



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
2024 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON THURSDAY, AUGUST 8, 2024**

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

I/We^(Note 1) (Chinese and English name): _____

of _____

being the registered holder(s) of _____ ^(Note 2) H Shares of RMB1.00 each in the share capital of CGN Power Co., Ltd.* (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**^(Note 3)

or _____

of _____

as my/our proxy to attend and act for me/us at the 2024 first extraordinary general meeting of the Company (the "Meeting") and any adjourned meeting thereof to be held at 2:30 p.m. on Thursday, August 8, 2024 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC for the purposes of considering and, if thought fit, passing the resolutions^(Note 4) 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 for the Meeting dated July 5, 2024 (the "Circular").

Ordinary Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the resolution on satisfaction of the conditions of the Issuance of A Share Convertible Corporate Bonds to non-specific investors by the Company			
2.	To consider and approve the resolution on the feasibility analysis report on the use of proceeds from the Issuance of A Share Convertible Corporate Bonds to non-specific investors			
3.	To consider and approve the resolution on the report on the use of proceeds previously raised			
4.	To consider and approve the resolution on the remedial measures and undertakings by relevant parties in relation to dilutive impact on immediate returns of the Issuance of A Share Convertible Corporate Bonds to non-specific investors			
5.	To consider and approve the resolution on the rules of procedures of meeting of the bondholders of A Share Convertible Corporate Bonds of CGN Power Co., Ltd.			
Special Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
6.	To consider and approve the resolution on the Issuance of A Share Convertible Corporate Bonds to non-specific investors (the following resolutions to be voted item by item)			
6.1	Type of securities to be issued;			
6.2	Size of the Issuance;			
6.3	Par value and issue price;			
6.4	Bonds term;			
6.5	Coupon rate;			
6.6	Term and method of principal and interest payment;			
6.7	Guarantees;			
6.8	Conversion period;			
6.9	Determination and adjustment of the Conversion Price;			
6.10	Terms of downward adjustment to the Conversion Price;			

Special Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
6.11	Method for determining the number of A Shares for conversion and treatment for remaining balance of the A Share Convertible Corporate Bonds which is insufficient to be converted into one A Share;			
6.12	Terms of redemption;			
6.13	Terms of sale back;			
6.14	Entitlement to dividend in the year of conversion;			
6.15	Method of the Issuance and target subscribers;			
6.16	Subscription arrangement for the existing A Shareholders;			
6.17	Matters relating to the meetings of Bondholders;			
6.18	Use of proceeds;			
6.19	Management and deposit for proceeds raised;			
6.20	Rating; and			
6.21	Validity period of the Issuance plan			
7.	To consider and approve the resolution on the plan for the Issuance of A Share Convertible Corporate Bonds to non-specific investors			
8.	To consider and approve the resolution on the demonstration and analysis report regarding the plan for the Issuance of A Share Convertible Corporate Bonds to non-specific investors			
9.	To consider and approve the resolution on authorization to the Board or its authorized persons granted by the general meeting of Shareholders to deal with the matters in relation to the Issuance of A Share Convertible Corporate Bonds to non-specific investors at its sole discretion			
10.	To consider and approve the resolution on the Possible Subscription of the Company's substantial shareholders for the preferential placement of the Issuance of A Share Convertible Corporate Bonds to non-specific investors			

Date: _____

Signature(s)^(Note 6): _____

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 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 will be set out in the Circular. Any shareholder who wishes to appoint a proxy shall refer to the content of the 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 Meeting other than those referred to in the notice of 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