



**HAITIAN INTERNATIONAL HOLDINGS LIMITED**

**海天國際控股有限公司**

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

**(stock code: 1882)**

1 December 2023

*To the Independent Shareholders*

Dear Sirs,

**RENEWAL OF CONTINUING CONNECTED  
TRANSACTIONS ON PURCHASE OF SERVO SYSTEMS,  
LINEAR MOTION GUIDES AND  
HYDRAULIC PARTS**

**INTRODUCTION**

We refer to a circular (the “Circular”) of the Company dated 1 December 2023 of which this letter forms part. Terms used in this letter shall have the same meaning as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board as members of the Independent Board Committee to advise you whether the terms of the 2024 Framework Agreement are fair and reasonable, whether the Purchase is in the interests of the Company and its shareholders as a whole and to advise the shareholders on how to vote for the resolution at the EGM. Sorrento Capital has been appointed as the independent financial adviser to advise us and the Independent Shareholders in this regard.

We wish to draw your attention to the letter from the Board set out on pages 5 to 16 of the Circular and the letter from Sorrento Capital as set out on pages 19 to 28 of the Circular, which contains, *inter alia*, its advice and recommendation regarding the terms of the 2024 Framework Agreement with the principal factors and reasons for its advice and recommendation.

## RECOMMENDATION

Having considered the terms of the 2024 Framework Agreement and taking into account the advice and recommendation of the Independent Financial Adviser, we are of the view that the Purchases are in the ordinary and usual course of business of the Company, and terms of the 2024 Framework Agreement (including the proposed annual caps) are on normal commercial terms, fair and reasonable so far as the Company and the Independent Shareholders are concerned and are in the interests of the Company and its shareholders as a whole. We therefore recommend that the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM thereby approving the 2024 Framework Agreement.

Yours faithfully,  
For and on behalf of  
Independent Board Committee

**Mr. Lou Baijun**

**Mr. GUO Yonghui**

**Ms. Yu Junxian**

**Mr. Lo Chi Chiu**  
*Independent non-executive Directors*