



18 January 2021

China ZhongDi Dairy Holdings Company Limited

20/F,
238 Des Voeux Road Central,
Hong Kong

Attention: The Board of Directors

Dear Sirs,

China ZhongDi Dairy Holdings Company Limited (the “Company” and together with its subsidiaries, the “Group”) – Composite offer and response document in relation to mandatory conditional cash offer by CLSA Limited for and on behalf of Wholesome Harvest Limited (the “Offeror”) to acquire all the issued shares of the Company (other than those already owned by the Offeror)

We refer to the composite offer and response document jointly issued by the Company and the Offeror dated 18 January 2021 in connection with the captioned matter (the “**Composite Document**”). Capitalized terms used herein shall have the same meanings as those defined in the Composite Document unless otherwise stated.

We hereby give and have not withdrawn our written consent to the issue of the Composite Document with the inclusion of our letter, report and/or opinion or statement and references to our name and opinion in the form and context in which they appear in the Composite Document.

We further confirm that, as at the Latest Practicable Date, we did not have:

- (a) any shareholding, direct or indirect, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
- (b) any direct or indirect interest in any assets which have been 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 since 31 December 2019, being the date to which the latest published audited consolidated financial statements of the Company were made up.

香港中環干諾道中 19-20 號馮氏大廈 18 樓

18th Floor, Fung House, 19-20 Connaught Road Central, Central, Hong Kong
T: (852) 2230 6100 F: (852) 2344 9600 W: www.opusgroup.com.hk

We further consent to our letter of independent advice, profit forecast report and this letter to be made available by the Company for public inspection in the manner set out in the section headed “12. DOCUMENTS AVAILABLE FOR INSPECTION” under Appendix VII to the Composite Document.

Yours faithfully,

For and on behalf of
Opus Capital Limited



Name: Andrew Cheung
Title: *Executive Director*