



SOMERLEY CAPITAL LIMITED

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The Board of Directors
Xuan Wu Cloud Technology Holdings Limited
Room 904, 9/F
Dongsheng Yunding Building
38 Haizhou Road
Haizhu District
Guangzhou, Guangdong
PRC

28 November 2025

Dear Sirs,

**(1) DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION
TO DEEMED DISPOSAL AND DISPOSAL OF EQUITY INTEREST IN
AN INDIRECT NON WHOLLY-OWNED SUBSIDIARY; AND
(2) POST-COMPLETION CONTINUING CONNECTED TRANSACTIONS**

We refer to the circular issued by Xuan Wu Cloud Technology Holdings Limited (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 the Company or any other member of the Group or right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities of the Company or any other member of the Group;
- (ii) we have no direct or indirect interests in any assets which had been acquired or disposed of by or leased to any member of the Group since 31 December 2024 (the date to which the latest published audited consolidated financial statements of the Company were made up) or proposed to be so acquired, disposed of or leased to; 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- (iii) we have given and have not withdrawn our written consent to the issue of the Circular with the inclusion of our letter of advice and references to our names in the form and context in which they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.

Yours faithfully,
for and on behalf of
SOMERLEY CAPITAL LIMITED

Calvin Leung
Director