

BY EMAIL

The Board of Directors
DL Holdings Group Limited
Unit 2902, Vertical Square
28 Heung Yip Road
Wong Chuk Hang
Hong Kong

7 August 2024

Dear Sirs,

**Re: DL Holdings Group Limited (the “Company”) –
Continuing connected transaction in relation to proposed revision of terms and
annual caps of the advisory agreement (the “Transaction”)**

We refer to the circular of the Company dated 7 August 2024 (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We hereby give our consent, and confirm that we have not withdrawn our written consent, to the issue of the Circular with the inclusion of our letter or opinion addressed to the Independent Board Committee and the Independent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 they respectively appear 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 March 2024 (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 display as described in the Circular.

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



Larry Choi
Managing Director