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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)

**POLL RESULTS OF 2015 ANNUAL GENERAL MEETING HELD
ON MAY 27, 2016 AND
PAYMENT OF ANNUAL FINAL DIVIDEND**

The board of directors (the “**Board**”) of CGN Power Co., Ltd. (the “**Company**”) is pleased to announce that the 2015 annual general meeting (the “**AGM**”) of the Company was held on Friday, May 27, 2016. All resolutions set out below were duly passed by way of open ballot at the AGM.

The Company will pay an annual final dividend in cash around Wednesday, July 13, 2016 to the Shareholders whose names appear on the register of members of the Company on Wednesday, June 8, 2016, being the record date. The cash dividend in respect of the year 2015 shall be denominated and declared in Renminbi (“**RMB**”) at RMB0.042 per Share (inclusive of tax).

Reference is made to the notice of the AGM and the circular of the Company dated April 8, 2016 (the “**Circular**”). Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the AGM of the Company was held at 10:30 a.m. on Friday, May 27, 2016 at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong.

As at the date of the AGM, the issued Shares of the Company, i.e. the total number of Shares entitling the holders to attend the AGM and vote on any resolutions proposed at the meeting was 45,448,750,000 Shares, comprising 34,285,125,000 Domestic Shares and 11,163,625,000 H Shares.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, there were no restrictions on any Shareholders to cast votes on any of the resolutions at the AGM, and there were no Shares entitling the holders to attend the AGM and could vote only against the resolutions proposed at the meeting. No party had indicated his or her intention in the Circular to vote against the resolutions proposed at the AGM or abstain from voting.

Shareholders or their proxies who represent a total of 37,916,677,961 voting Shares of the Company, representing approximately 83.43% of the total issued share capital of the Company as at the date of the AGM, attended the AGM.

The AGM was legally and validly convened in compliance with the requirements of the PRC Company Law, relevant PRC laws and regulations, the Listing Rules and the Articles of Association. The AGM was chaired by Mr. Zhang Shanming, the Chairman and non-executive Director of the Company.

POLL RESULTS OF THE AGM

At the AGM, the following resolutions were considered and approved by way of open ballot, and the poll results are as follows:

Ordinary Resolutions ⁽¹⁾		Number of votes and percentage of total number of votes		
		For	Against	Abstain ⁽²⁾
1	To consider and approve the report of the Board of the Company for the year ended 31 December 2015	37,911,722,961 (99.986932%)	3,000 (0.000008%)	4,952,000 (0.013060%)
2	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2015	37,911,662,961 (99.986774%)	5,000 (0.000013%)	5,010,000 (0.013213%)
3	To consider and approve the annual report of the Company for the year 2015	37,911,660,961 (99.986768%)	3,000 (0.000008%)	5,014,000 (0.013224%)
4	To consider and approve the audited financial statements for the year ended 31 December 2015	37,911,664,961 (99.986779%)	3,000 (0.000008%)	5,010,000 (0.013213%)

Ordinary Resolutions ⁽¹⁾		Number of votes and percentage of total number of votes		
		For	Against	Abstain ⁽²⁾
5	To consider and approve the profit distribution plan for the year ended 31 December 2015	37,912,460,961 (99.988878%)	5,000 (0.000013%)	4,212,000 (0.011109%)
6	To consider and approve the investment plan and capital expenditure budget for the year 2016	37,912,444,961 (99.988836%)	5,000 (0.000013%)	4,228,000 (0.011151%)
7	To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the domestic and international auditors of the Company, respectively, for the year 2016 until the close of the next annual general meeting of the Company, and to authorize the Board to determine their remuneration	37,912,294,961 (99.988440%)	112,000 (0.000296%)	4,271,000 (0.011264%)
8	To consider and approve the remuneration of the directors and supervisors of the Company for the year 2016			
8.1	Mr. Gao Ligang	37,912,174,961 (99.988124%)	17,000 (0.000045%)	4,486,000 (0.011831%)
8.2	Mr. Na Xizhi	37,912,420,961 (99.988773%)	17,000 (0.000045%)	4,240,000 (0.011182%)
8.3	Mr. Hu Yiguang	37,912,420,961 (99.988773%)	17,000 (0.000045%)	4,240,000 (0.011182%)
8.4	Mr. Francis Siu Wai Keung	37,912,420,961 (99.988773%)	17,000 (0.000045%)	4,240,000 (0.011182%)
8.5	Mr. Yang Lanhe	37,912,417,961 (99.988765%)	20,000 (0.000053%)	4,240,000 (0.011182%)
8.6	Mr. Chen Rongzhen	37,912,417,961 (99.988765%)	20,000 (0.000053%)	4,240,000 (0.011182%)
8.7	Mr. Cai Zihua	37,912,170,961 (99.988113%)	22,000 (0.000058%)	4,485,000 (0.011829%)
8.8	Mr. Wang Hongxin	37,912,146,961 (99.988050%)	22,000 (0.000058%)	4,509,000 (0.011892%)

Special Resolutions ⁽¹⁾		Number of votes and percentage of total number of votes		
		For	Against	Abstain ⁽²⁾
9	To consider and approve the registration of ultra-short-term debentures issue in the PRC, and the issuance within the validity period of the registered amounts	37,912,424,961 (99.988783%)	34,000 (0.000090%)	4,219,000 (0.011127%)
10	To consider and approve the amendments to the Procedural Rules of Board of Directors as set out in the Company's AGM circular dated 8 April 2016	37,912,453,961 (99.988860%)	18,000 (0.000047%)	4,206,000 (0.011093%)
11	To consider and approve the amendments to the Articles of Association as set out in the Company's AGM circular dated 8 April 2016	37,912,453,961 (99.988860%)	18,000 (0.000047%)	4,206,000 (0.011093%)
12	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	36,504,227,484 (96.274857%)	1,408,171,477 (3.713858%)	4,279,000 (0.011285%)

Notes: (1) Please refer to the Circular for the full text of the resolutions.

(2) In counting the voting results for a resolution, waived votes were not regarded as votes with voting rights and abstained votes were regarded as votes with voting rights.

As the above ordinary resolutions nos. 1 to 8 were approved by more than one half majority, these ordinary resolutions were duly passed.

As the above special resolutions nos. 9 to 12 were approved by more than two-thirds majority, these special resolutions were duly passed.

Save as the above resolutions nos. 1 to 12, the Company did not receive any motions raised by any Shareholders, individually or jointly, holding 3% or more of the Shares carrying voting rights of the Company.

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar, acted as the scrutineer for the vote-counting at the AGM and performed calculations to obtain the above poll results based on the completed and signed poll voting forms collected by the Company. According to the Procedural Rules of General Meeting of the Company, Mr. Pan Yinsheng, a Supervisor of the Company and two Shareholder representatives also participated in vote-counting and scrutineering.

Payment of Annual Final Dividend

As approved by the Shareholders at the AGM, the Board is pleased to announce the following details in respect of the payment of final dividend for the year ended December 31, 2015 to the Shareholders:

The Company will pay an annual final dividend in cash around Wednesday, July 13, 2016 to the Shareholders whose names appear on the register of members of the Company on Wednesday, June 8, 2016, being the record date. The cash dividend in respect of the year 2015 shall be denominated and declared in RMB at RMB0.042 per Share (inclusive of tax). Such dividend will be paid to holders of Domestic Shares in RMB and will be denominated in RMB and paid to holders of H Shares in Hong Kong dollar. The exchange rate of RMB against Hong Kong dollar is the median of the exchange rate between RMB against Hong Kong dollar as published by the People's Bank of China as at the date of the AGM (i.e. HK\$1 to RMB0.84331), i.e. a cash dividend of HK\$0.04980 per Share (inclusive of tax) will be paid to holders of H Shares.

For the matters regarding the taxation relating to the payment of the annual final dividend and the closure of register of members, please refer to the Circular.

By order of the Board
CGN Power Co., Ltd. *
Zhang Shanming
Chairman

The PRC, May 27, 2016

As at the date of this announcement, the Board of the Company comprises Mr. Gao Ligang as executive Director; Mr. Zhang Shanming, Mr. Zhang Weiqing, Mr. Shi Bing, Mr. Xiao Xue and Mr. Zhuo Yuyun, as non-executive Directors; Mr. Na Xizhi, Mr. Hu Yiguang and Mr. Francis Siu Wai Keung, as independent non-executive Directors.

** For identification purpose only*