



智富資源投資控股集團有限公司

WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 7)

30 August 2024

To the Independent Shareholders

Dear Sir/Madam,

**VOLUNTARY CONDITIONAL CASH PARTIAL OFFER
BY RAINBOW CAPITAL (HK) LIMITED
FOR AND ON BEHALF OF MR. WANG YONGKUI
TO ACQUIRE 158,000,000 SHARES IN
WISDOM WEALTH RESOURCES INVESTMENT
HOLDING GROUP LIMITED (OTHER THAN THOSE
ALREADY OWNED BY MR. WANG YONGKUI AND
PARTIES ACTING IN CONCERT WITH HIM)**

We refer to the offeree board circular dated 30 August 2024 issued by the Company in response to the Offer (the "Response Document"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Response Document unless the context requires otherwise.

We, being the independent non-executive Directors, have been appointed to form the Independent Board Committee to consider the terms of the Offer and to advise you as to whether, in our opinion, the terms of the Offer are fair and reasonable so far as your interests are concerned and to make recommendation as to the acceptance of the Offer. The Independent Financial Adviser has been appointed with our approval to advise us in this respect. Details of its advice and the principal factors which it has considered before arriving its advice and recommendation are set out in the letter from the Independent Financial Adviser on pages 18 to 38 of the Response Document.

We also wish to draw your attention to the letter from the Board, the letter from the Independent Financial Adviser and the additional information set out in the appendices to the Response Document.

Having considered the terms of the Offer and the advice from the Independent Financial Adviser, we concur with the Independent Financial Adviser's advice and consider that the Offer is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommend the Independent Shareholders to accept the Offer.

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

ZHENG ZHAOJUN

Mr. Zheng Zhaojun

Mr. Wang Ning

Mr. Chan Kwong On

Independent non-executive Directors

We also wish to draw your attention to the letter from the Board, the letter from the Independent Financial Adviser and the additional information set out in the appendices to the Response Document.

Having considered the terms of the Offer and the advice from the Independent Financial Adviser, we concur with the Independent Financial Adviser's advice and consider that the Offer is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommend the Independent Shareholders to accept the Offer.

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

Alvin

Mr. Zheng Zhaojun

Mr. Wang Ning

Mr. Chan Kwong On

Independent non-executive Directors

We also wish to draw your attention to the letter from the Board, the letter from the Independent Financial Adviser and the additional information set out in the appendices to the Response Document.

Having considered the terms of the Offer and the advice from the Independent Financial Adviser, we concur with the Independent Financial Adviser's advice and consider that the Offer is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommend the Independent Shareholders to accept the Offer.

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



Mr. Zheng Zhaojun

Mr. Wang Ning

Mr. Chan Kwong On

Independent non-executive Directors