華億金控集團
Sinofortune Financial Holdings
(Incorporated in the Cayman Islands with Limited Liability)

20 August 2026

To the Independent Shareholders:

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER
BY ASIAN CAPITAL LIMITED
FOR AND ON BEHALF OF MR. WANG
TO ACQUIRE ALL THE ISSUED SHARES OF
SINOFORTUNE FINANCIAL HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY MR. WANG AND
PARTIES ACTING IN CONCERT WITH HIM (EXCLUDING MS. LAI))**

1. INTRODUCTION

Reference is made to the Joint Announcement jointly announced by the Company and the Offeror in relation to, among other things, the Subscription Agreement and the Offer. Terms used in this letter shall have the same meanings as those defined in the Joint Announcement unless the context otherwise requires.

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After trading hours of the Stock Exchange on 15 June 2026, the Company and the Offeror entered into the Subscription Agreement, pursuant to which, the Company has conditionally agreed to allot and issue, and the Offeror has conditionally agreed to subscribe for, 215,499,000 Capitalisation Shares at the Capitalisation Issue Price of HK$0.1 per Capitalisation Share. The subscription price in the amount of HK$21,549,900 payable by the Offeror under the Subscription Agreement shall be satisfied by setting off against all of the shareholder's loans owing by the Company to the Offeror on a dollar-to-dollar basis.

The Subscription Completion took place on 13 August 2026. Immediately prior to the Subscription Completion, the Offeror and parties acting in concert with him were interested in 37,854,877 Shares in aggregate, representing approximately 29.31% of the issued share capital of the Company. As the completion of the Subscription Agreement has taken place, as at the Latest Practicable Date, the Offeror was interested in 250,888,932 Shares, representing approximately 72.8% of the total issued share capital of the Company. Ms. Chen Dongjin, the mother of the Offeror, was interested in 2,418,610 Shares, representing approximately 0.70% of the total issued share capital of the Company. Ms. Lai, an executive Director who is presumed to be acting in concert with the Offeror under class (6) of the presumptions of acting in concert, was interested in 46,335 Shares, representing approximately 0.01% of the total issued share capital of the Company. In aggregate, the Offeror and parties acting in concert with him were interested in 253,353,877 Shares, representing approximately 73.51% of the issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, upon the Subscription Completion, the Offeror is required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and the parties acting in concert with him (excluding Ms. Lai)).

The purpose of the Composite Document (of which this letter forms part) is to provide you with, among other matters, (i) information relating to the Group, the Offeror and the Offer; (ii) a letter from Asian Capital containing, among other things, details of the Offer; (iii) a letter from the Independent Board Committee containing its recommendation to Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to acceptance of the Offer; and (iv) a letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee in relation to the Offer.

Unless the context otherwise requires, terms defined in the Composite Document shall have the same meanings when used in this letter.

2. ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee, comprising all the independent non-executive Directors namely, Professor Zhang Benzheng, Mr. Li Jianxing, Professor Chen Shu Wen and Mr. Lee Kwun Kwan who have no direct or indirect interest in the transactions contemplated under the Debt Capitalisation and the Offer, has been established to make recommendations to the Independent Shareholders in respect of the Offer and as to the acceptance of the Offer.

Ignite Capital has been appointed as the Independent Financial Adviser by the Company and approved by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the Offer, and in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code.

The advice of the Independent Financial Adviser and the recommendation of the Independent Board Committee in respect of the Offer, in particular as to whether the Offer is fair and reasonable and as to acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code, will be included in this Composite Document to be despatched to the Independent Shareholders.

3. THE OFFER

As disclosed in the "Letter from Asian Capital" in this Composite Document, Asian Capital, for and on behalf of the Offeror, is making the Offer in compliance with the Takeovers Code on the following basis:

The Offer

For each Offer Share . . . . **HK$0.1 in cash**

Further details of the Offer are set out under the section headed "Letter from Asian Capital" and Appendix I in this Composite Document and the accompanying Form of Acceptance, which together set out the terms and conditions of the Offer and certain related information.

4. OFFEROR'S INTENTION ON THE COMPANY

Your attention is drawn to the section headed "Intention of the Offeror regarding the Group" in the "Letter from Asian Capital" in this Composite Document which sets out the intention of the Offeror regarding the Group.

The Board is pleased to note the intention of the Offeror in respect of the Group as disclosed. The Board is willing to cooperate with the Offeror for the best interests of the Company and its Shareholders as a whole.

5. INFORMATION ON THE OFFEROR

Your attention is drawn to the section headed "Information on the Offeror" in the "Letter from Asian Capital" in this Composite Document for information relating to the Offeror.

6. INFORMATION ON THE GROUP

The Company was incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange. The Group is principally engaged in trading of motor vehicles, provision of agency services and accessories sourcing, and provision of digital marketing services.

Pursuant to Note 3 to Rule 2 of the Takeovers Code, the Board would like to draw the attention of the Independent Shareholders to the existence of a material uncertainty related to the Group's ability to continue as a going concern as at 31 December 2024 and 2025 contained in CCTH CPA Limited's report as set out in the annual reports of the Company for the years ended 31 December 2024 and 2025 (please refer to Appendix II to this Composite Document for details). The material uncertainty relating to the "going concern" basis of the Company means that the Independent Shareholders are advised to take into account the foregoing and consider carefully the terms of the Offer. If the Independent Shareholders decided not to accept the Offer, they should be aware of the potential risks associated with the material uncertainty in respect of the "going concern" issue.

Your attention is also drawn to Appendix II and III to this Composite Document which contain the financial information of the Group and the general information of the Group respectively.

7. PUBLIC FLOAT AND LISTING STATUS OF THE COMPANY

Your attention is drawn to the section headed "Public float and listing status of the Company" in the "Letter from Asian Capital" in this Composite Document.

8. FURTHER INFORMATION

You are advised to read the "Letter from Asian Capital" in this Composite Document and the accompanying Form of Acceptance for information relating to the Offer and the acceptance and settlement procedures of the Offer. Your attention is also drawn to the additional information contained in the appendices to this Composite Document.

9. RECOMMENDATION

Your attention is drawn to (i) "Letter from the Independent Board Committee" as set out on pages 22 to 23 of this Composite Document, which contains the recommendation of the Independent Board Committee to Independent Shareholders in relation to the Offer; and (ii) "Letter from the Independent Financial Adviser" as set out on pages 24 to 60 of this Composite Document, which sets out the advice and recommendation of the Independent Financial Adviser to the Independent Board Committee in relation to the Offer and the principal factors considered by it before arriving at its recommendation. You are urged to read both letters and the other information contained in this Composite Document carefully before taking any action in respect of the Offer.

In considering what action to take in response to the Offer, you should also consider your own tax positions, if any, and in case of doubt, consult your professional advisers.

Yours faithfully,
By order of the Board
Sinofortune Financial Holdings Limited

Wang Jiawei
Chairman