



SOMERLEY CAPITAL LIMITED

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COFCO Joycome Foods Limited
33/F, COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

25 November 2024

Dear Sir/Madam,

**(1) MAJOR TRANSACTION AND CONNECTED TRANSACTION: ACQUISITION OF
THE TARGET COMPANY;
(2) CONTINUING CONNECTED TRANSACTION:
PROCUREMENT TRANSACTIONS UNDER THE MUTUAL SUPPLY AGREEMENT;
AND
(3) MAJOR TRANSACTIONS AND CONTINUING CONNECTED TRANSACTION:
DEPOSIT SERVICES UNDER THE FINANCIAL SERVICES AGREEMENT**

We refer to the circular issued by COFCO Joycome Foods Limited dated 25 November 2024 (the “**Circular**”) in connection with the captioned matter. Unless otherwise defined, terms used herein shall have the same meanings as those defined or referred to in the Circular.

We hereby give our written consent and confirm that we have not withdrawn our written consent to the issue of the Circular with the inclusion therein of our letter and references to our name and advice in the form and context in which they respectively appear.

As at the Latest Practicable Date, we did not have any shareholding in any member of the Group directly or indirectly or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, we did not have any direct or indirect interest in any assets which had been, since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company were made up), acquired or disposed of by or leased to any member of the Group, or which were proposed to be acquired or disposed of by or leased to any member of the Group.

Yours faithfully,
For and on behalf of
SOMERLEY CAPITAL LIMITED

Clifford Cheng
Director