



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)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON WEDNESDAY, NOVEMBER 16, 2016**

Number of shares in respect of the form of proxy	
Class of shares in respect of the form of proxy (Domestic Shares or H Shares)	

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note 3)</sup> Domestic Shares/H Shares <sup>(note 2)</sup> of  
RMB1.00 each in the sharecapital of CGN Power Co., Ltd. (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE  
MEETING** <sup>(note 4)</sup> or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the Extraordinary General Meeting of the Company (the "Meeting") and any adjourned meeting thereof to 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 purposes of considering and, if thought fit, passing the resolutions <sup>(note 5)</sup> 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, terms defined in the notice of the Meeting dated September 30, 2016 in connection with the resolutions below shall have the same meaning when used herein.

	Ordinary Resolutions <sup>(note 5)</sup>	For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>	Abstain <sup>(note 6)</sup>
1.	To consider and approve the Share Transfer Agreement and the transactions contemplated thereunder			
2.	To consider and approve the 2016 General Services Framework Agreement, 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, 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, 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 <sup>(note 5)</sup>	For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>	Abstain <sup>(note 6)</sup>
1.	I. To consider and approve the Mid- to Long-term Bonds Issue and the transactions contemplated thereunder, with the major terms and proposed scope thereof set out in the Circular 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			

	Special Resolutions <sup>(note 5)</sup>	For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>	Abstain <sup>(note 6)</sup>
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			

Date: \_\_\_\_\_ Signature(s) <sup>(Note 7)</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) (in Chinese and English, as shown in the register of members) and registered address(es) to be inserted in **BLOCK CAPITALS**.
2. Please delete the class of shares not applicable.
3. Please insert the class and 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).
4. 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 at a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. The full text of the resolutions are set out in the circular for the Meeting dated September 30, 2016, together with which this form of proxy will be sent to shareholders of the Company. Any shareholder who wishes to appoint a proxy shall refer to the content of such circular first.
6. **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 convening the Meeting.
7. 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.
8. In the case of holders of H Shares and 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in 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 Meeting or any adjournment thereof. 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, your form of proxy will be deemed to have been revoked.
9. Shareholders or their proxies attending the Meeting shall present their identity documents.
10. A proxy need not be a Shareholder of the Company but must attend the Meeting in person to represent the Shareholder.
11. 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*