
LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the Disposal Agreement and the transactions as contemplated thereunder:



中国奇点国峰控股有限公司

China Qidian Guofeng Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1280)

6 October 2026

To the Independent Shareholders,

Dear Sir/Madam,

**MAJOR AND CONNECTED TRANSACTION
IN RELATION TO THE DISPOSAL OF
THE ENTIRE ISSUED SHARE CAPITAL OF
WHOLLY-OWNED SUBSIDIARIES**

We refer to the letter from the Board set out in the circular dated 6 October 2026 of the Company (the “**Circular**”) of which this letter forms part. All capitalized terms used in this letter shall have the same meanings ascribed in the Circular unless otherwise specified in the context herein.

Under the Listing Rules, the Disposal contemplated under the Disposal Agreement constitutes a major and connected transaction for the Company, therefore, the transactions contemplated under the Disposal Agreement are subject to the approval of the Independent Shareholders.

We have been appointed by the Board as members of the Independent Board Committee to, among others, advise the Independent Shareholders in respect of the terms of the Disposal Agreement and the transactions contemplated thereunder.

We hereby draw your attention to (i) the letter of advice from Rainbow Capital (HK) Limited, being the Independent Financial Adviser, appointed to advise the Independent Board Committee and the Independent Shareholders on the terms of the Disposal Agreement and the transactions contemplated thereunder, which has been set out on pages 57 to 80 of the Circular; (ii) the “Letter from the Board” which has been set out on pages 4 to 54 of the Circular; and (iii) the additional information set out in the appendices to the Circular. Having taken into account, among others, the advice from Rainbow Capital (HK) Limited and the terms of the Disposal Agreement, we consider that (i) the Disposal is in the interests of the Company and the Shareholders as a whole notwithstanding the Disposal is not in the ordinary and usual course of business of the Group; and (ii) the terms of

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the Disposal Agreement are on normal commercial terms and fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the Disposal Agreement and the transactions contemplated thereunder.

Yours faithfully,

Independent Board Committee

Mr. Zhang Yihua, Mr. Kong Xiangming and Ms. Tang Chung Kwan Brenda

Independent Non-executive Directors