



SOMERLEY CAPITAL LIMITED

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The Board of Directors
Legend Upstar Holdings Limited
Rooms 2505-8, 25th Floor
World-Wide House
19 Des Voeux Road Central
Hong Kong

The Board of Directors
Wealth Builder Holdings Limited
Rooms 2505-8, 25th Floor
World-Wide House
19 Des Voeux Road Central
Hong Kong

28 January 2026

Dear Sirs,

LEGEND UPSTAR HOLDINGS LIMITED

**(1) PROPOSAL FOR THE PRIVATISATION OF
LEGEND UPSTAR HOLDINGS LIMITED
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS
AND
(2) PROPOSED WITHDRAWAL OF LISTING**

We, Somerley Capital Limited, refer to the scheme document issued jointly by Wealth Builder Holdings Limited and Legend Upstar Holdings Limited (the “**Company**”) dated 28 January 2026 (the “**Scheme Document**”) in relation to the captioned matter. Unless otherwise defined, capitalised terms used herein have the same meanings as those defined in the Scheme Document.

We hereby consent to, and confirm that we have not withdrawn our consent to the issuance of the Scheme Document with the inclusion of our letter of advice dated 28 January 2026 as described in the section headed “LETTER FROM THE INDEPENDENT FINANCIAL ADVISER” in PART V to the Scheme Document (the “**IFA letter**”) and our letter dated 28 January 2026 as described in the section headed “LETTER FROM SOMERLEY CAPITAL” in Appendix V to the Scheme Document (the “**Rule 10.4 letter**”) and the references to our name, opinion and/or letter of advice in the form and context in which they respectively appear in the Scheme Document.



We also consent to, and confirm that we have not withdrawn our consent to, copies of the IFA letter, Rule 10.4 letter and this letter being made available on display as described in the section headed "14. DOCUMENTS ON DISPLAY" in Appendix III to the Scheme Document.

Yours faithfully,
for and on behalf of
SOMERLEY CAPITAL LIMITED

John Wong
Director