



## SOMERLEY CAPITAL LIMITED

20/F., China Building, 29 Queen's Road Central, Hong Kong

Telephone: 2869 9090 Fax: 2526 2032 E-Mail: somerley@somerley.com.hk

The Directors  
Sinofert Holdings Limited  
Unit 4705, 47/F  
Office Tower, Convention Plaza  
1 Harbour Road  
Wanchai, Hong Kong

6 December 2023

Dear Sirs,

### SINOFERT HOLDINGS LIMITED

**MAJOR AND CONTINUING CONNECTED TRANSACTIONS  
UNDER THE FINANCIAL SERVICES FRAMEWORK AGREEMENT  
(AS REVISED AND RENEWED BY THE SUPPLEMENTAL AGREEMENT)  
AND  
MAJOR AND CONNECTED CONTINUING TRANSACTIONS  
UNDER THE SINOCEM AGRICULTURE AGREEMENT AND  
THE CNSG AGREEMENT**

We, Somerley Capital Limited, refer to the circular issued by Sinofert Holdings Limited (the “**Company**”) dated 6 December 2023 (the “**Circular**”) in relation to the captioned matter. Capitalised terms used herein have the same meanings as those defined in the Circular, unless the context otherwise requires.

We hereby give our consent to the issue of the Circular with the inclusion of our letter and references to our name, in the form and context in which they appear.

We confirm that as at the Latest Practicable Date, we did not have any shareholding in any member of the Group 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. We also confirm that, as at the Latest Practicable Date, we did not have any direct or indirect interest in any assets which had been since 31 December 2022 (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, or 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

John Wong  
*Director*