

**RAINBOW.**

RAINBOW CAPITAL (HK) LIMITED  
法博資本有限公司

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Rainbow Capital (HK) Limited

香港上環禧利街2號  
東寧大廈12樓5B室  
Room 5B, 12/F  
Tung Ning Building  
No. 2 Hillier Street  
Sheung Wan, Hong Kong

**BY HAND**

The Board of Directors  
ZONQING Environmental Limited  
3/F, Zhongqing Building  
No. 5888 Fuzhi Road  
Jingyue High-tech Industrial Development Zone  
Changchun City, Jilin Province, PRC

9 June 2023

Dear Sirs,

**Re: ZONQING Environmental Limited (the “Company”) –  
Major and connected transaction in relation to acquisition of 87.50% interest in Jilin  
Modern Zhongqing (the “Transaction”)**

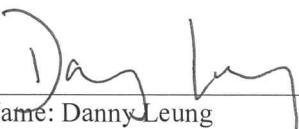
We refer to the circular of the Company dated 9 June 2023 (the “Circular”) in connection with the Transaction. Capitalised terms used in this letter shall have the same meaning as those defined in the Circular unless otherwise specified.

We hereby give our consent, and confirm that we have not withdrawn our consent, to the issue of the Circular with the inclusion of our advice, letters, reports and/or summary of our opinions (as the case may be) addressed to the Independent Board Committee and the Independent Shareholders (the “IFA Letter”) and the reference to our name in the form and context in which it appears.

We also confirm that as at the Latest Practicable Date, we (i) had no interest, either direct or indirect, in any assets which have been, since 31 December 2022, being the date to which the latest published audited financial statements of the Company 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; and (ii) had no shareholding interests in any member of the Group and we did not have any right, whether legally enforceable or not, to subscribe for or nominate any persons to subscribe for securities of any members 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**



Name: Danny Leung  
Title: Managing Director



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The Board of Directors  
ZONQING Environmental Limited  
Room 18, 9/F, Block B  
HI-TECH Industrial Centre  
491-501 Castle Peak Road  
Tsuen Wan, Hong Kong

Our Ref: JY/CP3  
Contact Janette Yu  
+86 10 8508 703C

9 June 2023

Dear Sirs

We refer to the circular dated 9 June 2023 (the "Circular") in connection with the proposed acquisition of 87.5% equity interest in Jinlin Modern Zhongqing City Construction Co. Ltd. ("Target Company", together with its subsidiaries, the "Target Group") by ZONQING Environmental Limited (the "Company"), a copy of which is attached and stamped by us on its front cover for the purpose of identification.

We hereby consent to the inclusion of our accountants' report dated 9 June 2023 on the historical financial information of the Target Group for the years ended 31 December 2020, 2021 and 2022 and our report dated 9 June 2023 on the pro forma financial information as at 31 December 2022 in the Circular, and the references to our name in the form and context in which they are included.

Yours faithfully

Certified Public Accountants  
Hong Kong