

## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

*The following is the full text of the letter from the Independent Board Committee setting out their advice to the Shareholders, which has been prepared for the purpose of inclusion in this circular.*



### WISON ENGINEERING SERVICES CO. LTD.

惠生工程技術服務有限公司

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

**(Stock Code: 2236)**

13 October 2023

*To the Shareholders*

Dear Sir or Madam,

#### **CONTINUING CONNECTED TRANSACTIONS ENGINEERING DESIGN FRAMEWORK AGREEMENT WITH WISON HOLDING**

We refer to the circular of the Company to the Shareholders dated 13 October 2023 (the “**Circular**”), in which this letter forms part. Unless the context otherwise requires, capitalized terms used in this letter will have the same meanings as defined in the Circular.

We have been authorized by the Board to form the Independent Board Committee to advise the Independent Shareholders as to, in our opinion, (i) whether the terms of the Engineering Design Framework Agreement and the Proposed Annual Caps are fair and reasonable, (ii) whether the transactions contemplated under the Engineering Design Framework Agreement are on normal commercial terms or better and in the ordinary and usual course of business of the Group, (iii) whether the transactions contemplated under the Engineering Design Framework Agreement and the Proposed Annual Caps are in the interests of the Company and its Shareholders as a whole, and (iv) the voting action that should be taken by the Independent Shareholders.

We wish to draw your attention to (i) the letter from the Board as set out on pages 4 to 14 of the Circular and (ii) the letter from Red Sun, the Independent Financial Adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the Engineering Design Framework Agreement, the transactions contemplated thereunder and the Proposed Annual Caps, as set out on pages 17 to 36 of the Circular.

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Having considered the principal factors and reasons and the advice of the Independent Financial Adviser as set out in the letter from the Independent Financial Adviser, and the view of the Board in respect of the Engineering Design Framework Agreement, we consider (i) the terms of the Engineering Design Framework Agreement and the Proposed Annual Caps are fair and reasonable, (ii) the transactions contemplated under the Engineering Design Framework Agreement are on normal commercial terms or better and in the ordinary and usual course of business of the Group, and (iii) the transactions contemplated under the Engineering Design Framework Agreement and the Proposed Annual Caps are in the interests of the Company and its Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the Second EGM in relation to the Engineering Design Framework Agreement, the transactions contemplated thereunder and the Proposed Annual Caps.

Yours faithfully,

For and on behalf of the  
Independent Board Committee of  
**Wisom Engineering Services Co. Ltd.**

**Lawrence Lee**

**Tang Shisheng**

**Feng Guohua**

*Independent Non-executive Directors*