24 August 2026

To the Independent Shareholders

Dear Sir or Madam,

(1) MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE TARGET COMPANY WITH TCL AIR CONDITIONER BUSINESS INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE; AND (2) CONTINUING CONNECTED TRANSACTIONS FOLLOWING COMPLETION

We have been appointed to form Independent Board Committee to consider and advise you on (i) the Sale and Purchase Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate, and (ii) the Supply Framework Agreement and the transactions contemplated thereunder including the proposed annual caps of the purchase of TCL Air Conditioner Products, details of which are set out in the circular issued by the Company to the Shareholders dated 24 August 2026 (the "**Circular**"), of which this letter forms part. Terms defined in the Circular will have the same meanings when used herein unless the context otherwise requires.

We wish to draw your attention to the letter from the Board, the letter of advice from the Independent Financial Adviser for the Acquisition and the letter of advice from the Independent Financial Adviser for the CCT set out on pages 9 to 45, pages 48 to 97 and pages 98 to 119 of the Circular, respectively, and the additional information set out in the appendices to the Circular.

Having taken into account the terms of the Sale and Purchase Agreement, and the principal factors and reasons considered by the Independent Financial Adviser for the Acquisition, we concur with the view of the Independent Financial Adviser for the Acquisition and consider that although the Sale and Purchase Agreement is not in the ordinary and usual course of business of the Company, the Sale and Purchase Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate, are fair and reasonable and has been entered into on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

Having taken into account the terms of the Supply Framework Agreement, and the principal factors and reasons considered by the Independent Financial Adviser for the CCT, we concur with the view of the Independent Financial Adviser for the CCT and consider that, the Supply Framework Agreement and the transactions contemplated thereunder, including the proposed annual caps of the purchase of TCL Air Conditioner Products, are fair and reasonable and on normal commercial terms or better, and are entered into in the ordinary and usual course of business of the Group, and are in the interests of the Company and its Shareholders as a whole.

Accordingly, we recommend you to vote in favour of all the resolutions to be proposed at the EGM.

Yours faithfully,
Independent Board Committee

TCL Electronics Holdings Limited

Professor WANG Yijiang	**Mr. LAU Siu Ki**	**Mr. HUI Chi Kin Max**
Independent Non-Executive Director	*Independent Non-Executive Director*	*Independent Non-Executive Director*

Accordingly, we recommend you to vote in favour of all the resolutions to be proposed at the EGM.

Yours faithfully,
Independent Board Committee

TCL Electronics Holdings Limited

Professor WANG Yijiang
Independent Non-Executive Director

Mr. LAU Siu Ki
Independent Non-Executive Director

Mr. HUI Chi Kin Max
Independent Non-Executive Director

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