

**CM Hi-Tech Cleanroom Limited**  
**捷芯隆高科潔淨系統有限公司**

*(Incorporated in the Cayman Islands with members' limited liability)*  
**(Stock Code: 2115)**

19 November 2024

*To the Disinterested Shareholders*

Dear Sir or Madam,

**(1) PROPOSAL FOR THE PRIVATISATION OF  
CM HI-TECH CLEANROOM LIMITED  
BY MAYAIR HK HOLDINGS LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES ACT)**

**(2) PROPOSED WITHDRAWAL OF LISTING OF  
CM HI-TECH CLEANROOM LIMITED**

**(3) SPECIAL DEAL RELATING TO ROLLOVER ARRANGEMENT**

We refer to the scheme document (the “**Scheme Document**”) dated 19 November 2024 jointly issued by the Company and the Offeror in relation to the Proposal, of which this letter forms part. Unless the context requires otherwise, terms used in this letter shall have the same meaning as given to them in the Scheme Document.

We have been appointed by the Board as the Independent Board Committee to make a recommendation to the Disinterested Shareholders as to whether the Proposal, the Scheme and the Rollover Arrangement are, or are not, fair and reasonable and as to voting at the Court Meeting and the EGM.

Quam Capital Limited, the Independent Financial Adviser, has been appointed by the Company with our approval, to advise us in respect of the Proposal, the Scheme and the Rollover Arrangement.

We wish to draw your attention to (a) the letter from the Board as set out in Part IV of the Scheme Document; (b) the letter from the Independent Financial Adviser as set out in Part VI of the Scheme Document which sets out the factors and reasons taken into account by the Independent Financial Adviser in arriving at its recommendations; and (c) the Explanatory Memorandum as set out in Part VII of the Scheme Document.

Having considered the terms of the Proposal, the Scheme and the Rollover Arrangement and having taken into account the advice and recommendation of the Independent Financial Adviser, in particular the factors, reasons and recommendations as set out in the letter from the

Independent Financial Adviser, we consider that the terms of the Proposal, the Scheme and the Rollover Arrangement are fair and reasonable so far as the Disinterested Shareholders are concerned.

Accordingly, we recommend:

- (a) at the Court Meeting, the Disinterested Shareholders to vote in favour of the resolution to approve the Scheme; and
- (b) at the EGM:
  - (i) the Shareholders to vote in favour of the special resolution to: (i) approve and give effect to any reduction of the share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares; and (ii) contemporaneously therewith maintain the issued share capital of the Company at the amount prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme, credited as fully paid, for issuance to the Offeror; and
  - (ii) the Disinterested Shareholders to vote in favour of the ordinary resolution to:
    - (a) approve the Rollover Arrangement which constitutes a special deal under Rule 25 of the Takeovers Code; and
    - (b) authorise the Directors to do all acts and things and/or execute all such documents as considered by them to be necessary for or desirable in connection with the implementation of the Proposal and the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of the issued share capital of the Company; (iii) the allotment and issue of the Shares to the Offeror; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme or the reduction of capital, which the Grand Court of the Cayman Islands may see fit to impose and to do all other acts and things and/or execute all such other documents considered by them to be necessary for or desirable in connection with the implementation of the Scheme.

Yours faithfully,  
**Independent Board Committee**



**Mr. NG Seng Leong**  
*Independent Non-executive  
Director*

**Mr. Martin Giles MANEN**  
*Independent Non-executive  
Director*

**Mr. WU Chun Sing**  
*Independent Non-executive  
Director*

Yours faithfully,  
**Independent Board Committee**



**Mr. NG Seng Leong**  
*Independent Non-executive  
Director*

**Mr. Martin Giles MANEN**  
*Independent Non-executive  
Director*



**Mr. WU Chun Sing**  
*Independent Non-executive  
Director*