

羅兵咸永道

The Directors
Shenghui Cleanness Group Holdings Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

27 November 2023

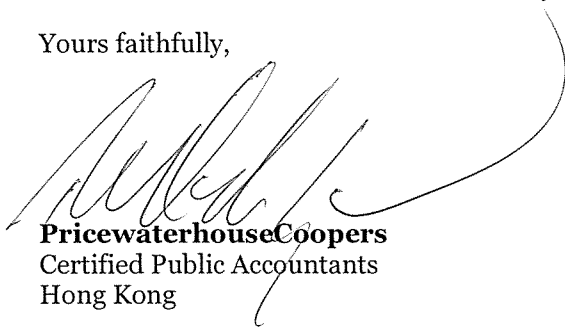
Dear Sirs,

We refer to the prospectus dated 27 November 2023 in connection with the proposed initial listing of shares of Shenghui Cleanness Group Holdings Limited (the “Company”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “Prospectus”), a copy of which is attached and initialled by us on its front cover for the purpose of identification.

Our engagement to prepare this letter has been performed in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200, *Accountants’ Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants.

We hereby consent to the inclusion of our accountant’s report and our report on unaudited pro forma financial information, both dated 27 November 2023, in the Prospectus, and the references to our name in the form and context in which they are included.

Yours faithfully,



PricewaterhouseCoopers
Certified Public Accountants
Hong Kong

IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



Shenghui Cleanness Group Holdings Limited 升輝清潔集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares under the Share Offer : 414,375,000 Shares comprising 373,750,000 new Shares and 40,625,000 Sale Shares

Number of Public Offer Shares : 41,437,500 Shares (subject to reallocation)

Number of Placing Shares : 372,937,500 Shares comprising 332,312,500 new Shares and 40,625,000 Sale Shares (subject to reallocation)

Offer Price : Not more than HK\$0.40 per Offer Share and expected to be not less than HK\$0.32 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)

Nominal value : HK\$0.01 per Share

Stock code : 2521



PWC

*Sole Sponsor, Sole Overall Coordinator, Joint Global Coordinator,
Joint Bookrunner and Joint Lead Manager*



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the section headed "Documents delivered to the Registrar of Companies in Hong Kong and available on display – Documents delivered to the Registrar of Companies in Hong Kong" in Appendix VI to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and our Company (for ourselves and on behalf of our Selling Shareholders) on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 1 December 2023. The Offer Price will be not more than HK\$0.40 and is currently expected to be not less than HK\$0.32 unless otherwise announced. Applicants for Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.40 for each Share together with a brokerage fee of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% subject to refund if the Offer Price as finally determined should be lower than HK\$0.40.

The Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) may, with our consent (for ourselves and on behalf of our Selling Shareholders), reduce the number of Offer Shares in the Share Offer and/or the indicative Offer Price range below that stated in this prospectus (which is HK\$0.32 to HK\$0.40 per Offer Share) at any time on or prior to the morning of the last day for lodging applications under the Public Offer. In such a case, notices of the reduction in the number of Offer Shares in the Share Offer and/or the indicative offer price range will be published on the website of the Stock Exchange at www.hkexnews.hk and our Company's website at www.gzshj.com not later than the morning of the day which is the last day for lodging applications under the Public Offer. If, for any reason, the Offer Price is not agreed between the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and our Company (for ourselves and on behalf of our Selling Shareholders), the Share Offer (including the Public Offer) will lapse and will not proceed. For further details, please refer to the sections headed "Structure and conditions of the Share Offer" and "How to apply for the Public Offer Shares" of this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of any U.S. persons.

Prior to making an investment decision, prospective investors should carefully consider all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk factors" of this prospectus.

The obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Public Offer Shares, are subject to termination by the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Offer Shares commences on the Stock Exchange. Such grounds are set out in the section headed "Underwriting – Underwriting arrangements and expenses – Grounds for termination" of this prospectus. It is important that you refer to that section for further details.

ATTENTION

We have adopted a fully electronic application process for the Public Offer. We will not provide printed copies of this prospectus or printed copies of any application forms to the public in relation to the Public Offer. This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.gzshj.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

27 November 2023