



Vesync Co., Ltd

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2148)

31 March 2025

To the Shareholders

Dear Sir or Madam

**(1) PROPOSAL FOR THE PRIVATISATION OF VESYNC CO., LTD BY
THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT UNDER
SECTION 86 OF THE COMPANIES ACT
(2) PROPOSED WITHDRAWAL OF LISTING
AND
(3) SPECIAL DEAL RELATING TO THE INVESTOR ARRANGEMENT**

Reference is made to (1) the joint announcement dated 27 December 2024 jointly issued by the Company and the Offeror; and (2) the scheme document dated 31 March 2025 jointly issued by the Company and the Offeror (the “**Scheme Document**”), in relation to, among other things, the Proposal, the Scheme and the Investor Arrangement. This letter forms part of the Scheme Document. Unless the context requires otherwise, capitalised terms used in this letter shall have the same meanings as those defined in the Scheme Document.

We have been appointed by the Board as the Independent Board Committee to make recommendation to the Disinterested Shareholders as to:

- (1) whether the Proposal, the Scheme and the Investor Arrangement are, or are not, fair and reasonable;
- (2) whether to vote in favour of the Scheme at the Court Meeting;
- (3) whether to vote in favour of the resolutions to be proposed at the EGM as set out in the Notice of EGM in Appendix VIII to the Scheme Document; and
- (4) the election between the Cash Alternative and the Share Alternative.

Somerley Capital Limited, the Independent Financial Adviser, has been appointed by the Company with our approval in accordance with Rule 2.1 of the Takeovers Code, to advise us on the Proposal, the Scheme and the Investor Arrangement. The details of its advice and the principal factors taken into consideration in arriving at its advice are set out in Part VI — Letter from the Independent Financial Adviser of the Scheme Document (the “**IFA Letter**”).

In the IFA Letter, the Independent Financial Adviser states that it considers the Proposal, the Scheme and the Investor Arrangement are fair and reasonable, and advises the Independent Board Committee to recommend the Disinterested Shareholders to vote in favour of the relevant resolutions to be proposed at the Court Meeting and the EGM to approve and implement the Proposal, the Scheme and the Investor Arrangement.

The Independent Board Committee, having considered the Proposal, the Scheme and the Investor Arrangement, and having taken into account the advice of the Independent Financial Adviser, particularly, the reasons and recommendations set out in the IFA Letter, considers that the Proposal, the Scheme and the Investor Arrangement are fair and reasonable.

Accordingly, the Independent Board Committee recommends:

- (1) at the Court Meeting, the Disinterested Shareholders to vote in favour of the resolution to approve the Scheme;
- (2) at the EGM,
 - (i) the Shareholders to vote in favour of the special resolution to (i) approve and give effect to any reduction of the issued share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares; and (ii) contemporaneously therewith maintain the issued share capital of the Company at the amount immediately prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme for issuance to the Offeror; and
 - (ii) the Disinterested Shareholders to vote in favour of the ordinary resolution to approve the Investor Arrangement which constitutes a special deal under Rule 25 of the Takeovers Code;
- (3) the Disinterested Shareholders to elect the Cash Alternative, and not to elect the Share Alternative.

The Independent Board Committee draws the attention of the Disinterested Shareholders to (i) the Letter from the Board as set out in Part IV of the Scheme Document; (ii) the Letter from the Independent Financial Adviser, which sets out the principal factors taken into consideration in arriving at its advice to the Independent Board Committee, as set out in Part VI of the Scheme Document; and (iii) the Explanatory Memorandum as set out in Part VII of the Scheme Document.

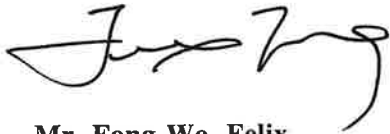
Yours faithfully,
Independent Board Committee

Mr. Fong Wo, Felix
*Independent Non-Executive
Director*

Mr. Gu Jiong
*Independent Non-Executive
Director*

Mr. Tan Wen
*Independent Non-Executive
Director*

Yours faithfully,
Independent Board Committee

A handwritten signature in black ink, appearing to read 'Fong Wo', with a stylized flourish at the end.

Mr. Fong Wo, Felix
*Independent Non-Executive
Director*

Mr. Gu Jiong
*Independent Non-Executive
Director*

Mr. Tan Wen
*Independent Non-Executive
Director*

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Independent Board Committee

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*Independent Non-Executive
Director*



Mr. Gu Jiong
*Independent Non-Executive
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Mr. Tan Wen
*Independent Non-Executive
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Independent Board Committee

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Mr. Gu Jiong
*Independent Non-Executive
Director*

Mr. Tan Wen
*Independent Non-Executive
Director*

A large, stylized handwritten signature in black ink, consisting of several loops and a long vertical stroke, positioned over the text of Mr. Tan Wen.