



HENGDELI HOLDINGS LIMITED

亨得利控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

4 July 2024

To Qualifying Shareholders

Dear Sir or Madam,

**VOLUNTARY CONDITIONAL CASH PARTIAL OFFER BY
GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED
ON BEHALF OF EMPIRE CHARM LIMITED TO ACQUIRE 660,602,843 SHARES
IN THE SHARE CAPITAL OF THE COMPANY
FROM QUALIFYING SHAREHOLDERS**

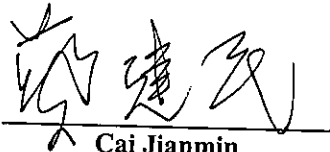
We have been appointed as members of the Independent Board Committee to advise you in respect of the Partial Offer, details of which are set out in the letter from Guotai Junan Capital and the letter from the Board in this Composite Document in relation to the Partial Offer jointly issued by the Company and the Offeror dated 4 July 2024, of which this letter forms part. Capitalised terms used in this letter have the same meanings as defined in this Composite Document unless the context requires otherwise.

Your attention is drawn to the letter from the Board, the letter from Guotai Junan Capital, Appendix I to this Composite Document and the accompanying Form of Approval and Acceptance containing the detailed terms of the Partial Offer, and the letter of advice from the Independent Financial Adviser in this Composite Document, which contains its advice and recommendation to us in respect of the Partial Offer, as well as the principal factors and reasons for its advice and recommendation.

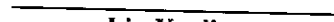
Having considered the principal factors and reasons considered by, and the opinion of, the Independent Financial Adviser as stated in the letter from the Independent Financial Adviser in this Composite Document, we are of the opinion that the Partial Offer is fair and reasonable so far as the Independent Shareholders are concerned. We therefore recommend that (i) the Independent Shareholders **approve** the Partial Offer; and (ii) the Qualifying Shareholders **accept** the Partial Offer.

Notwithstanding our recommendation, the Qualifying Shareholders, in particular those who may wish to realise their investment in the Shares, are reminded to monitor the market price and liquidity of the Shares closely during the period of the Partial Offer. If during the period of the Partial Offer, it transpires that the market price of the Shares exceeds the Offer Price and the sales proceeds (net of transaction costs) exceed the net proceeds receivable under the Partial Offer, the Qualifying Shareholders may consider, if they are able to do so, selling their Shares in the market instead of accepting the Partial Offer. However, if market conditions do not allow for disposal of Shares over the Offer Price or if it is believed that the price of the Shares may not exceed the Offer Price in the medium term, those Qualifying Shareholders who wish to sell more than 15.00% of their holdings which may be taken up under the terms of the Partial Offer should consider tendering more than 15.00% of their total holdings in the Shares. On the other hand, for those Qualifying Shareholders who, after considering the information contained in this Composite Document, are attracted by the future prospects of the Group following the Partial Offer, they may consider retaining all or part of their Shares while approving the Partial Offer in respect of all of their Shares.

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



Cai Jianmin
Independent Non-executive Director



Liu Xueling
Independent Non-executive Director



Qian Weiqing
Independent Non-executive Director

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

Cal Jianmin
Independent Non-executive Director

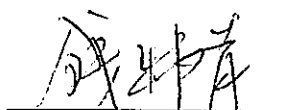

Liu Xueling
Independent Non-executive Director

Qian Weiqing
Independent Non-executive Director

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

Cai Jianmin
Independent Non-executive Director

Liu Xueling
Independent Non-executive Director



Qian Weiqing
Independent Non-executive Director

Letter from the Independent Board Committee