



**DILIGENT
CAPITAL**

Diligent Capital Limited
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26 November 2024

Zhi Sheng Group Holdings Limited

Room 1123, 11/F, Star House,
3 Salisbury Road,
Tsim Sha Tsui,
Kowloon, Hong Kong

Attn: The Board of Directors

Dear Sirs and Madams,

Company : Zhi Sheng Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”)
Stock Code : 8370
Transaction : Connected transaction in relation to the subscription of new shares under specific mandate (the “**Transaction**”)

We, Diligent Capital Limited, refer to the circular issued by the Company dated 26 November 2024 (the “**Circular**”) in relation to the Transaction. Unless otherwise defined, terms used herein shall have the same meaning as those defined in the Circular.

We hereby give, and confirm that as at the Latest Practicable Date, we did not have (i) any shareholding in any member of the 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 Group; and (ii) any interest, either directly or indirectly, in any assets which have been since 30 June 2024 (being the date to which the latest published audited consolidated financial statements of the Company were made up) acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

We hereby give, and confirm that we have not withdrawn our written consent to the issue of the Circular with the inclusion of our letter, advice, opinion and references to our name in the form and context in which they respectively appear in the Circular.

Yours faithfully,

Huen Felix Ting Cheung
For and on behalf of
Diligent Capital Limited