

Kingwisoft Technology Group Company Limited
金 慧 科 技 集 團 股 份 有 限 公 司

(Formerly known as ZZ Technology Group Company Limited 中植科技集團股份有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08295)

3 October 2023

To the Offer Shareholders

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY CASH OFFER BY
OPUS SECURITIES LIMITED FOR AND ON BEHALF OF
THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES IN
KINGWISOFT TECHNOLOGY GROUP COMPANY LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY THE OFFEROR,
ITS ULTIMATE BENEFICIAL OWNERS AND
PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

We refer to the Composite Document dated 3 October 2023 jointly issued by the Company and the Offeror, of which this letter forms part. Unless the context otherwise requires, terms used in this letter have the same meanings as defined in the Composite Document.

We have been appointed by the Board to constitute the Independent Board Committee to consider the terms of the Offer and to advise you (i.e. the Offer Shareholders) as to whether or not, in our opinion, the Offer are fair and reasonable so far as the Offer Shareholders are concerned, and to make recommendation in respect of the acceptance of the Offer.

Rainbow Capital has been appointed as the Independent Financial Adviser to make recommendation to us in respect of the Offer and, in particular, whether the Offer are fair and reasonable so far as the Offer Shareholders are concerned, and to make recommendation in respect of the acceptance of the Offer. Details of its advice and recommendation, together with the principal factors and reasons which it has considered before arriving at such recommendation, are set out in the “Letter from Rainbow Capital” on pages 30 to 53 of the Composite Document.

We further draw your attention to the “Letter from Opus Securities” set out on pages 9 to 18 of the Composite Document which contains, among other things, information about the Offer. We also draw your attention to the “Letter from the Board” set out on pages 19 to 27 of the Composite Document and the additional information set out in the Composite

Document, including the Appendices to the Composite Document and the accompanying Form of Acceptance in respect of the terms of the Offer and acceptance and settlement procedures for the Offer.

RECOMMENDATION

Taking into account the terms of the Offer and Rainbow Capital's advice and recommendations, we consider that the Offer to be not fair and reasonable so far as the Offer Shareholders are concerned. Accordingly, we recommend the Offer Shareholders not to accept the Offer. Offer Shareholders are recommended to read the full text of the "Letter from Rainbow Capital" set out in the Composite Document.

For those Offer Shareholders who intend to accept the Offer, we would remind them to closely monitor the market price and liquidity of the Shares during the Offer Period, and having regard to their own circumstances, consider selling the Shares in the open market, instead of accepting the Offer, if the net proceeds from the ultimate sale of such Shares would be higher than that receivable under the Offer.

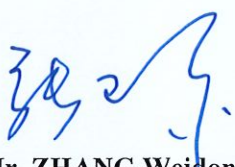
As such, for those Offer Shareholders who intend to dispose of large blocks of Shares in the open market, we would also remind them of the possible difficulty in disposing of their Shares in the open market without creating downward pressure on the market prices of the Shares as a result of the thin trading in the Shares.

If in doubt, the Offer Shareholders should consult their own professional advisers for advice. Furthermore, the Offer Shareholders who wish to accept the Offer are recommended to read carefully the procedures for accepting the Offer as detailed in the Composite Document and the accompanying Form of Acceptance.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

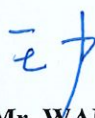
Yours faithfully,
For and on behalf of the
Independent Board Committee
Kingwisoft Technology Group Company Limited

Mr. Stephen
MARKSCHEID
*Independent Non-
executive Director*



Mr. ZHANG Weidong
*Independent non-
executive Director*

Mr. ZENG Liang
*Independent non-
executive Director*



Mr. WANG Li
*Independent non-
executive Director*

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