

Our Ref.: E147/RF/hh

28 August 2024

The Board of Directors
Ev Dynamics (Holdings) Limited
46th Floor, United Asia Finance Centre
333 Lockhart Road
Wanchai, Hong Kong

Dear Sirs,

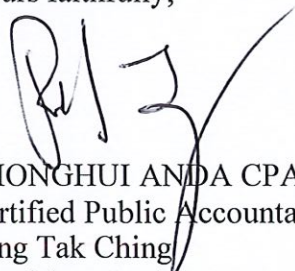
Ev Dynamics (Holdings) Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”)

We refer to the statement of unaudited pro forma adjusted consolidated net tangible assets (the “Unaudited Pro Forma Financial Information”) of the Group as at 31 March 2024 as set out in Appendix II of the prospectus of the Company dated 29 August 2024 (the “Prospectus”) in relation to the rights issue of the Company.

We hereby consent, and confirm that we have not withdrawn our consent, to the issue of the Prospectus with the inclusion of our report on the Unaudited Pro Forma Financial Information and references to our name in the form and context in which they are included.

We also confirm that we do not have (a) any shareholding in the Company or any of its subsidiaries, or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in the Company or any of its subsidiaries, and (b) any interest, direct or indirect, in any assets which have been acquired or disposed of by or leased to the Group since 31 March 2024 (**latest published audited consolidated statement of financial position date**), or are proposed to be acquired or disposed of by or leased to the Group.

Yours faithfully,



ZHONGHUI ANDA CPA Limited
Certified Public Accountants
Fong Tak Ching
Practising Certificate Number P06353
Hong Kong