



**ZONBONG LANDSCAPE Environmental Limited**

**中邦园林环境股份有限公司**

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

**(Stock Code: 1855)**

14 December 2022

*To the Independent Shareholders*

Dear Sir or Madam,

**RENEWAL OF NON-EXEMPT  
CONTINUING CONNECTED TRANSACTIONS**

We refer to the circular dated 14 December 2022 issued by the Company (the “**Circular**”) of which this letter forms part. Terms defined in the Circular bear the same meanings herein unless the context otherwise requires.

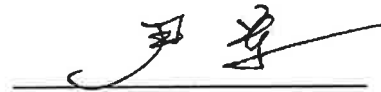
We have been appointed as the members of the Independent Board Committee to consider the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement and the relevant Proposed Caps and to advise the Independent Shareholders as to the fairness and reasonableness of the same. Rainbow Capital has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

**RECOMMENDATION**

We wish to draw your attention to the letter from the Board, as set out on pages 4 to 12 of the Circular, and the letter from Rainbow Capital which contains its advice to the Independent Board Committee and the Independent Shareholders in respect of the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement and the relevant Proposed Caps as set out on pages 15 to 25 of the Circular. After taking into consideration the advice from Rainbow Capital, we concur with their views and consider that (i) the terms of the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement are fair and reasonable and on normal commercial terms, and the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement is in the interests of the Company and the Shareholders as a whole and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group; and

(ii) the relevant Proposed Caps are fair and reasonable, so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve (i) the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement and (ii) the relevant Proposed Caps.

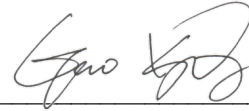
Yours faithfully,  
For and on behalf of  
the Independent Board Committee of  
ZONBONG LANDSCAPE Environmental Limited  
中邦园林环境股份有限公司



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Yin Jun  
*Independent non-executive Director*

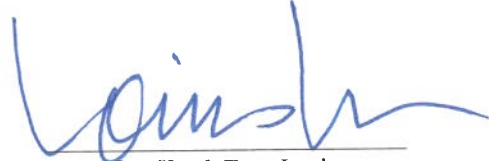
Yours faithfully,  
For and on behalf of  
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ZONBONG LANDSCAPE Environmental Limited  
中邦园林环境股份有限公司



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Gao Xiangnong  
*Independent non-executive Director*

Yours faithfully,  
For and on behalf of  
the Independent Board Committee of  
ZONBONG LANDSCAPE Environmental Limited  
中邦園林環境股份有限公司



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Lee Kwok Tung Louis  
*Independent non-executive Director*