



SOMERLEY CAPITAL LIMITED

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Vesync Co., Ltd

Cricket Square

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PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Victory III Co., Ltd

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

31 March 2025

Dear Sirs,

**(1) PROPOSAL FOR THE PRIVATISATION OF VESYNC CO., LTD BY
THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT UNDER
SECTION 86 OF THE COMPANIES ACT**

(2) PROPOSED WITHDRAWAL OF LISTING

AND

(3) SPECIAL DEAL RELATING TO THE INVESTOR ARRANGEMENT

We refer to the scheme document jointly issued by Vesync Co., Ltd and Victory III Co., Ltd dated 31 March 2025 in relation to, among other things, the captioned matters (the “**Scheme Document**”). Capitalised terms used in this letter shall have the same meanings as those defined in the Scheme Document, unless the context requires otherwise.

We, Somerley Capital Limited, as the Independent Financial Adviser to the Independent Board Committee, hereby confirm that we have given and have not withdrawn our written consent to the issue of the Scheme Document with the inclusion therein of the text of our letter dated 31 March 2025 (the “**IFA letter**”) to the Independent Board Committee, our opinions and/or references to our name, opinions, reports and/or letter (as the case may be) in the form and context in which they respectively appear.



We hereby further consent to, and confirm that we have not withdrawn our written consent to, the IFA Letter and this letter being made available for public inspection as described in Appendix IV (*Documents on Display*) to the Scheme Document.

Yours faithfully,

For and on behalf of
Somerley Capital Limited

A handwritten signature in black ink, appearing to read 'Stephanie Chow', is written over a horizontal line.

Name: Stephanie Chow

Title: Director