

於百慕達註冊成立之有限公司 Incorporated in Bermuda with limited liability

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31 March 2025

To the Independent Shareholders

Dear Sir/Madam,

## DISCLOSEABLE AND CONNECTED TRANSACTION DISPOSAL OF ENTIRE EQUITY INTEREST IN TARGET COMPANY

We refer to the circular of the Company to the Shareholders dated 31 March 2025 ("**Circular**"), of which this letter forms part. Unless the context requires otherwise, capitalised terms used in this letter will have the same meanings as those defined in the Circular.

We, Independent Board Committee, have been appointed by the Board to advise you on the terms of Sale and Purchase Agreement and the transactions contemplated thereunder. Yu Ming has been appointed to advise you and us in this regard. Details of its advice, together with the principal factors and reasons it has taken into consideration in giving its advice, are set out from pages 15 to 28 of the Circular. Your attention is also drawn to the "Letter from the Board" and the "Letter from Yu Ming" in the Circular and the additional information set out in the Appendices thereto.

Having considered the advice given by Yu Ming, in particular the principal factors, reasons and recommendation as set out in its letter, we consider that (i) the entering into the Sale and Purchase Agreement and the transactions contemplated thereunder are in ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole; and (ii) the terms and conditions of the Sale and Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable so far as the Company and Independent Shareholders are concerned. Accordingly, we recommend you to vote in favour of the relevant ordinary resolution to be proposed at the SGM to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

香港灣仔軒尼詩道288號 英皇集團中心28樓 28/F, Emperor Group Centre, 288 Hennessy Road, Wan Chai, Hong Kong 電話Tel: 2835 6688 傳真Fax: 2893 5937 網址Website: www.EmperorInt.com 於香港聯合交易所上市(服份代號: 163) Listed on the Stock Exchange of Hong Kong (Stock Code: 163)

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英皇國際集團有限公司 Emperor International Holdings Limited

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英皇集團成員傳稿 A member of Emperor Group

### Yours faithfully, For and on behalf of the Independent Board Committee

Chu Kai Wing Independent Non-executive Director

Poon Yan Wai Independent Non-executive Director Kwan Shin Luen, Susanna Independent Non-executive Director

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