



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 2019 ANNUAL GENERAL MEETING  
TO BE HELD ON WEDNESDAY, MAY 20, 2020**

Number of Shares in respect of the form of proxy	
Class of Shares in respect of the form of proxy	H Shares

I/We<sup>(Note 1)</sup> (Chinese name): \_\_\_\_\_

of \_\_\_\_\_

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

of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the 2019 Annual General Meeting of the Company (the "Meeting") and any adjourned meeting thereof to be held at 2:30 p.m. on Wednesday, May 20, 2020 at Room 401, South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC for the purposes of considering and, if thought fit, passing the resolution<sup>(Note 4)</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 resolution 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 Annual General Meeting of the Company dated April 2, 2020.

Ordinary Resolutions <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the report of the Board of Directors for the year ended December 31, 2019			
2.	To consider and approve the report of the Supervisory Committee for the year ended December 31, 2019			
3.	To consider and approve the annual report for the year 2019			
4.	To consider and approve the audited financial report ending December 31, 2019			
5.	To consider and approve the profit distribution plan for the year ended December 31, 2019			
6.	To consider and approve the investment plan and capital expenditure budget for the year 2020			
7.	To consider and approve the appointment of KPMG Huazhen (Special General Partnership) as the financial and internal control auditor of the Company for the year 2020 until the end of the next annual general meeting of the Company, and to authorize the Board to determine their remuneration			
8.	To consider and approve the change in the use of certain funds raised from H Shares			
9.	To consider and approve the appointments of Directors			
9.1	To consider and approve the appointment of Mr. Yang Changli as a non-executive Director of the Company			
9.2	To consider and approve the appointment of Mr. Wang Wei as a non-executive director of the Company			
10.	To consider and approve the remuneration of Directors and Supervisors for the year 2020			
10.1	Mr. Zhang Shanming			
10.2	Mr. Yang Changli			
10.3	Mr. Gao Ligang			
10.4	Mr. Tan Jiansheng			
10.5	Mr. Shi Bing			

Ordinary Resolutions <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
10.6	Mr. Wang Wei			
10.7	Mr. Zhang Yong			
10.8	Mr. Na Xizhi			
10.9	Mr. Hu Yiguang			
10.10	Mr. Francis Siu Wai Keung			
10.11	Mr. Chen Sui			
10.12	Mr. Chen Rongzhen			
10.13	Mr. Yang Lanhe			
10.14	Ms. Zhu Hui			
10.15	Mr. Wang Hongxin			
11.	To consider and approve the donation of epidemic prevention and control funds			
Special Resolutions <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
12.	To consider and approve the amendments to the Articles of Association			
13.	To consider and approve the grant of the general mandate to issue Shares to the Board of Directors for allotting, issuing and dealing with additional A Shares and/or H Shares during the relevant period			
14.	To consider and approve the grant of the general mandate to repurchase Shares to the Board of Directors for repurchasing A Shares and/or H Shares of the Company during the relevant period			

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

Signature(s)<sup>(Note 6)</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 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).
- 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- The full text of the resolutions is set out in the circular for the Annual General Meeting dated April 2, 2020, 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 the circular for the AGM 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 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.
- 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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. In such event, the instrument appointing a proxy will be deemed to have been revoked.
- 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