

Unless otherwise defined in this announcement, terms defined in the prospectus dated 19 September 2014 (the “**Prospectus**”) issued by CGN Meiya Power Holdings Co., Ltd. (the “**Company**”) have the same meanings when used in this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not an offer of securities for sale in the United States. Securities may not be offered, sold or delivered in the United States except pursuant to Rule 144A or an exemption from registration requirements under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). The Hong Kong Public Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.

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In connection with the Global Offering, Morgan Stanley Asia Limited (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the day on which the Shares commence trading on the Stock Exchange (the “**Listing Date**”). However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action. The stabilizing action which may be taken by the Stabilizing Manager, its affiliates or any person acting for it may include primary and ancillary stabilizing action such as purchasing or agreeing to purchase any of the Shares, exercising the Over-allotment Option, stock borrowing, establishing a short position in the Shares, liquidating long positions in the Shares or offering or attempting to do any such actions. Any market purchases will be effected in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules. Any such stabilizing action is required to be brought to an end on Friday, 24 October 2014, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. A public announcement will be made on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.cgnmeiyapower.com within seven days after the expiration of the stabilization period in compliance with the Securities and Futures (Price Stabilizing) Rules. No such stabilizing action can be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Friday, 24 October 2014, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, and demand for the Shares and the price of the Shares could fall.



CGN MEIYA POWER HOLDINGS CO., LTD.

中國廣核美亞電力控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 1811)

(1) FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

AND

**(2) CLARIFICATION OF ADDRESS OF PRINCIPAL SHARE REGISTRAR
AND TRANSFER OFFICE IN BERMUDA**

The Company announces that, on 22 October 2014, the Over-allotment Option described in the Prospectus were fully exercised by the Joint Global Coordinators on behalf of the International Underwriters in respect of an aggregate of 155,090,000 Shares (the “**Over-allotment Shares**”), representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering to, among others, cover over-allocations in the International Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$1.71 per Share (exclusive of brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%), being the Offer Price per Offer Share under the Global Offering. Further announcement will be made by the Company after the end of the stabilization period.

(1) FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that, on 22 October 2014, the Over-allotment Option described in the Prospectus was fully exercised by the Joint Global Coordinators on behalf of the International Underwriters in respect of an aggregate of 155,090,000 Shares (the “**Over-allotment Shares**”), representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering to, among others, cover over-allocations in the International Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$1.71 per Share (exclusive of brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%), being the Offer Price per Offer Share under the Global Offering. The Over-allotment Shares will be used to facilitate the return of the 155,090,000 borrowed Shares to CGNPC Huamei Investment Limited under the Stock Borrowing Agreement, which have been used to cover over-allocations in the International Offering.

Approval for the listing and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of such Over-allotment Shares are expected to occur on the Main Board of the Stock Exchange at 9:00 a.m. on 27 October 2014.

The shareholding structure of the Company immediately before and immediately after the completion of the issue and allotment by the Company of the Over-allotment Shares is as follows:

Shareholders	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of shares	Approximate percentage of the Company's issued share capital	Number of shares	Approximate percentage of the Company's issued share capital
CGNPC Huamei Investment Limited	3,101,800,000 ^(Note)	75%	3,101,800,000	72.3%
Public shareholders	<u>1,033,934,000</u>	<u>25%</u>	<u>1,189,024,000</u>	<u>27.7%</u>
TOTAL	<u>4,135,734,000</u>	<u>100%</u>	<u>4,290,824,000</u>	<u>100%</u>

Note: this includes the 155,090,000 Shares lent to Morgan Stanley & Co. International plc under the Stock Borrowing Agreement.

The additional net proceeds of approximately HK\$256.4 million from the issue of the Over-allotment Shares after deducting the underwriting commissions, transaction levy and trading fee relating to the exercise of the Over-allotment Option will be used by the Company for the purposes set out in the section headed “Future Plans and Use of Proceeds From The Global Offering” in the Prospectus on a pro-rata basis.

Immediately after the allotment and issue of the Over-allotment Shares, at least 25% of the total issued share capital of the Company will be held by the public in compliance with the requirements under Rule 8.08(1)(a) of the Listing Rules.

A further announcement will be made by the Company after the end of the stabilization period in connection with the Global Offering pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

(2) CLARIFICATION OF ADDRESS OF PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

The Company would like to clarify that the address of the principal share registrar, MUFG Fund Services (Bermuda) Limited, and transfer office of the Company in Bermuda, should be as follows:

The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

The Company's branch register of members is still maintained by Tricor Investor Services Limited in Hong Kong at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

By order of the Board
CGN Meiya Power Holdings Co., Ltd.
Wat Chi Ping Isaac
Company Secretary

Hong Kong, 22 October 2014

As the date of this announcement, the executive Director of the Company is Mr. Lin Jian (President), the non-executive Directors of the Company are Mr. Chen Sui (Chairman), Mr. Chen Qiming, Mr. Chen Huijiang, Mr. Dai Honggang, Mr. Lin Beijing and Mr. Xing Ping and the independent non-executive Directors of the Company are Mr. Shen Zhongmin, Mr. Leung Chi Ching Frederick, Mr. Fan Ren Da Anthony, and Mr. Wang Susheng.