



CORNERSTONE TECHNOLOGIES HOLDINGS LIMITED

基石科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8391)

26 August 2025

To the Independent Shareholders

Dear Sir or Madam,

**CONNECTED TRANSACTION IN RELATION TO SETTLEMENT
OF LOAN THROUGH SUBSCRIPTION OF NEW SHARES**

We refer to the circular of the Company dated 26 August 2025 (the “**Circular**”) to the Shareholders, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board as members to form the Independent Board Committee and to advise the Independent Shareholders as to whether, in our opinion, the Deed and the transaction contemplated thereunder (including the grant of the Specific Mandate) are on normal commercial terms which are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

Silverbricks Securities has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in these respects. Details of its advice, together with the principal factors and reasons taken into consideration in arriving at such advice, are set out on pages 23 to 46 of the Circular. Your attention is also drawn to the letter from the Board set out on pages 4 to 20 of the Circular and the additional information set out in Appendix I to the Circular.

Having considered the terms and conditions of the Deed (as amended and supplemented by the Supplemental Deed) and the principal factors and reasons considered by, and the advice and recommendation of the Independent Financial Adviser, we concur with its views and consider that the terms of the Deed and the transaction contemplated thereunder are on normal commercial terms although it is not conducted in the ordinary and usual course of business of the Company, and that the Deed and the transaction contemplated thereunder (including the grant of the Specific Mandate) are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant ordinary resolution(s) to be proposed at the EGM to approve the Deed and the transaction contemplated thereunder (including the grant of the Specific Mandate).

Yours faithfully, on behalf of the
Independent Board Committee of
Cornerstone Technologies Holdings Limited



IP Ka Lai
*Independent
non-executive
Director*

LI Michael Hankin
*Independent
non-executive
Director*

SO Sze Wan Lisa
*Independent
non-executive
Director*

TAM Ka Hei Raymond
*Independent
non-executive
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