

**TRANSTECH OPTELECOM SCIENCE HOLDINGS LIMITED**

**高科橋光導科技股份有限公司**

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

**(Stock Code: 9963)**

26 June 2026

*To: the Independent Shareholders*

Dear Sir or Madam,

**(1) CONNECTED TRANSACTION – PROPOSED AMENDMENTS TO  
ORIGINAL DEED OF NON-COMPETITION;  
(2) MAJOR AND CONNECTED TRANSACTION IN RELATION TO  
ACQUISITION OF EQUITY INTEREST IN THE TARGET COMPANY;  
AND  
(3) CONTINUING CONNECTED TRANSACTIONS –  
THE MASTER SALE AGREEMENT**

We refer to the circular of the Company dated 26 June 2026 (the “**Circular**”) of which this letter forms part. Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used herein.

We have been appointed by the Board to form the Independent Board Committee to consider and advise the Independent Shareholders as to whether, in our opinion, the Amendment Deed, the Acquisition Agreement and Master Sale Agreement (including the Annual Caps), and the transactions contemplated thereunder were entered into in the ordinary and usual course of business of the Group on normal commercial terms, and the terms of the Amendment Deed, the Acquisition Agreement and Master Sale Agreement (including the Annual Caps), and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Having considered the terms of the Amendment Deed, the Acquisition Agreement and Master Sale Agreement (including the Annual Caps), and the advice of Independent Financial Adviser in relation thereto as set out on pages 60 to 145 of this Circular, we are of the opinion that (i) the Amendment Deed is not entered into during the ordinary and usual course of business of the Group, but it is fair and reasonable and in the interests of the Company and its Shareholders as a whole, and is on normal commercial terms; (ii) the terms of the Acquisition Agreement are fair and reasonable and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole; and (iii) the Master Sale Agreement, including the Annual Caps, was entered into in the ordinary and usual course of business of the Group; on normal commercial terms, and the terms of the Master Sale Agreement and the transactions contemplated thereunder are in the interests of the Company and its Shareholders as a whole and are fair and reasonable so far as the Independent Shareholders are concerned.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Amendment Deed, the Acquisition Agreement and Master Sale Agreement (including the Annual Caps), and the transactions contemplated thereunder.

Yours faithfully,  
Independent Board Committee

Handwritten signature in Chinese characters, likely representing one of the Independent Non-executive Directors mentioned in the text below.

**Mr. Li Wei, Mr. Leong Chew Kuan, and Mr. Lau Siu Hang**  
*Independent Non-executive Directors*

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Amendment Deed, the Acquisition Agreement and Master Sale Agreement (including the Annual Caps), and the transactions contemplated thereunder.

Yours faithfully,  
Independent Board Committee

A handwritten signature in black ink, appearing to be a stylized representation of the names of the signatories, positioned above the printed names.

**Mr. Li Wei, Mr. Leong Chew Kuan, and Mr. Lau Siu Hang**  
*Independent Non-executive Directors*

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Amendment Deed, the Acquisition Agreement and Master Sale Agreement (including the Annual Caps), and the transactions contemplated thereunder.

Yours faithfully,  
Independent Board Committee



**Mr. Li Wei, Mr. Leong Chew Kuan, and Mr. Lau Siu Hang**  
*Independent Non-executive Directors*