

# **LIFESTYLE CHINA GROUP LIMITED**

**利福中國集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2136)**

28 January 2025

*To the Independent Shareholders*

Dear Sir or Madam,

**(1) PROPOSED PRIVATISATION OF  
LIFESTYLE CHINA GROUP LIMITED  
BY FORTUNE SPIRIT GROUP LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT UNDER  
SECTION 86 OF THE COMPANIES ACT  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING OF  
LIFESTYLE CHINA GROUP LIMITED**

We refer to the scheme document (the “**Scheme Document**”) dated 28 January 2025 jointly issued by the Company and the Offeror in relation to the Amended 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 recommendations to the Independent Shareholders as to: (i) whether the Amended Proposal and the Scheme are, or are not, fair and reasonable; and (ii) whether to vote in favour of the Scheme at the Court Meeting and the resolutions in connection with the implementation of the Amended Proposal at the General Meeting.

Somerley, the Independent Financial Adviser, has been appointed by the Company with our approval, to advise us in respect of the Amended Proposal and the Scheme.

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.

We, having considered the Amended Proposal and the Scheme, and having taken into account the advice and recommendations of the Independent Financial Adviser to us, and in particular the factors, reasons and recommendations as set out in the Independent Financial Adviser's letter, consider that the Amended Proposal and the Scheme are fair and reasonable so far as the Independent Shareholders are concerned.

Accordingly, we recommend the Independent Shareholders:

- (1) at the Court Meeting, to vote in favour of the Scheme; and
- (2) at the General Meeting, to vote in favour of the special resolution (i) to approve and give effect to any reduction of the issued share capital associated with cancellation and extinguishment of the Scheme Shares; and (ii) to approve the simultaneous maintenance of the share capital of the Company at the amount immediately prior to the cancellation of the Scheme Shares by the allotment and issue to the Offeror of such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme; and (iii) to approve the application of the credit arising in the Company's books of accounts as a result of the cancellation and extinguishment of the Scheme Shares in paying up in full at par value the new Shares issued to the Offeror; and (iv) to authorise the Directors to take certain actions to implement the Amended Proposal.

Yours faithfully,

**Independent Board Committee**



**Ms. Chan Chor Ling,  
Amy**  
*Non-executive  
Director*

**Ms. Cheung Mei Han**

*Independent  
Non-executive  
Director*

**Mr. Cheung Yuet  
Man, Raymond**

*Independent  
Non-executive  
Director*

**Mr. Lam Kwong Wai**

*Independent  
Non-executive  
Director*

Yours faithfully,

**Independent Board Committee**



**Ms. Chan Chor Ling,**  
**Amy**  
*Non-executive*  
*Director*

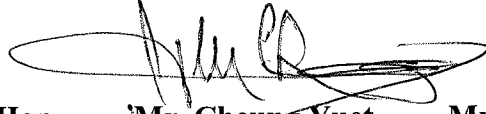
**Ms. Cheung Mei Han**  
*Independent*  
*Non-executive*  
*Director*

**Mr. Cheung Yuet**  
**Man, Raymond**  
*Independent*  
*Non-executive*  
*Director*

**Mr. Lam Kwong Wai**  
*Independent*  
*Non-executive*  
*Director*

Yours faithfully,

**Independent Board Committee**



**Ms. Chan Chor Ling,  
Amy**  
*Non-executive  
Director*

**Ms. Cheung Mei Han**  
*Independent  
Non-executive  
Director*

**Mr. Cheung Yuet  
Man, Raymond**  
*Independent  
Non-executive  
Director*

**Mr. Lam Kwong Wai**  
*Independent  
Non-executive  
Director*

Yours faithfully,  
**Independent Board Committee**



**Ms. Chan Chor Ling,**  
**Amy**  
*Non-executive  
Director*

**Ms. Cheung Mei Han**  
*Independent  
Non-executive  
Director*

**Mr. Cheung Yuet  
Man, Raymond**  
*Independent  
Non-executive  
Director*

**Mr. Lam Kwong Wai**  
*Independent  
Non-executive  
Director*