



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)

**FORM OF PROXY FOR
2023 SECOND EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MONDAY, OCTOBER 9, 2023**

Number of Shares in respect of the form of proxy	
Class of Shares in respect of the form of proxy	H Shares

I/We^(Note 1)(Chinese and English name): _____
of _____
being the registered holder(s) of _____^(Note 2) H Shares of RMB1.00 each
in the share capital of CGN Power Co., Ltd.* (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**^(Note 3)
or _____
of _____

as my/our proxy to attend and act for me/us at the 2023 second extraordinary general meeting of the Company (the “Meeting”) and any adjourned meeting thereof to be held at 2:50 p.m. on Monday, October 9, 2023 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC for the purposes of considering and, if thought fit, passing the resolutions^(Note 4) 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, capitalised terms used herein and the following resolutions shall have the same meanings as those defined in the circular for the Meeting dated August 28, 2023.

Resolutions with the adoption of cumulative voting ^(Note 5)				
Ordinary Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the re-election and appointment of Directors			
1.1	To approve Mr. Yang Changli as a non-executive Director			
1.2	To approve Mr. Gao Ligang as an executive Director			
1.3	To approve Ms. Li Li as a non-executive Director			
1.4	To approve Mr. Pang Songtao as a non-executive Director			
1.5	To approve Mr. Feng Jian as a non-executive Director			
1.6	To approve Mr. Liu Huanbing as a non-executive Director			
2	To consider and approve the re-election and appointment of independent non-executive Directors			
2.1	To approve Mr. Wong Ming Fung as an independent non-executive Director			
2.2	To approve Mr. Li Fuyou as an independent non-executive Director			
2.3	To approve Ms. Xu Hua as an independent non-executive Director			
3	To consider and approve the re-election and appointment of non-employee representative Supervisors			
3.1	To approve Mr. Shi Weiqi as a non-employee representative Supervisor			
3.2	To approve Ms. Pang Xiaowen as a non-employee representative Supervisor			
3.3	To approve Mr. Zhang Baishan as a non-employee representative Supervisor			
Resolution without the adoption of cumulative voting ^(Note 5)				
Ordinary Resolution ^(Note 4)		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
4	To consider and approve the remuneration plan for Directors of the fourth session of the Board of Directors and Supervisors of the fourth session of the Supervisory Committee during their term of office			

Date: _____

Signature(s)^(Note 6): _____

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 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).
 3. 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 in a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
 4. The full text of the resolutions is set out in the circular for the Meeting dated August 28, 2023. Any Shareholder who wishes to appoint a proxy shall refer to the content of the circular for the Meeting first.
 5. **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.
 - i. Resolutions 1(1)-1(6) (i.e. re-election and appointment of executive and non-executive Directors) will be counted by cumulative votes at the Meeting, i.e. you will have six times the number of votes you represent and you may cast all or part of your votes for one or all of the six candidates for Director under this resolution, as long as your cumulative votes not exceed six times the number of shares you represent; otherwise, all your votes on this resolution will be deemed invalid and you will be deemed to have waived your right to vote. For example, if you hold 100 shares, you will have a total of 600 voting shares in resolutions 1(1)-1(6). Of these 600 shares, you can cast 100 shares per Director candidate; or you can cast all 600 shares to a Director candidate; or cast any number of votes for any candidate in resolutions 1(1)-1(6), provided that the number of votes cast for any candidate alone shall not exceed 600 and the cumulatively total votes of resolutions 1(1)-1(6) shall not exceed 600; and so on. Cumulative vote resolutions do not set Against votes or Abstain votes.
 - ii. Resolutions 2(1)-2(3) (i.e. re-election and appointment of independent non-executive Directors) will be counted by cumulative votes at the Meeting, i.e. you will have three times the number of votes equal to the number of shares you represent and you may cast all or part of your votes for one or all of the three candidates for Director under this resolution, as long as your cumulative votes cast not exceed three times the number of shares you represent; otherwise, all your votes on this resolution will be deemed invalid and you will be deemed to have waived your right to vote. For example, if you hold 100 shares, you will have a total of 300 voting shares in resolutions 2(1)-2(3). Of these 300 shares, you can cast 100 shares in each Director candidate; or cast all 300 shares in one Director candidate; or cast any number of votes for any candidate in resolutions 2(1)-2(3), provided that the number of votes cast for any candidate alone shall not exceed 300 and the cumulatively total votes of resolutions 2(1)-2(3) shall not exceed 300; and so on. Cumulative vote resolutions do not set Against votes or Abstain votes.
 - iii. Resolutions 3(1)-3(3) (i.e. re-election and appointment of non-employee representative Supervisors of the Supervisory Committee) will be counted cumulative votes at the Meeting, i.e. you will have three times the number of votes equal to the number of shares you represent and you may cast all or part of your votes for one or all of the three candidates for Supervisor under this resolution, as long as your cumulative votes cast not exceed three times the number of shares you represent; otherwise, all your votes on this resolution will be deemed invalid and you will be deemed to have waived your right to vote. For example, if you hold 100 shares, you will have a total of 300 voting shares in resolutions 3(1)-3(3). Of these 300 shares, you can cast 100 shares in each Supervisor candidate; or cast all 300 shares in one Supervisor candidate; or cast any number of votes for any candidate in resolutions 3(1)-3(3), provided that the number of votes cast for any candidate alone shall not exceed 300 and the cumulatively total votes of resolutions 3(1)-3(3) shall not exceed 300; and so on. Cumulative vote resolutions do not set Against votes or Abstain votes.
- Please note that if your votes for one or all of candidates for executive Director, non-executive Director, independent non-executive Director or Supervisor exceed the total number of votes corresponding to your Shares, all your votes will be deemed invalid and you will be deemed to have automatically waived. If your votes for one or all of candidates for executive Director, non-executive Director, independent non-executive Director or Supervisor are less than the total number of votes corresponding to your Shares, your votes will be deemed valid and the number of votes you have not cast will be deemed to be automatically waived. For example, if you hold 100 Shares, you will hold a total of 600 voting Shares in resolutions 1(1)-1(6), and (i) if you cast "600" "For" votes for a Director candidate, all your votes will be used and you will not be able to vote for other Director candidates. At the same time, if you vote again (except 0 vote) in the other options in resolution 1(1)-1(6), all of your votes in resolution 1(1)-1(6) will be considered invalid; or (ii) if you cast "For" votes of "100" Shares in resolution 1(1)-1(6) for each of the five executive Director and non-executive Director candidates, and cast "50" Shares of "For" votes for the other Director candidate, the 550 voting Shares will be valid and the remaining 50 votes will be deemed to be automatically waived.
- Candidates for Director/Supervisor who obtain more than half of the votes represented by the Shareholders attending the Meeting (assuming that cumulative votes are not used) will be elected as Directors/Supervisors.
6. 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.
 7. To be valid, this 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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be). Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. In such event, the instrument appointing a proxy will be deemed to have been revoked.
 8. Shareholders or their proxies attending the Meeting shall present their identity documents.
 9. A proxy need not be a Shareholder of the Company but must attend the Meeting in person to represent the Shareholder.
 10. 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 in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).