



Property Consultants

21 May 2007

The Directors  
USI Holdings Limited  
25<sup>th</sup> Floor, Unimix Industrial Centre  
2 Ng Fong Street  
San Po Kong  
Kowloon  
Hong Kong

Dear Sirs

**Shareholder circular dated the date hereof regarding the very substantial acquisition relating to the voluntary conditional securities exchange offer by Cazenove Asia Limited on behalf of USI Holdings Limited ("USI") to acquire all the issued shares of Winsor Properties Holdings Limited (other than those already held by USI or its subsidiaries); the allotment and issue of new USI Shares pursuant to Listing Rule 13.36(1)(a); the connected transactions relating to the acquisition of Winsor Shares from and allotment and issue of new USI Shares to connected persons; the Whitewash Waiver in respect of USI Shares; and the increase in authorised share capital (the "Circular")**

We refer to the Circular. Defined terms in the Circular have the same meanings when used in this letter, unless otherwise specified herein.

We hereby consent, and confirm that we have not withdrawn our consent, to:

- (a) the issue of the Circular with the inclusion therein of our letter (together with its enclosures) dated the date hereof to the USI Directors in the form and context in which it appears in the Circular; and
- (b) the issue of the Circular with the inclusion therein of the references to our name (whether such references are direct references to our name or indirect references through the use of the terms "Expert", "Experts" or "adviser of USI") in the form and context in which they respectively appear in the Circular.

Yours faithfully

  
**JON GERSHINSON FRICS**  
Managing Partner  
Commercial Division  
For Allsop LLP

DL +44 (0)20 7543 6743  
DF +44(0)870 1912670  
E [jon.gershinson@allsop.co.uk](mailto:jon.gershinson@allsop.co.uk)

27 Soho Square  
London W1D 3AY

T +44 (0)20 7437 6977  
F +44 (0)20 7437 8984  
DX 44724 Soho Square

West End City of London Knightsbridge Leeds

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