



**WECON HOLDINGS LIMITED**  
**偉工控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1793)**

1 June 2026

*To the Independent Scheme Shareholders*

Dear Sir or Madam,

**(1) PROPOSAL FOR THE PRIVATISATION OF  
WECON HOLDINGS LIMITED  
BY THE OFFEROR  
BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT OF  
THE CAYMAN ISLANDS  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING OF  
WECON HOLDINGS LIMITED**

We refer to the Announcement dated 16 March 2026 and the Scheme Document dated 1 June 2026, both jointly issued by the Offeror and the Company, in relation to the Proposal and the Scheme of which this letter forms part. Terms defined in the Scheme Document shall have the same meanings in this letter unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to make a recommendation to the Scheme Shareholders in respect of the Proposal and the Scheme, details of which are set out in the Letter from the Board in Part IV and the Explanatory Memorandum in Part VII of the Scheme Document.

Gram Capital, the Independent Financial Adviser, has been appointed with our approval, to advise us in connection with the Proposal and the Scheme. The details of its advice and the principal factors taken into consideration in arriving at its recommendations are set out in the Letter from the Independent Financial Adviser in Part VI of the Scheme Document.

In the Letter from the Independent Financial Adviser in Part VI of the Scheme Document, the Independent Financial Adviser states that it considers the terms of the Proposal and the Scheme are fair and reasonable so far as the Independent Scheme Shareholders are concerned, and advises the Independent Board Committee to recommend the Independent Scheme Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme.

The Independent Board Committee, having considered the Proposal and the Scheme, and having taken into account the advice of the Independent Financial Adviser, and in particular the factors, reasons and recommendations set out in its letter, considers that the Proposal and the Scheme are fair and reasonable so far as the Independent Scheme Shareholders are concerned. Accordingly, the Independent Board Committee recommends the Independent Scheme Shareholders to vote in favour of the resolutions to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme.

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

Yours faithfully  
**The Independent Board Committee**



**Dr. Lau Chi Keung**  
Independent Non-executive  
Director



**Mr. Chan Tim Yiu Raymond**  
Independent Non-executive  
Director



**Mr. Sze Kwok Wing Nigel**  
Independent Non-executive  
Director