

BY EMAIL

The Board of Directors
Orient Victory Smart Urban Services Holding Limited
1201B, 12/F
Tower 1 Admiralty Centre
18 Harcourt Road
Admiralty, Hong Kong

29 December 2023

Dear Sirs,

**Re: Orient Victory Smart Urban Services Holding Limited (the “Company”) –
Continuing Connected Transactions in relation to the 2024 Framework Agreement
(the “Transaction”)**

We refer to the circular of the Company dated 29 December 2023 (the “**Circular**”) in connection with the Transaction. Capitalised terms used in this letter shall have the same meaning as those defined in the Circular unless otherwise specified.

We hereby give our consent, and confirm that we have not withdrawn our written consent, to the issue of the Circular with the inclusion of our letter or opinion addressed to the Independent Board Committee and the Independent Shareholders (the “**IFA Letter**”) and references to our name in the form and context in which it appears in the Circular.

We also confirm that as at the Latest Practicable Date, we (i) did not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (ii) did not have any direct or indirect interest in any assets which have been, since 31 December 2022 (being the date to which the latest published audited consolidated financial statements of the Group 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.

We hereby consent to this letter and the IFA Letter being made available for public inspection as described in the Circular.

Yours faithfully,
For and on behalf of
Rainbow Capital (HK) Limited



Larry Choi
Managing Director