



STRICTLY PRIVATE & CONFIDENTIAL

July 5, 2024

CGN Power Co., Ltd.*
18/F, South Tower, CGN Building
No. 2002 Shennan Road
Shenzhen, Guangdong Province
The People's Republic of China

Attn: The Board of Directors

Dear Sirs,

**CONNECTED TRANSACTION IN RELATION TO POSSIBLE
SUBSCRIPTION FOR A SHARE CONVERTIBLE CORPORATE
BONDS BY CONNECTED PERSONS**

We refer to the circular dated July 5, 2024 issued by CGN Power Co., Ltd.* (the "**Company**") in relation to the captioned matter (the "**Circular**"). Terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

We hereby give our consent and confirm that we have not withdrawn our consent to the issue by the Company of the Circular with the inclusion therein of our letter of the same date as the Circular addressed to the Independent Board Committee and the Independent Shareholders and the references to our name and our letter in the form and context in which they appear.

Yours faithfully,

For and on behalf of
TC Capital International Limited

A handwritten signature in black ink, appearing to read "Edward Wu".

Edward Wu
Chairman

A handwritten signature in black ink, appearing to read "Edith Lee".

Edith Lee
Managing Director

**For identification purposes only*

TC Capital Group
天財資本集團

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