

3 December 2024

The board of directors
Xinchen China Power Holdings Limited
Unit 3303, 33rd Floor
The Henderson, 2 Murray Road
Central, Hong Kong

Dear Sirs,

Re : Xinchen China Power Holdings Limited (the “Company” , together with its subsidiaries, the “Group”) – Continuing Connected Transactions 2025-2027 (the “Transactions”)

We refer to the circular of the Company dated 3 December 2024 in respect of the Transactions (the “Circular”). Capitalized terms used in this letter shall have the same meanings as defined in the Circular.

We hereby give our consent, and confirm that we have not withdrawn our consent, to the inclusion of our letter (the “IFA Letter”) dated 3 December 2024 and the reference to our name and the IFA Letter in the form and context in which they respectively appear in the Circular.

We hereby further consent to the IFA Letter and this letter being made available for public inspection as described in the Appendix to the Circular.

We hereby confirm that, as at the Latest Practicable Date:

- (1) we are not beneficially interested in the share capital of any member of the Group nor do we have 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
- (2) we do not have any interest, either direct or indirect, in any assets which have been, since 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Group were made up, 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.

Yours faithfully,
For and on behalf of
Octal Capital Limited



Alan Fung
Managing Director