



SOMERLEY CAPITAL LIMITED

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The Board of Directors

Zhongmiao Holdings (Qingdao) Co., Ltd.

Room 1917, 19/F

Lee Garden One, 33 Hysan Avenue

Causeway Bay, Hong Kong

16 May 2025

Dear Sirs,

**CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
THE FINANCIAL SERVICES FRAMEWORK AGREEMENT**

We refer to the circular issued by Zhongmiao Holdings (Qingdao) Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) on the even date in relation to, among others, the captioned matters (the “**Circular**”). Capitalised terms used in this letter shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

We hereby confirm that as of the Latest Practicable Date,

- (i) we have no shareholding in any member of the Company and its subsidiaries or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Company and its subsidiaries;
- (ii) we have no interest, direct or indirect, in any assets which have been since 31 December 2024, the date up to which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group; and
- (iii) we have given and have not withdrawn our written consent to the issue of the Circular with the inclusion of our letter of advice and references to our names in the form and context in which they appear.

We further consent to our letter of advice and this letter to be made available for public inspection as described in the paragraph headed “11. DOCUMENTS ON DISPLAY” in the Appendix II to the Circular.

Yours faithfully,

for and on behalf of

SOMERLEY CAPITAL LIMITED

Calvin Leung

Director