



CGN NEW ENERGY HOLDINGS CO., LTD.

中國廣核新能源控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 1811)

Proxy form for use at the Annual General Meeting to be held on Thursday, 31 May 2018

Capitalized terms shall have the same meanings as those defined in the circular of CGN New Energy Holdings Co., Ltd. (the "Company") dated 20 April 2018.

I/We, (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ ordinary shares of HK\$0.0001 each in the capital of
the Company, hereby appoint the chairman of the meeting or (Notes 3 and 4) _____
of _____
as my/our proxy to attend for me/us on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Boardroom 3-4,
Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 31 May 2018 at 10:00 a.m. and at such meeting (or
at any adjournment thereof) to vote for me/us and in my/our name(s) as directed below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (Note 5)		FOR (Note 6)	AGAINST (Note 6)
1.	To receive and consider the audited consolidated financial statements of the Company, the Report of the Directors and the Independent Auditor's Report for the year ended 31 December 2017		
2.	To declare a final dividend for the year ended 31 December 2017		
3.	(a) To re-elect Mr. Chen Sui as a non-executive director of the Company		
	(b) To re-elect Mr. Li Yilun as an executive director of the Company		
	(c) To re-elect Mr. Yao Wei as a non-executive director of the Company		
	(d) To re-elect Mr. Dai Honggang as a non-executive director of the Company		
	(e) To re-elect Mr. Xing Ping as a non-executive director of the Company		
	(f) To re-elect Mr. Zhang Dongxiao as an independent non-executive director of the Company		
	(g) To authorize the Board to fix the Directors' remuneration		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor and authorize the Board to fix its remuneration		
5.	To grant a general mandate to the Directors to repurchase Shares		
6.	To grant a general mandate to the Directors to issue Shares		
7.	To extend the Issue Mandate by adding thereto the number of Shares repurchased by the Company pursuant to the Repurchase Mandate		

Dated _____ 2018 Shareholder's signature (Note 7) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
- A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and vote on his behalf. A proxy need not be a Shareholder.
- If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" and insert the name and address of proxy desired in the space provided.
- The full text of the resolutions are set out in the notice of the Annual General Meeting contained in the circular of the Company dated 20 April 2018 which is sent to the Shareholders together with this proxy form.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to abstain or vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Where there are joint registered holders of any Share, any one of such persons may vote at the Annual General Meeting, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share, shall alone be entitled to vote in respect thereof.
- In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is duly signed or a certified copy of that power of attorney or authority must be completed, signed and deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- The resolutions will be determined by way of a poll.
- Any alterations made in this form should be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which includes your and your appointed proxy's name and mailing address. Your supply of Personal Data is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions (the "Purposes"). The Company may not be able to effect the appointment of your proxy (or proxies) and voting instructions unless you provide us with your and your proxy's Personal Data. Your or your proxy's Personal Data may be disclosed or transferred to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's Personal Data will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of your or your proxy's Personal Data can be made in accordance with the provisions of the PDPO and any such request should be made in writing to the Privacy Compliance Officer of Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.