



CGN Power Co., Ltd.*

中國廣核電力股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1816)

**FORM OF PROXY FOR
THE 2018 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON TUESDAY, APRIL 24, 2018**

Number of Shares in respect of the form of proxy	
Class of Shares in respect of the form of proxy (Domestic Shares or H Shares)	

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ ^(note 2) Domestic Shares/
H Shares ^(note 3) of RMB1.00 each in the share capital of CGN Power Co., Ltd. (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(note 4)
or _____
of _____

as my/our proxy to attend and act for me/us at the 2018 first extraordinary general meeting of the Company (the "EGM") and any adjourned meeting thereof to be held at 10:00 a.m. on Tuesday, April 24, 2018 at Harbour View Room, 3rd Floor, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong for the purposes of considering and, if thought fit, passing the resolutions ^(note 5) as set out in the notice convening the EGM and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below at the EGM (and at any adjourned meeting thereof). Unless otherwise stated, capitalised terms used herein and the following resolutions shall have the same meanings as those defined in the circular of the Company dated March 9, 2018.

Special Resolutions ^(note 5)		For ^(note 6)	Against ^(note 6)	Abstain ^(note 6)
1.	To consider and approve the plan for the A Share Offering			
2.	To consider and approve the authorisation to deal with specific matters relating to the A Share Offering			
3.	To consider and approve the use of proceeds from the A Share Offering			
4.	To consider and approve the Proposal on Price Stabilisation of A Shares of the Company for the Three Years after the A Share Offering			
5.	To consider and approve the Remedial Measures for Dilution of Current Return as a result of A Share Offering and Undertakings			
6.	To consider and approve the Undertakings regarding the Information Disclosed in the Prospectus for the A Share Offering			
7.	To consider and approve the amendments to the Articles of Association			
8.	To consider and approve the amendments to the rules of procedures of the general meeting			
9.	To consider and approve the amendments to the rules of procedures of the Board meeting			
10.	To consider and approve the amendments to the rules of procedures of the Supervisory Committee meeting			
11.	To consider and approve the proposals regarding the distribution of accumulated profit prior to the A Share Offering			
Ordinary Resolutions ^(note 5)		For ^(note 6)	Against ^(note 6)	Abstain ^(note 6)
12.	To consider and approve the Dividend Distribution Plan for the Three Years after the A Share Offering			
13.	To consider and approve the Report on the Use of Previously Raised Funds			

Date: _____ Signature(s) ^(note 7): _____

Notes:

- Full name(s) (in Chinese and English, as shown in the register of members) and registered address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the class and number of Shares registered in the name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares of the Company registered in your name(s).
- Please delete the class of Shares not applicable.
- If any proxy other than the chairman of the meeting is appointed, please strike out the words "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. A Shareholder may appoint one or more proxies to attend and vote on his behalf. If a Shareholder appoints more than one proxy, his proxies may only exercise voting rights in a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- The full text of the resolutions are set out in the circular for the EGM dated March 9, 2018, together with which this form of proxy will be sent to Shareholders of the Company. Any Shareholder who wishes to appoint a proxy shall refer to the content of such circular first.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE BOX MARKED "ABSTAIN" BESIDE THE APPROPRIATE RESOLUTION. IN COUNTING THE VOTING RESULTS FOR A RESOLUTION, ABSTAINED VOTES WILL BE REGARDED AS VOTES WITH VOTING RIGHTS.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In the case of a corporation, this form of proxy must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If this form of proxy is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
- In the case of holders of H Shares and to be valid, a form of proxy together with any power of attorney or other authorization document (if any) under which it is signed or a notarized copy of that power of attorney or authorization document must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in case of holders of Domestic Shares, to the office of the Board at the headquarters of the Company at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Futian District, Shenzhen, Guangdong Province, PRC, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish. In such event, your form of proxy will be deemed to have been revoked.
- Shareholders or their proxies attending the EGM shall present their identity documents.
- A proxy need not be a Shareholder of the Company but must attend the EGM in person to represent the Shareholder.
- In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but should more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Company in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

* For identification purpose only