WARRANTS TO SHAREHOLDERS;**
- (3) PROPOSED SHARE CONSOLIDATION;**
- (4) AUTHORISED SHARE CAPITAL INCREASE;**
- (5) CHANGE IN BOARD LOT SIZE; AND**
- (6) CLOSURE OF REGISTER OF MEMBERS**

We refer to the circular of the Company dated 17 February 2025 (the “**Circular**”) of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

* *For identification purposes only*

We have been appointed by the Board as members of the Independent Board Committee to advise the Independent Shareholders as to whether (i) the Rights Issue; (ii) the Facilitation Agreement; (iii) the Note Subscription Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable, so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders how to vote at the SGM. Optima Capital Limited has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this respect. Details of its advice together with the principal factors and reasons it has taken into consideration on giving its advice, are contained in its letter set out on pages IFA-1 to IFA-43 of the Circular. Your attention is also drawn to the letter from the Board and the additional information set out in the appendices to the Circular.

Having taken into account the principal factors and reasons considered by, and the advice of the Independent Financial Adviser, we considered that the Rights Issue, the Facilitation Agreement and the Note Subscription Agreement (including the transactions contemplated thereunder) are on normal commercial terms and fair and reasonable so far as 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 ordinary resolutions to be proposed at the SGM to approve the Rights Issue, the Facilitation Agreement, the Note Subscription Agreement and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of the Independent Board Committee



Mr. Cheng Yuk Wo

Mr. Shek Lai Him, Abraham, *GBS, JP*

Dr. Lo Wing Yan, William, *JP*

Independent non-executive Directors

Yours faithfully,
For and on behalf of the Independent Board Committee

A handwritten signature in black ink, appearing to read 'Lai Shek', written in a cursive style.

Mr. Cheng Yuk Wo

Mr. Shek Lai Him, Abraham, *GBS, JP*

Dr. Lo Wing Yan, William, *JP*

Independent non-executive Directors

Yours faithfully,
For and on behalf of the Independent Board Committee



Mr. Cheng Yuk Wo

Mr. Shek Lai Him, Abraham, *GBS, JP*

Dr. Lo Wing Yan, William, *JP*

Independent non-executive Directors