



中國廣核電力股份有限公司

CGN Power Co., Ltd.\*

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

(Stock Code: 1816)

**REVISED FORM OF PROXY FOR  
THE 2018 ANNUAL GENERAL MEETING  
TO BE HELD ON WEDNESDAY, MAY 29, 2019**

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 <sup>(note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ <sup>(note 3)</sup> Domestic Shares/H Shares <sup>(note 2)</sup> of RMB1.00 each in the share capital of CGN Power Co., Ltd. (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE**

**MEETING** <sup>(note 4)</sup> or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the 2018 annual general meeting of the Company (the "Meeting") and any adjourned meeting thereof to be held at 10:00 a.m. on Wednesday, May 29, 2019 at the Grand Ballroom, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, for the purposes of considering and, if thought fit, passing the resolutions <sup>(note 5)</sup> as set out in the notice convening the Meeting and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below at the Meeting (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 April 9, 2019 and the supplemental circular of the Company dated April 24, 2019.

Ordinary Resolutions <sup>(note 5)</sup>		For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>	Abstain <sup>(note 6)</sup>
1.	To consider and approve the report of the Board of Directors for the year ended December 31, 2018			
2.	To consider and approve the report of the Supervisory Committee for the year ended December 31, 2018			
3.	To consider and approve the annual report for the year 2018			
4.	To consider and approve the audited financial statements for the year ended December 31, 2018			
5.	To consider and approve the investment plan and capital expenditure budget for the year 2019			
6.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditor of the Company for the year 2019 until the close of the next annual general meeting, and to authorize the Board to determine their remuneration			
7.	To consider and approve the remuneration of Directors and Supervisors for the year 2019			
7.1	Mr. Gao Ligang			
7.2	Mr. Na Xizhi			
7.3	Mr. Hu Yiguang			
7.4	Mr. Francis Siu Wai Keung			
7.5	Mr. Yang Lanhe			
7.6	Mr. Chen Rongzhen			
7.7	Ms. Zhu Hui			
7.8	Mr. Wang Hongxin			
8.	To consider and approve the 2020 Engineering Services Framework Agreement and the engineering services contemplated thereunder and the proposed annual caps			

Special Resolutions <sup>(note 5)</sup>		For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>	Abstain <sup>(note 6)</sup>
9.	To consider and approve the domestic registration and issuance of RMB denominated bonds			
10.	To consider and approve the grant of a general mandate to the Board to allot, issue and deal with additional H Shares during the relevant period			
Ordinary Resolutions <sup>(note 5)</sup>		For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>	Abstain <sup>(note 6)</sup>
11.	To consider and approve the Report on the Use of Previously Raised Funds as of December 31, 2018			
12.	To consider and approve the Report on the Use of Previously Raised Funds as of March 31, 2019			

Date: \_\_\_\_\_

Signature(s) <sup>(Note 7)</sup>: \_\_\_\_\_

*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 delete the class of Shares not applicable.
- Please insert the class and number of Shares registered in the name(s) to which this Revised Form of Proxy relates. If no number is inserted, this Revised Form of Proxy will be deemed to relate to all Shares of the Company registered in your name(s).
- 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 REVISED FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The full text of the resolutions is set out in the circular for the AGM dated April 9, 2019, which was dispatched to Shareholders of the Company together with the First Form of Proxy for the AGM, and the supplemental circular dated April 24, 2019, which has been sent to Shareholders of the Company together with this Revised Form of Proxy. Any Shareholder who wishes to appoint a proxy shall refer to the content of such circulars 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 Meeting other than those referred to in the notice convening the Meeting.
- This Revised Form of Proxy must be signed by you or your attorney duly authorized in writing. In the case of a corporation, this Revised 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 Revised 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.
- If you have not returned the First Form of Proxy for the AGM dated April 9, 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 AGM and the supplemental notice of the AGM. In this case, shareholders shall not lodge the First Form of Proxy for the AGM with the Company.
- In the case of holders of H Shares and to be valid, this Revised 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, the PRC, no later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of this Revised Form of Proxy will not preclude you from attending and voting in person at the Meeting if you so wish. In such event, your Revised Form of Proxy will be deemed to have been revoked.
- If you wish to appoint a proxy to attend and vote on your behalf at the Meeting and if you have already duly completed and lodged the First Form of Proxy for the AGM with the Company by the closing time, you should note that:
  - if no Revised Form of Proxy is lodged with the Company, the First Form of Proxy for the Meeting 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 resolutions set out in the supplemental notice of the Meeting;
  - 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 Meeting lodged by you. Such revised form of proxy will be treated as a valid form of proxy lodged by you; and
  - 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 Meeting lodged by you will not be affected but the proxy appointed under the First Form of Proxy for the Meeting will still be entitled to vote at his discretion on the ordinary resolutions set out in the supplemental notice of the Meeting.
- Shareholders or their proxies attending the Meeting shall present their identity documents.
- A proxy need not be a Shareholder of the Company but must attend the Meeting 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 Meeting, 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 Meeting, 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