

16 December 2024

To the Disinterested Shareholders and Perpetual CB Securities Holder

Dear Sir or Madam,

**(1) CONDITIONAL PROPOSAL FOR THE PRIVATISATION OF
BEIJING CAPITAL GRAND LIMITED BY THE OFFEROR
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 86 OF THE COMPANIES ACT)
AND
(2) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF
BEIJING CAPITAL GRAND LIMITED**

We refer to the Announcement dated 28 October 2024 and the scheme document dated 16 December 2024 (the “**Scheme Document**”), both jointly issued by the Offeror and the Company, in relation to the Proposal, the Scheme and the Perpetual CB Securities Offer of which this letter forms part. Terms defined in the Scheme Document shall have the same meanings in this letter unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to make a recommendation to the Disinterested Shareholders in respect of the Proposal and the Scheme and to the Perpetual CB Securities Holder in respect of the Perpetual CB Securities Offer, details of which are set out in the Letter from the Board in Part IV, the Explanatory Memorandum in Part VII of the Scheme Document and the Perpetual CB Securities Offer Letter set out in Appendix VII.

Rainbow Capital (HK) Limited, the Independent Financial Adviser, has been appointed with our approval, to advise us in connection with the Proposal, the Scheme and the Perpetual CB Securities 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 Independent Financial Adviser in Part VI of the Scheme Document.

In the Letter from the Independent Financial Adviser in Part VI of the Scheme Document, the Independent Financial Adviser states that it considers (a) the terms of the Proposal and the Scheme are fair and reasonable so far as the Disinterested Shareholders are concerned; and (b) the terms of the Perpetual CB Securities Offer are fair and reasonable so far as the Perpetual CB Securities Holder are concerned, and advises the Independent Board Committee to recommend (i) the Disinterested Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme; and (ii) the Perpetual CB Securities Holder to accept the Perpetual CB Securities Offer.

The Independent Board Committee, having considered the terms of the Proposal, the Scheme and the Perpetual CB Securities Offer, and having taken into account the advice of the Independent Financial Adviser, and in particular the factors, reasons and recommendations set out in its letter, considers that the terms of the Proposal and the Scheme are fair and reasonable so far as the Disinterested Shareholders are concerned and the terms of the Perpetual CB Securities Offer are fair and reasonable so far as the Perpetual CB Securities Holder are concerned. Accordingly, the Independent Board Committee recommends the Disinterested Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme, and the Perpetual CB Securities Holder to accept the Perpetual CB Securities Offer.

The Independent Board Committee draws the attention of the Disinterested Shareholders to (i) the Letter from the Board in Part IV of the Scheme Document; (ii) the Letter from the 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 Independent Board Committee; and (iii) the Explanatory Memorandum in Part VII of the Scheme Document.

Yours faithfully,

Independent Board Committee

Mr. Zhai Senlin

Non-executive Director



Dr. Huang Wei

Independent Non-executive Director

Mr. Yeung Chi Tat

Independent Non-executive Director

Mr. Xu Weiguo

Independent Non-executive Director

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Yours faithfully,
Independent Board Committee

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Non-executive Director


Mr. Yeung Chi Tat
Independent Non-executive Director

Dr. Huang Wei
Independent Non-executive Director

Mr. Xu Weiguo
Independent Non-executive Director

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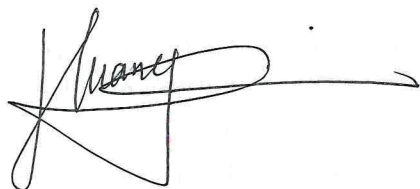
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Non-executive Director

Mr. Yeung Chi Tat
Independent Non-executive Director

Dr. Huang Wei
Independent Non-executive Director

Mr. Xu Weiguo
Independent Non-executive Director

A handwritten signature in black ink, appearing to read 'Huang Wei', with a long horizontal stroke extending to the right.

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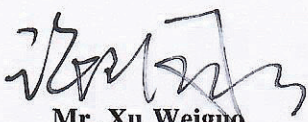
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