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中國廣核電力股份有限公司
CGN Power Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1816)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**Extraordinary General Meeting**”) of CGN Power Co., Ltd. (the “**Company**”) will be held at 10:30 a.m. on Wednesday, November 16, 2016 at Marina Room, 2/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments or supplements:

Unless otherwise stated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated September 30, 2016 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the Share Transfer Agreement (as defined in the Circular and with further details set out therein) and the transactions contemplated thereunder.
2. To consider and approve the 2016 General Services Framework Agreement (as defined in the Circular and with further details set out therein), the non-exempt continuing connected transactions contemplated thereunder, and the proposed annual caps for each of the three years ending December 31, 2018.
3. To consider and approve the supplemental agreement dated September 25, 2016 to the 2014 Engineering Services Framework Agreement (as defined in the Circular and with further details set out therein), the non-exempt continuing connected transactions contemplated thereunder, and the proposed revised annual caps for each of the four years ending December 31, 2019.
4. To consider and approve the supplemental agreement dated September 25, 2016 to the 2014 Nuclear Fuel Supply and Services Framework Agreement (as defined in the Circular and with further details set out therein), the non-exempt continuing connected transactions contemplated thereunder, and the proposed revised annual caps for each of the eight years ending December 31, 2023.

SPECIAL RESOLUTIONS

1. I. To consider and approve the Mid- to Long-term Bonds Issue (as defined in the Circular) and the transactions contemplated thereunder, with the major terms and proposed scope thereof set out in the Circular; and

II. To consider and approve the authorization of the chief financial officer of the Company to decide on and deal with all relevant matters in relation to the implementation of the Mid- to Long-term Bonds Issue in accordance with the major terms as set out in the Circular.
2. To consider and approve the extension of the closing date of the relevant authorization period for the Short-term Debentures Issue as approved by the resolution of shareholders at the third EGM of 2014 from December 31, 2016 to May 15, 2017.

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

The PRC, September 30, 2016

** For identification purposes only*

Notes:

1. All resolutions put to the vote at the Extraordinary General 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 Listing Rules, and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Each shareholder entitled to attend and vote at the Extraordinary General Meeting or its adjournment (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more issued Shares more than one) proxy to attend and vote, on a poll, in his/her/its stead in accordance with the Articles of Association of the Company. A proxy needs not be a shareholder.

3. A form of proxy for use at the Extraordinary General Meeting and reply slip is issued and published by the Company on September 30, 2016. Whether or not you intend to attend the Extraordinary General Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed on the form of proxy issued and published by the Company as soon as possible but in any event not less than 24 hours before the time appointed for convening the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjourned meeting thereof if you so wish. In such event, your form of proxy will be deemed to have been revoked.
4. In the case of holders of H Shares, a form of proxy together with any power of attorney or other authorisation documents (if any) under which it is signed or a notarized copy of that power of attorney or authorization documents must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in the case of holders of Domestic Shares, to the office of the Board at the headquarters of the Company at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Futian District, Shenzhen, Guangdong Province, PRC, no later than 24 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof, in order to be valid.
5. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Extraordinary General 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 Extraordinary General 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 in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
6. The register of Shareholders will be closed from Tuesday, October 18, 2016 to Wednesday, November 16, 2016, both days inclusive, during which period no transfer of the H Shares will be effected. In order to determine the list of Shareholders who are entitled to attend and vote at the Extraordinary General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of holders of H Shares), or the office of the Board at the headquarters of the Company in the PRC at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Futian District, Shenzhen, Guangdong Province, PRC (in the case of holders of Domestic Shares) no later than 4:30 p.m. on Monday, October 17, 2016.
7. If the H Shareholders intend to attend the Extraordinary General Meeting in person or by proxy, they shall complete the enclosed reply slip for the Extraordinary General Meeting and return it, by hand or by post, to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or by fax (852)2865-0990 on or before Thursday, October 27, 2016.
8. If the Domestic Shareholders intend to attend the Extraordinary General Meeting in person or by proxy, they shall complete the enclosed reply slip for the Extraordinary General Meeting and return it, by hand or by post, to the office of the Board at the headquarters of the Company in the PRC at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Futian District, Shenzhen, Guangdong Province, PRC or by fax ((86)755-83699089) on or before Thursday, October 27, 2016.
9. The Extraordinary General Meeting is expected to take less than half a day. Shareholders who attend the Extraordinary General Meeting shall be responsible for their own travel and accommodation expenses.
10. The address of the office of the Board at the Company's headquarters in the PRC is as follows:

18/F, South Tower, CGN Building, No. 2002, Shennan Road,
Futian District, Shenzhen, Guangdong Province, PRC
Contact: Gao Kefu
Telephone: (86)755-84431212

As at the date of this announcement, the Board of the Company comprises Mr. Gao Ligang as executive Director; Mr. Zhang Shanming, 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.