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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)

NOTICE OF THE 2024 SECOND H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 second H Shareholders' Class Meeting (the "**H Shareholders' Class Meeting**") of CGN Power Co., Ltd.* (the "**Company**") will be held at 3:30 p.m. on Thursday, August 8, 2024 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. 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)
 - 1.1 Type of securities to be issued;
 - 1.2 Size of the Issuance;
 - 1.3 Par value and issue price;
 - 1.4 Bonds term;
 - 1.5 Coupon rate;
 - 1.6 Term and method of principal and interest payment;
 - 1.7 Guarantees;
 - 1.8 Conversion period;
 - 1.9 Determination and adjustment of the Conversion Price;
 - 1.10 Terms of downward adjustment to the Conversion Price;
 - 1.11 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;

- 1.12 Terms of redemption;
 - 1.13 Terms of sale back;
 - 1.14 Entitlement to dividend in the year of conversion;
 - 1.15 Method of the Issuance and target subscribers;
 - 1.16 Subscription arrangement for the existing A Shareholders;
 - 1.17 Matters relating to the meetings of Bondholders;
 - 1.18 Use of proceeds;
 - 1.19 Management and deposit for proceeds raised;
 - 1.20 Rating; and
 - 1.21 Validity period of the Issuance plan
- 2. To consider and approve the resolution on the plan for the Issuance of A Share Convertible Corporate Bonds to non-specific investors
 - 3. 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

By Order of the Board
CGN Power Co., Ltd.*
Yin Engang
*Chief Financial Officer, Joint
Company Secretary and Board
Secretary*

The PRC, July 5, 2024

As at the date of this notice, the Board of the Company comprises Mr. Gao Ligang as an executive Director; Mr. Yang Changli, Ms. Li Li, Mr. Pang Songtao, Mr. Feng Jian and Mr. Liu Huanbing as non-executive Directors; Mr. Wong Ming Fung, Mr. Li Fuyou and Ms. Xu Hua as independent non-executive Directors.

* *For identification purpose only*

Notes:

- a) All resolutions put to the vote at the H Shareholders' Class Meeting 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") (the "Hong Kong 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 Hong Kong Listing Rules.
- b) Closure of the register of members and the eligibility for attending and voting at the H Shareholders' Class Meeting

In order to determine the list of Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting, the Company's register of members will be closed from Tuesday, July 9, 2024 to Thursday, August 8, 2024, both days inclusive, during which period no transfer of H Shares of the Company will be effected. The Shareholders whose names appear on the Company's register of shareholders on Tuesday, July 9, 2024 shall be entitled to attend and vote at the H Shareholders' Class Meeting. In order to be eligible for attending and voting at the H Shareholders' Class Meeting, all transfer documents of H Shares together with relevant share certificates and other appropriate documents shall be sent for registration to the H Share Registrar of the Company, namely, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on Monday, July 8, 2024.

- c) Reply slip

The Shareholders who intend to attend and vote at the H Shareholders' Class Meeting (in person or by a proxy) shall complete the reply slip enclosed in the circular, and return it for registration by hand, by mail or by fax on or before Thursday, July 18, 2024 to the H Share Registrar of the Company at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders). Completion and return of the reply slip will not preclude you from attending or voting at the H Shareholders' Class Meeting.

- d) Proxy

Any Shareholder entitled to attend and vote at the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting.

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. 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, Wan Chai, Hong Kong (in case of H Shareholders) at least 24 hours before the scheduled time for holding of the H Shareholders' Class Meeting or any adjournment thereof (as the case may be).

After the completion and return of the form of proxy, you can attend and vote in person at the H Shareholders' Class Meeting 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 at the H Shareholders' Class Meeting as the only holder entitled to vote. If more than one registered joint holders attend the H Shareholders' Class Meeting 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.

e) Miscellaneous

- (i) The Company's Shareholders or their proxies shall present their identity documents when attending the H Shareholders' Class Meeting (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 H Shareholders' Class Meeting (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 H Shareholders' Class Meeting is expected to last for no more than 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:

17M Floor,
Hopewell Centre, No. 183 Queen's Road East,
Wan Chai,
Hong Kong
Tel: (852) 2862 8628
Fax: (852) 2865 0990

Address of the Company's headquarters in the PRC:

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