



SOMERLEY CAPITAL LIMITED

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STRICTLY PRIVATE & CONFIDENTIAL

BY HAND

The Board of Directors
Sterling Group Holdings Limited
18–19/F, Win Plaza
9 Sheung Hei Street
San Po Kong
Kowloon, Hong Kong

26 February 2025

Dear Sirs,

**(1) MAJOR AND CONNECTED TRANSACTION;
(2) CONTINUING CONNECTED TRANSACTION
AND CONNECTED TRANSACTION; (3) MAJOR TRANSACTION;
AND (4) CONTINUING CONNECTED TRANSACTION**

We refer to the circular issued by Sterling Group Holdings Limited (the “**Company**”) dated 26 February 2025 (the “**Circular**”) in relation to the captioned matter. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise stated.

We hereby give our consent and confirm that we have given and have not withdrawn our written consent to the issue of the Circular with the inclusion of our letter and references to our name, opinion, logo and qualifications, in the form and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

We further consent to our letter and this written consent being made available for public inspection as described in the sub-section headed “10. DOCUMENTS ON DISPLAY” in Appendix II to the Circular.

We hereby also confirm that, as at the Latest Practicable Date, we did not have any direct or indirect, interest in any assets which have been since 31 March 2024 (being the date which the latest published audited financial statements of the Company were made up), acquired or disposed of by or leased to, or which were proposed to be acquired or disposed of by or lease to, any member of the Group; and we did not have any shareholding, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate person to subscribe for securities in any member of the Group.

Yours faithfully,

For and on behalf of
Somerley Capital Limited

Name: Stephanie Chow
Title: Director