



Dafeng Port Heshun Technology Company Limited
大豐港和順科技股份有限公司

(Incorporated in Cayman Islands with limited liability)
(Stock code: 8310)

28 February 2025

To the Offer Shareholders:

Dear Sir/Madam,

**UNCONDITIONAL MANDATORY CASH OFFER BY
HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED
FOR AND ON BEHALF OF
DAFENG PORT (HK) DEVELOPMENT LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN
DAFENG PORT HESHUN TECHNOLOGY COMPANY LIMITED
(OTHER THAN THOSE OWNED AND/OR AGREED TO BE ACQUIRED BY
DAFENG PORT (HK) DEVELOPMENT LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

We refer to this Composite Document dated 28 February 2025 jointly issued by the Company and the Offeror, of which this letter forms part. Unless the context otherwise requires, terms used in this letter have the same meanings as defined in this Composite Document.

We have been appointed by the Board to constitute the Independent Board Committee to consider the terms of the Share Offer and to advise you (i.e. the Offer Shareholders) as to whether or not, in our opinion, the Share Offer is fair and reasonable so far as the Offer Shareholders are concerned, and to make recommendation in respect of the acceptance of the Share Offer.

Altus Capital has been appointed as the Independent Financial Adviser to make recommendation to us in respect of the Share Offer and, in particular, whether the Share Offer is fair and reasonable so far as the Offer Shareholders are concerned, and to make recommendation in respect of the acceptance of the Share Offer. Details of its advice and recommendation, together with the principal factors and reasons which it has considered before arriving at such recommendation, are set out in the “Letter from the Independent Financial Adviser” on pages 29 to 48 of this Composite Document.

We further draw your attention to the "Letter from Huatai" set out on pages 7 to 16 of this Composite Document which contains, among other things, information about the Share Offer. We also draw your attention to the "Letter from the Board" set out on pages 17 to 26 of this Composite Document and the additional information set out in this Composite Document, including the Appendices to this Composite Document and the accompanying Form of Acceptance and Transfer in respect of the terms of the Share Offer and acceptance and settlement procedures for the Share Offer.


RECOMMENDATION

Having considered the terms of the Share Offer, the information contained in this Composite Document and having taken into account the advice and recommendations of the Independent Financial Adviser and the principal factors taken into consideration by it in arriving at its opinion, we consider that the Share Offer is fair and reasonable insofar as the Offer Shareholders are concerned. Therefore, we recommend the Offer Shareholders to accept the Share Offer.

The Offer Shareholders who intend to accept the Share Offer are reminded to closely monitor the market price and liquidity of the Shares during the Offer Period, and consider selling their Shares in the open market rather than accepting the Share Offer if the net proceeds from the sale of such Shares in the open market would exceed the net proceeds receivable under the Share Offer. In any event, the Offer Shareholders should note that there is no certainty that the current trading volume and/or current trading price level of the Shares will be sustainable during or after the Offer Period.

Notwithstanding our recommendation, the Offer Shareholders should consider carefully the terms of the Share Offer and then decide whether to accept or not to accept the Share Offer. You are strongly recommended to read the full text of the "Letter from the Independent Financial Adviser" as set out in this Composite Document.

Yours faithfully,
For and on behalf of
the Independent Board Committee of
Dafeng Port Heshun Technology Company Limited



Mr. Lau Hon Kee
Independent
Non-executive Director



Mr. Yu Xugang
Independent
Non-executive Director



Ms. Hui Alice
Independent
Non-executive Director