



**Add New Energy Investment Holdings Group Limited**  
**愛德新能源投資控股集團有限公司**

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

**(Stock code: 2623)**

18 December 2025

*To Offer Shareholders:*

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY GENERAL CASH OFFER BY  
SOMERLEY CAPITAL LIMITED FOR AND ON BEHALF OF  
PROMINENCE INVESTMENT HOLDING COMPANY LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED  
BY PROMINENCE INVESTMENT HOLDING COMPANY LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT)**

**1. INTRODUCTION**

We refer to the Composite Document dated 18 December 2025 issued jointly by the Offeror and the Company of which this letter forms part. Unless the context otherwise requires, terms defined in the Composite Document shall have the same meanings when used in this letter.

We have been appointed by the Board to form the Independent Board Committee to make recommendation to you as to whether, in our opinion, the Offer is fair and reasonable so far as the Offer Shareholders are concerned and as to acceptance of the Offer.

Red Sun Capital Limited, with the approval of the Independent Board Committee, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer. Details of its advice and recommendation are set out in the “Letter from the Independent Financial Adviser” set out in the Composite Document.

We also wish to draw your attention to the “Letter from Somerley”, the “Letter from the Board” and the additional information set out in the Composite Document, including the appendices to the Composite Document and the accompanying Form(s) of Acceptance.

## **2. RECOMMENDATION**

Having taken into account the terms of the Offer and the advice and recommendation of the Independent Financial Adviser, in particular the factors, reasons and recommendations as set out in the “Letter from the Independent Financial Adviser”, we concur with the view of the Independent Financial Adviser and consider that the Offer is not fair and not reasonable so far as the Offer Shareholders are concerned, and do not recommend the Offer Shareholders to accept the Offer. The Offer Shareholders are recommended to read the full text of the “Letter from the Independent Financial Adviser” as set out in this Composite Document.

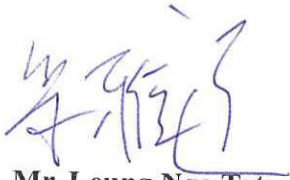
The Offer Shareholders who intend to accept the Offer are reminded to closely monitor the market price and liquidity of the Shares during the Offer Period, and consider selling their Shares in the open market rather than accepting the Offer if the net proceeds from the sale of such Shares in the open market would exceed the net proceeds receivable under the Offer. In any event, the Offer Shareholders should note that there is no certainty that the current trading volume and/or current trading price level of the Shares will be sustainable during or after the Offer Period.

Notwithstanding our recommendation, Offer Shareholders are strongly advised that their decision to realise or hold their investment in the Company depends on their own individual circumstances and investment objectives. If in any doubt, Offer Shareholders should consult their own professional advisers for professional advice.

For and on behalf of the

**Independent Board Committee of**

**Add New Energy Investment Holdings Group Limited**



**Mr. Leung Nga Tat**

*Independent  
non-executive  
Director*

**Mr. Li Xiaoyang**

*Independent  
non-executive  
Director*

**Mr. Zhang  
Jingsheng**

*Independent  
non-executive  
Director*

**Ms. Cheng Shuk  
Teh Esther**

*Independent  
non-executive  
Director*

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