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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **CGN Power Co., Ltd.** \*, you should at once hand this supplemental circular with the revised form of proxy and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**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)**

### **SUPPLEMENTAL CIRCULAR OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING (1) PROFIT DISTRIBUTION PLAN FOR 2018 AND (2) SUPPLEMENTAL NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING**

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This supplemental circular shall be read in conjunction with the circular of the Company dated March 8, 2019.

The letter from the Board is set out on pages 3 to 7 of this supplemental circular.

The Company will convene the EGM at 10:00 a.m. on Tuesday, April 23, 2019, at the Grand Ballroom, Lower Level 1, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong. Please refer to the circular of the Company dated March 8, 2019 and the notice of the 2019 First Extraordinary General Meeting. The supplemental notice of the EGM is set out on pages I-1 to I-4 of Appendix I to this supplemental circular.

If you intend to appoint a proxy to attend the EGM, and have not yet returned the First Form of Proxy for the EGM to the Company, you are requested to complete the enclosed Revised Form of Proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar (in the case of H Shareholders) or to the headquarters of the Company in the PRC (in the case of Domestic Shareholders) not less than 24 hours before the time scheduled for holding the EGM or any adjournment thereof (as the case may be). If you intend to attend the EGM in person or by proxy, you are requested to complete the reply slip enclosed with the circular dated March 8, 2019 in accordance with the instructions printed thereon and return the same to the H Share Registrar (in the case of H Shareholders) or to the headquarters of the Company in the PRC (in the case of Domestic Shareholders) on or before Wednesday, April 3, 2019. Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

*\* For identification purpose only*

March 12, 2019

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## CONTENTS

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	Page
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I — SUPPLEMENTAL NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING</b> .....	I-1

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## DEFINITIONS

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In this supplemental circular, the following expressions have the following meanings unless the context requires otherwise:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Revised Form of Proxy”	the revised form of proxy of the 2019 First Extraordinary General Meeting to be held on Tuesday, April 23, 2019, enclosed with the supplemental circular published by the Company on March 12, 2019
“Board”	the board of Directors of the Company
“Company”	CGN Power Co., Ltd.* (中國廣核電力股份有限公司), a joint stock company with limited liability incorporated in the PRC on March 25, 2014, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 1816)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“EGM” or “2019 First Extraordinary General Meeting”	the 2019 first extraordinary general meeting of the Company to be held on Tuesday, April 23, 2019
“First Form of Proxy for the EGM”	the form of proxy of the 2019 first extraordinary general meeting of the Company to be held on Tuesday, April 23, 2019, published by the Company on March 8, 2019
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share(s)”	overseas-listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each and listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	the holder(s) of H Share(s)
“Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company

In case of any discrepancy between the Chinese version and the English version of this supplemental circular (including its appendices), the Chinese version shall prevail.

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LETTER FROM THE BOARD

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**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)**

*Executive Director:*

Mr. Gao Ligang

*Non-executive Directors:*

Mr. Zhang Shanming (Chairman)

Mr. Tan Jiansheng

Mr. Shi Bing

Ms. Zhong Huiling

Mr. Zhang Yong

*Registered office and headquarters in the PRC:*

CGN Building

No. 2002 Shennan Road

Shenzhen, Guangdong Province

PRC

*Principal Place of Business in Hong Kong:*

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

*Independent non-executive Directors:*

Mr. Na Xizhi

Mr. Hu Yiguang

Mr. Francis Siu Wai Keung

Dear Shareholders,

**SUPPLEMENTAL CIRCULAR OF THE 2019 FIRST EXTRAORDINARY  
GENERAL MEETING**

**(1) PROFIT DISTRIBUTION PLAN FOR 2018  
AND**

**(2) SUPPLEMENTAL NOTICE OF THE 2019 FIRST EXTRAORDINARY  
GENERAL MEETING**

**I. INTRODUCTION**

This supplemental circular shall be read in conjunction with the circular of the Company dated March 8, 2019.

The Company has considered and approved, among other things, the resolution in relation to the profit distribution plan for the year ended December 31, 2018 at the Board Meeting held on March 12, 2019.

The foresaid resolution is required to be approved by the Shareholders by the way of ordinary resolution at the EGM. A summary of the resolution is set out below.

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## LETTER FROM THE BOARD

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The purpose of this supplemental circular is to provide you with information regarding the additional resolution which is proposed to be considered at the EGM to enable you to make an informed decision on whether to vote for or against this resolution at the EGM.

### II. PROFIT DISTRIBUTION PLAN FOR 2018

According to the proposal by Shareholders and operation needs, an additional ordinary resolution will be proposed at the EGM in accordance with the relevant requirements of the Company Law of the People's Republic of China and the Articles of Association to consider and approve the resolution in relation to profit distribution plan for 2018.

According to the Articles of Association, the profit distribution policy of the Company was implemented based on the lesser of the profits after tax in the two financial statements which were prepared under the PRC Enterprise Accounting Standards and International Financial Reporting Standards respectively. The dividends shall be paid to the holders of Domestic Shares in RMB and the holders of Foreign Shares in Hong Kong Dollars but denominated in RMB.

According to the distributable profits of the Company for the year 2018, the Board of Directors recommended a payment of final dividend of RMB0.072 (inclusive of tax) per Share for the year 2018 to the Shareholders as of the record date for payment of dividend (the record date). The final dividend distribution ratio for the year was determined taking into consideration various factors such as the operation performance for the year 2018. In the future, the Company will continue to take into consideration the result performance, development strategies for the future and other factors for the relevant year when determining the dividend distribution ratio for such year, provided that it shall not be lower than 33% of the distributable net profit for such year.

If the proposed profit distribution plan is approved by the Shareholders at the EGM, the distributable dividends will be distributed around June 5, 2019 in cash to the Shareholders which appear in the register of the Company on May 2, 2019 (i.e. the record date). The cash dividend for the year 2018 shall be denominated and declared in RMB on the basis of RMB0.072 (inclusive of tax) per Share. The dividends shall be paid by the Company to the holders of Domestic Shares in RMB and the holders of Foreign Shares in Hong Kong Dollars but denominated in RMB. The exchange rate of RMB into Hong Kong Dollars shall be calculated based on the arithmetic mean of the medians of the exchange rates of Hong Kong Dollars into RMB published by the People's Bank of China five working days from and inclusive of the date on which the EGM of the Company is convened.

#### *(1) Holders of Domestic Shares*

The register of members of the Company in respect of the Domestic Shares will be closed from April 27, 2019 to May 2, 2019 (both days inclusive). In order to qualify for the dividend, holders of Domestic Shares must lodge the transfer documents accompanied by relevant share certificates with the office of the Board of Directors of the Company at the headquarters in the PRC at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Shenzhen, Guangdong Province, the PRC no later than 4:30 p.m. on April 26, 2019.

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## LETTER FROM THE BOARD

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According to the relevant regulations of the Individual Income Tax Law of the People's Republic of China, the Company will withhold an individual income tax at the rate of 20% for natural person shareholders whose names appear on the register of members of the Company in respect of the Domestic Shares on May 2, 2019.

The dividend for the Domestic Shareholders without affirmed ownership will be kept temporarily by the Company and distributed upon the confirmation of the ownership.

### **(2) Holders of H Shares**

The register of members of the Company in respect of the H Shares will be closed from April 27, 2019 to May 2, 2019 (both days inclusive). In order to qualify for the dividend, the H Shareholders shall lodge the transfer documents accompanied by the relevant share certificates with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on April 26, 2019.

Matters in relation to the proposed final dividend and income tax withheld in respect of dividends to be received by overseas non-resident individual/enterprise shareholders:

#### *Non-resident Enterprise Shareholders*

Pursuant to the Enterprise Income Tax Law of the People's Republic of China and its relevant implementation ordinances, the enterprise income tax shall be withheld for payment at the rate of 10% for non-resident enterprise shareholders whose names appear on the register of members of the Company in respect of the H Shares.

#### *Non-resident Individual Shareholders*

According to Guoshuihan [2011] No. 348 documents issued by the State Administration of Taxation, the PRC, the Company is required to withhold non-resident individual income tax for non-resident individual holders of H Shares, who are entitled to relevant preferential tax arrangement pursuant to the taxation treaty between the countries where they are residing with the PRC and the regulation on taxation arrangement between the Mainland and Hong Kong (Macau).

As for non-resident individual holders of H Shares in countries which have entered into a treaty with the PRC in respect of a tax rate lower than 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of them. If the relevant non-resident individual holders of H Shares wish to apply for a refund of the extra amount withheld and paid, the Company can assist the relevant Shareholders to handle the application for the underlying preferential tax treatment.

As for Hong Kong, Macau residents and other non-resident individual holders of H shares in countries or regions which have entered into a treaty with the PRC in respect of a 10% tax rate, the Company will withhold and pay individual income tax at the rate of 10%.

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## LETTER FROM THE BOARD

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As for non-resident individual holders of H shares in countries which have entered into a treaty with the PRC in respect of a tax rate between 10% and 20%, the Company will withhold and pay individual income tax at the actual rate agreed thereunder.

As for non-resident individual holders of H shares in countries which have entered into a 20% tax treaty with the PRC or have no tax treaty with the PRC or are under any other circumstances, the Company will withhold and pay individual income tax at the tax rate of 20%.

The Company will, based on the registered address of individual holders of H Shares recorded in the register of members of the Company in respect of the H Shares on May 2, 2019, to determine their residency. Where the residency of any individual holders of H Shares is inconsistent with the registered address, they shall notify, and submit the relevant proof to, the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on April 26, 2019. The Company disclaims any responsibility arising from any claims due to holders of H Shares of the Company whose residency are not confirmed timely or accurately or any disputes with regard to the tax withholding systems.

The above proposals have been submitted to the Board Meeting of the Company for review and approval. An ordinary resolution will be proposed by the Board at the EGM to approve the above profit distribution plan and the final dividend for the year 2018 shall be declared according to the amounts and manners proposed by the Board.

### III. THE EGM

A supplemental notice of the EGM is set out on pages I-1 to I-4 of this supplemental circular. The EGM will be held at 10:00 a.m. on Tuesday, April 23, 2019 at the Grand Ballroom, Lower Level 1, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong as originally scheduled.

For details of other resolutions to be considered and approved at the EGM, entitlement to attend the EGM, registration procedures, voting and other relevant matters, please refer to the circular and the notice of the EGM of the Company dated March 8, 2019.

### IV. RECOMMENDATIONS

The Board (including the independent non-executive Directors) is of the opinion that the new resolutions set out above are in the interests of the Company and its Shareholders as a whole, and accordingly, recommends the Shareholders to vote in favor of the aforementioned resolutions to be proposed at the EGM.



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## LETTER FROM THE BOARD

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### V. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I to this supplemental circular.

By Order of the Board  
**CGN Power Co., Ltd.\***  
**Zhang Shanming**  
*Chairman*

The PRC, March 12, 2019

*\* For identification purpose only*



**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)**

**SUPPLEMENTAL NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN TO** the notice dated March 8, 2019 (the “**Notice of the EGM**”) of the 2019 first extraordinary general meeting (the “**EGM**”) of CGN Power Co., Ltd.\* (the “**Company**”), in which the resolutions to be considered by the Shareholders at the EGM to be convened at 10:00 a.m. on Tuesday, April 23, 2019 at the Grand Ballroom, Lower Level 1, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong are set out. Unless otherwise stated, capitalised terms used in this supplemental notice and the following resolution shall have the same meanings as those defined in the circular dated March 8, 2019 (the “**Circular**”) and the supplemental circular dated March 12, 2019 (the “**Supplemental Circular**”) of the Company.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled. In addition to the resolutions set out in the Notice of the EGM of the Company dated March 8, 2019, the following resolution will also be considered and approved, if thought fit:

**ORDINARY RESOLUTION**

4. To consider and approve the profit distribution plan for the year ended December 31, 2018.

By Order of the Board  
**CGN Power Co., Ltd.\***  
**Zhang Shanming**  
*Chairman*

The PRC, March 12, 2019

*\* For identification purposes only*

*As at the date of this notice, the Board of the Company comprises Mr. Gao Ligang as executive Director; Mr. Zhang Shanming, Mr. Tan Jiansheng, Mr. Shi Bing, Ms. Zhong Huiling and Mr. Zhang Yong, as non-executive Directors; Mr. Na Xizhi, Mr. Hu Yiguang and Mr. Francis Siu Wai Keung, as independent non-executive Directors.*

*Notes:*

- a) Saved as the resolution newly proposed, there are no any other changes to the resolutions set out in the Notice of the EGM dated March 8, 2019. For details of other resolutions and other related matters to be considered at the EGM, please refer to the notice and circular of the 2019 first extraordinary general meeting issued by the Company on March 8, 2019.
- b) All resolutions put to the vote at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Listing Rules, and the results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
- c) Closure of the register of members and the eligibility for attending and voting at the EGM.

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the Company's register of members will be closed from Sunday, March 24, 2019 to Tuesday, April 23, 2019, both days inclusive, during which period no transfer of the shares of the Company will be effected. The Shareholders whose names appear on the Company's register of shareholders on Tuesday, April 23, 2019 shall be entitled to attend and vote at the EGM. In order to be eligible for attending and voting at the EGM, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the headquarters of the Company at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Shenzhen, Guangdong Province, the PRC (in case of Domestic Shareholders) or to the H Share Registrar of the Company, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) before 4:30 p.m. on Friday, March 22, 2019.

- d) Reply slip

The Shareholders who intend to attend and vote at the EGM (in person or by a proxy) shall complete the reply slip attached to the Circular, and return it by hand, by email or by fax on or before Wednesday, April 3, 2019 to the H Share Registrar of the Company at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or to the headquarters of the Company at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Shenzhen, Guangdong Province, the PRC (in case of Domestic Shareholders), so that the Company can receive such reply slip 20 days before the EGM is convened. Completion and return of the reply slip will not preclude you from attending or voting at the EGM.

However, in the event that the Shareholders do not return reply slips, and the reply slips suggest that the number of Shares with voting rights represented by those Shareholders intending to attend the EGM fails to reach more than half of the total number of Shares with rights to vote at the EGM of the Company, the EGM may be postponed.

- e) Proxy

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (if the Shareholder holds two or more issued shares of the Company with a nominal value of RMB1.00 each), whether such person is a shareholder of the Company or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The proxy concerned must be appointed with a form of proxy. The form of proxy concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the form of proxy shall be affixed with the seal of the legal person or signed by its director or a representative duly authorized in writing. If the form of proxy of the proxy is signed by the authorized person of the principal under a power of attorney

or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized, and served at the same time as the form of proxy. If you have not returned the First Form of Proxy for the EGM dated March 8, 2019 to the Company, you should complete and sign the attached revised form of proxy which contains the resolutions set out in the Notice of the EGM and this supplemental notice of the EGM. In this case, shareholders shall not lodge the First Form of Proxy for the EGM with the Company. The form of proxy of the Shareholders' proxy shall be served to the H Share Registrar of the Company at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or to the headquarters of the Company at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Shenzhen, Guangdong Province, the PRC (in case of Domestic Shareholders) at least 24 hours before the scheduled time for holding of the EGM or any adjournment thereof (as the case may be).

If you wish to appoint a proxy to attend and vote on your behalf at the EGM and if you have already duly completed and lodged the First Form of Proxy for the EGM with the Company by the closing time, you should note that:

- (a) if no Revised Form of Proxy is lodged with the Company, the First Form of Proxy for the EGM will be treated as a valid form of proxy lodged by you but the proxy so appointed will still be entitled to vote at his discretion on the ordinary resolution set out in this supplemental notice of the EGM;
- (b) if the Revised Form of Proxy is duly completed and is lodged with the Company by the closing time, the Revised Form of Proxy will revoke and supersede the First Form of Proxy for the EGM lodged by you. Such Revised Form of Proxy will be treated as a valid form of proxy lodged by you; and
- (c) if the Revised Form of Proxy is lodged with the Company after the closing time, the Revised Form of Proxy will be invalid and the validity of the First Form of Proxy for the EGM lodged by you will not be affected but the proxy appointed under the First Form of Proxy for the EGM will still be entitled to vote at his discretion on the ordinary resolution set out in this supplemental notice of the EGM.

After the completion and return of the form of proxy, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any Shares, one of the registered joint holders can vote on such Shares in person or by a proxy as the only holder entitled to vote. If one or more registered joint holders attend the EGM in person or by a proxy, only the vote of the person whose name appears first in the register of members relating to the joint holders (in person or by a proxy) will be accepted as the only vote of the joint holders.

f) Miscellaneous

- (i) The Company's Shareholders or their proxies shall present their identity documents when attending the EGM (or any adjournment thereof). If the legal representative of corporate Shareholders or any other persons officially authorized by the corporate Shareholders are present at the EGM (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).
- (ii) The EGM is expected to last for no more than a half of a working day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.

- (iii) Address of Computershare Hong Kong Investor Services Limited:

Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Tel: (852) 2862 8628  
Fax: (852) 2865 0990

Address of the headquarters of the Company:

18/F, South Tower, CGN Building  
No. 2002, Shennan Road  
Shenzhen, Guangdong Province  
PRC  
Tel: (86) 755 84430888  
Fax: (86) 755 83699089

- g) The details about the aforesaid resolutions proposed for the consideration and approval at the EGM are set out in the Circular and the Supplemental Circular. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the Circular and the Supplemental Circular.