

To the Disinterested Scheme Shareholders and the Bossini Optionholders

Dear Sir or Madam,

**(1) PROPOSAL FOR THE PRIVATISATION OF
BOSSINI INTERNATIONAL HOLDINGS LIMITED
BY DRAGON LEAP CONSUMABLES LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 99 OF THE COMPANIES ACT
(2) PROPOSED WITHDRAWAL OF LISTING OF THE SHARES OF
BOSSINI INTERNATIONAL HOLDINGS LIMITED**

We refer to the scheme document dated 3 January 2025 jointly issued by the Offeror, Viva and Bossini in relation to the Proposal, the Scheme and the Option Offer (the “**Scheme Document**”), of which this letter forms part. Unless the context requires otherwise, terms used in this letter shall have the same meanings as given to them in the Scheme Document.

We have been appointed by the Bossini Board as the Bossini Independent Board Committee to make a recommendation to the Disinterested Scheme Shareholders and the Bossini Optionholders in connection with the Proposal, the Scheme and the Option Offer, details of which are set out in the “Letter from the Bossini Board” in Part IV of the Scheme Document, the Explanatory Statement and the “Form of Letter to Bossini Optionholders” in Appendix VIII of the Scheme Document.

Somerley, has been appointed, with our approval, as the Bossini Independent Financial Adviser to advise us in connection with the Proposal, the Scheme and the Option Offer. The details of its advice and the principal factors taken into consideration in arriving at its recommendations are set out in the “Letter from the Bossini Independent Financial Adviser” in Part VI of the Scheme Document.

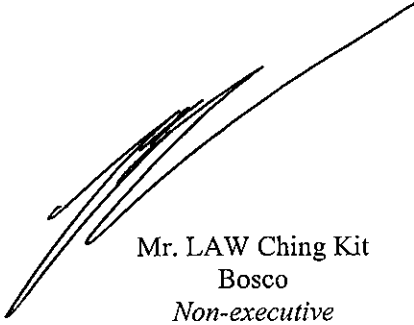
In the “Letter from the Bossini Independent Financial Adviser” in Part VI of the Scheme Document, the Bossini Independent Financial Adviser states that it considers the terms of the Proposal, the Scheme and the Option Offer to be fair and reasonable so far as the Disinterested Scheme Shareholders and the Bossini Optionholders are concerned, and advises the Bossini Independent Board Committee to recommend (i) Disinterested Scheme Shareholders to vote in favour of the relevant resolutions to be proposed at the Court Meeting and Bossini SGM; and (ii) Bossini Optionholders to accept the Option Offer.

The Bossini Independent Board Committee, having considered the terms of the Proposal, the Scheme and the Option Offer, and having taken into account the opinion of the Bossini Independent Financial Adviser, and in particular the factors, reasons and recommendations set out in its letter, considers that the terms of the Proposal, the Scheme and the Option Offer to be fair and reasonable so far as the Disinterested Scheme Shareholders and Bossini Optionholders are concerned.

Accordingly, the Bossini Independent Board Committee recommends (i) the Disinterested Scheme Shareholders to vote in favour of the resolutions to be proposed at the Court Meeting to approve and implement the Proposal and the Scheme; and (ii) the Bossini Shareholders to vote in favour of (a) a special resolution to approve any reduction of the issued share capital of Bossini by the cancellation of the Scheme Shares, (b) an ordinary resolution to apply the reserve created by the cancellation of the Scheme Shares to simultaneously restore the issued share capital of Bossini by the allotment and issue of an equal number of Bossini Shares (credited as fully paid) to the Offeror; (iii) the Bossini Optionholders to accept the Option Offer.

We draw the attention of the Disinterested Scheme Shareholders and the Bossini Optionholders to (1) the “Letter from the Bossini Board” in Part IV of the Scheme Document; (2) the “Letter from the Bossini Independent Financial Adviser” in Part VI of the Scheme Document which sets out the factors and reasons taken into account in arriving at its recommendations to the Bossini Independent Board Committee; (3) the Explanatory Statement; and (4) the “Form of Letter to Bossini Optionholders” in Appendix VIII of the Scheme Document.

Yours faithfully,
The Bossini Independent Board Committee



Mr. LAW Ching Kit
Bosco
*Non-executive
Director*

Mr. LEE Kwok Ming
*Independent Non-
executive Director*

Prof. SIN Yat Ming
*Independent Non-
executive Director*

Mr. CHEONG Shin
Keong
*Independent Non-
executive Director*

** For identification purpose only*

Yours faithfully,
The Bossini Independent Board Committee

Don Lee

Mr. LAW Ching Kit
Bosco
*Non-executive
Director*

Mr. LEE Kwok Ming
*Independent Non-
executive Director*

Prof. SIN Yat Ming
*Independent Non-
executive Director*

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