



IRICO

彩虹集團新能源股份有限公司

IRICO GROUP NEW ENERGY COMPANY LIMITED*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0438)

Legal address and the head office in the PRC:

No. 1 Caihong Road
Xianyang, Shaanxi Province
The People's Republic of China
Postal code: 712021

Principal place of business in Hong Kong:

Units 1607–8, 16/F, Citicorp Centre
18 Whitfield Road, Causeway Bay
Hong Kong

Hong Kong share registrar and transfer office:

Computershare Hong Kong Investor Services Limited
17M/F, Hopewell Centre
183 Queen's Road East
Hong Kong

15 December 2021

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

We refer to the circular of the Company dated 15 December 2021 (the “Circular”), of which this letter forms a part. Terms defined therein shall have the same meanings when used in this letter unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to advise you as to whether in our opinion, the terms of the transactions contemplated under the IRICO Group Master Purchase Agreement and the Zhongdian IRICO Master Purchase Agreement (including the respective proposed annual caps) 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.

Octal Capital Limited has been appointed by the Company as the Independent Financial Adviser to advise the Independent Board Committee on the fairness and reasonableness of the terms of the transactions contemplated under the IRICO Group Master Purchase Agreement and the Zhongdian IRICO Master Purchase Agreement (including the respective proposed annual caps). Details of the advice from the Independent Financial Adviser, together with the principal factors taken into consideration in arriving at such advice, are set out in its letter on pages 28 to 53 of the Circular.

We wish to draw your attention to the letter from the Board set out on pages 1 to 25 of the Circular. Having considered the information contained in the letter from the Board, the interests of the Independent

Shareholders and the advice and recommendations given by the Independent Financial Adviser, we consider that the terms and conditions of the IRICO Group Master Purchase Agreement and the Zhongdian IRICO Master Purchase Agreement (including the respective proposed annual caps) are on normal commercial terms and fair and reasonable, and that the transactions contemplated under the IRICO Group Master Purchase Agreement and the Zhongdian IRICO Master Purchase Agreement (including the respective proposed annual caps) are conducted in the ordinary or usual course of business of the Company and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend that the Independent Shareholders vote in favour of the resolutions regarding the transactions contemplated under the IRICO Group Master Purchase Agreement and the Zhongdian IRICO Master Purchase Agreement (including the respective proposed annual caps) to be proposed at the EGM.

Yours faithfully,

IRICO Group New Energy Company Limited*



Wu Xiaoguang

Li Yong

Independent Board Committee

Hao Meiping

** For identification purpose only*

Yours faithfully,

IRICO Group New Energy Company Limited*

LI YONG

Wu Xiaoguang

Li Yong
Independent Board Committee

Hao Meiping

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Yours faithfully,

IRICO Group New Energy Company Limited*



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