Valplus Consulting Limited

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Date: 28 October 2026

To: The Board of Directors,
Zhi Sheng Group Holdings Limited,
Room 1123, 11/F, Star House
3 Salisbury Road
Tsim Sha Tsui
Kowloon, Hong Kong

Dear Sirs,

Company: **Zhi Sheng Group Holdings Limited (the "Company", together with its subsidiaries, the "Group")**

Subject: **Major and connected transaction – Acquisition of equity interest and Sale Loan in the Target Company**

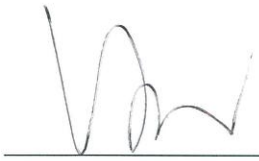
We, Valplus Consulting Limited, refer to the circular issued by the Company dated 28 October 2026 (the "**Circular**") in relation to the captioned matter. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular. We hereby confirm that

(i) as at the Latest Practicable Date, we did not have any shareholding in any member of the Enlarged Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any Shares, convertible securities, warrants, options or derivatives which carry voting rights in any member of the Enlarged Group; and

(ii) as at the Latest Practicable Date, we did not have any interest, either directly or indirectly, in any assets which have been since 30 June 2026 (being the date to which the latest published audited consolidated financial statements of the Group were made up) acquired or disposed of by or leased to any member of the Enlarged Group, or were proposed to be acquired or disposed of by or leased to any member of the Enlarged Group.

We hereby consent and have not withdrawn our written consent to the issue of the Circular with the inclusion of our report and references to our name in the form and context in which they appear respectively.

Yours faithfully
For and on behalf of
Valplus Consulting Limited



Name: **Damon S.T. Wan**, *CFA, FRM, MRICS*
Title: Founding Partner