



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

To : The Board of Directors
Vinda International Holdings Limited
Penthouse, East Ocean Centre
98 Granville Road, Tsim Sha Tsui East
Kowloon, Hong Kong

The Board of Directors
Isola Castle Ltd
The R & H Trust Co. Ltd., Windward 1,
Regatta Office Park, PO Box 897,
Grand Cayman KY1-1103, Cayman Islands

8 March 2024

Dear Sirs,

**VOLUNTARY CONDITIONAL CASH OFFER BY
BNP PARIBAS SECURITIES (ASIA) LIMITED AND CHINA
INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES
LIMITED FOR AND ON BEHALF OF THE OFFEROR FOR ALL THE
ISSUED SHARES OF VINDA INTERNATIONAL HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY THE OFFEROR AND THE
OFFEROR CONCERT PARTIES)**

We refer to the composite offer and response document jointly issued by Vinda International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) and Isola Castle Ltd on the even date in relation to, among others, the captioned matters (the “**Composite Document**”). Capitalised terms used in this letter shall have the same meanings as those defined in the Composite Document, unless the context requires otherwise.

We hereby give our written consent and confirm that we have not withdrawn our written consent to the issue of the Composite Document with the inclusion therein of our letter of advice to the Independent Board Committee and the Independent Shareholders as set out in the section headed “Letter from the Independent Financial Adviser”, and references to our name, logo, letter, opinions, recommendations and qualifications, in the form and context in which they respectively appear in the Composite Document.



We, Somerley Capital Limited, confirm that as at the Latest Practicable Date,

- (i) we did not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group; and
- (ii) we did not have any had any interest, either direct or indirect, in any assets which had since 31 December 2023 (being the date to which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

We consent to this letter and our letter to the Independent Board Committee and the Independent Shareholders being made available for public inspection as described in the paragraph headed "13.DOCUMENTS ON DISPLAY" in Appendix III to the Composite Document.

Yours faithfully,
for and on behalf of
SOMERLEY CAPITAL LIMITED

Lyan Tam
Director