THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CGN Power Co., Ltd.***, you should at once hand this circular together with the form of proxy and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND (2) NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 8 of this circular.

The Company is scheduled to convene the EGM at 2:45 p.m. on Monday, August 3, 2026 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you are able to attend and vote at the EGM, you are requested to complete and return (i) the accompanying reply slip in accordance with the instructions printed thereon on or before Monday, July 27, 2026 to the H Share Registrar; and (ii) the accompanying form of proxy in accordance with the instructions printed thereon 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 (as the case may be) to the H Share Registrar. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment should you so wish.

* *For identification purposes only*

July 10, 2026

CONTENTS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"A Share(s)"	ordinary shares issued by the Company and denominated in RMB with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange
"A Shareholder(s)"	holder(s) of A Shares
"Articles of Association"	the articles of association of CGN Power Co., Ltd.*
"Board"	the board of Directors of the Company
"Company" or "our Company"	CGN Power Co., Ltd.* (中國廣核電力股份有限公司), a joint stock company with limited liability established in the PRC on March 25, 2014, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 1816), and the A Shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 003816)
"connected person(s)"	has/have the meaning ascribed thereto under the Hong Kong Listing Rules
"controlling shareholder"	has the meaning ascribed thereto under the Hong Kong Listing Rules
"Director(s)"	director(s) of the Company
"EGM"	the 2026 second extraordinary general meeting of the Company to be held at 2:45 p.m. on Monday, August 3, 2026 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC
"H Share(s)"	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars
"H Share Registrar"	Computershare Hong Kong Investor Services Limited
"H Shareholder(s)"	holder(s) of H Shares
"HKD"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules" or "Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	July 8, 2026, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
"PRC"	the People's Republic of China, excluding, for the purpose of this circular only, Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC, and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended or supplemented from time to time)
"Share(s)"	A Share(s) and H Share(s)
"Shareholder(s)"	shareholder(s) of the Company
"subsidiary(ies)"	has the meaning ascribed to it under the Hong Kong Listing Rules
"substantial shareholder(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules

The English names of the PRC entities in this circular are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese name shall prevail. For any inconsistency between the English and Chinese versions of appendices of this circular, the Chinese version shall prevail.

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)

Executive Director:
Mr. Pang Songtao

Non-executive Directors:
Mr. Yang Changli *(Chairman)*
Ms. Li Li
Mr. Feng Jian
Mr. Liu Huanbing

Independent non-executive Directors:
Mr. Wong Ming Fung
Mr. Li Fuyou
Ms. Xu Hua

Registered Office and Headquarters in the PRC:
18/F, South Tower, CGN Building
No. 2002 Shennan Road
Shenzhen, Guangdong Province
The PRC

Principal Place of Business in Hong Kong:
40/F, Dah Sing Financial Center
248 Queen's Road East
Wanchai
Hong Kong

Dear Shareholders,

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND (2) NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The Company is scheduled to convene the EGM at 2:45 p.m. on Monday, August 3, 2026 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

The purpose of this circular is to provide you with details of the EGM; and the resolution to be proposed to Shareholders to consider and approve as an ordinary resolution at the EGM and provide all reasonably required information to enable the Shareholders to make an informed decision on when voting on the resolution. Such resolution and details are set out in section III of this letter from the Board.

II. MATTER TO BE RESOLVED AT THE EGM

Ordinary Resolution

To consider and approve the appointment of independent non-executive Directors

III. ORDINARY RESOLUTION

To consider and approve the appointment of independent non-executive Directors

The fourth session of the Board received the written resignation reports from Mr. Li Fuyou ("**Mr. Li**") and Ms. Xu Hua ("**Ms. Xu**"), independent non-executive Directors of the Company, on June 29, 2026. Pursuant to the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) of the China Securities Regulatory Commission and other relevant requirements, an independent non-executive director shall not serve consecutively for more than six years at the same listed company. As Mr. Li will soon have served consecutively as an independent non-executive Director of the Company for six years, he has applied to resign from his positions as an independent non-executive Director of the Company, the chairman of the nomination committee of the Board, a member of the audit and risk management committee of the Board and a member of the nuclear safety committee of the Board. Ms. Xu has applied to resign from her positions as an independent non-executive Director of the Company, the chairman of the audit and risk management committee of the Board, a member of the remuneration committee of the Board and a member of the nomination committee of the Board due to her personal career development plan.

As the resignation of Mr. Li and Ms. Xu will result in the number of independent non-executive Directors of the Company accounting for less than one-third of the members of the Board, pursuant to the requirements under the relevant laws, regulations, regulatory documents and the Articles of Association, Mr. Li and Ms. Xu will continue to perform the relevant duties of independent non-executive Directors and members of the specialized committees of the Board, and their resignations will take effect from the date on which new independent non-executive Directors are elected at the EGM.

After their resignations take effect, Mr. Li and Ms. Xu will no longer hold any position in the Company. Mr. Li and Ms. Xu have each confirmed that, during their tenure of service, they had no disagreement with the Company or the Board, and there is no other matter in relation to their respective resignations that needs to be brought to the attention of the Hong Kong Stock Exchange and the shareholders of the Company. As at the Latest Practicable Date, Mr. Li and Ms. Xu do not hold any shares of the Company and have no outstanding public undertakings.

The Board proposed the appointment of Mr. Cheng Wei ("**Mr. Cheng**") and Mr. Peng Yi ("**Mr. Peng**") as independent non-executive Directors of the Company. The nomination committee of the fourth session of the Board (the "**Nomination Committee**") has assessed and reviewed the qualifications and independence of Mr. Cheng and Mr. Peng, and Mr. Cheng and Mr. Peng have respectively confirmed that: (i) each of them meets all the independence criteria set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) each of them has no past or present financial or other interest in the business of the Company or its subsidiaries, nor any connection with any core connected person of the Company as defined under the Listing Rules; and (iii) there are no other factors that may affect their independence at the time of their nomination. Mr. Cheng and Mr. Peng have each obtained a certificate for independent director training recognized by the Shenzhen Stock Exchange. The Nomination Committee and the Board are of the view that Mr. Cheng and Mr. Peng have satisfied the independence requirements, and that their qualifications and independence have been reviewed by the Shenzhen Stock Exchange with no objection raised.

The Board is also of the view that the expertise and experience of Mr. Cheng in the power industry and Mr. Peng in finance will make a positive contribution to the Company's strategies, policies and performance. Mr. Cheng and Mr. Peng have extensive experience in their respective fields and possess different skills, knowledge and experience. The Board believes that they have the necessary character, integrity and experience, and considers that they will continue to contribute to the diversity of the Board and effectively discharge the duties of independent non-executive Directors.

Pursuant to Rule 13.51(2) of the Listing Rules, biographical details of the Directors required to be disclosed are set out as follows:

Mr. Cheng, born in March 1965, is a candidate for independent non-executive Director. He holds a bachelor's degree and is a senior engineer. Mr. Cheng has extensive experience in engineering construction, power grids and corporate management. From August 1997 to December 2008, he successively served as deputy manager, chief economist and general manager of Henan Electric Power Transmission and Transformation Construction Co., Ltd.* (河南送變電建設有限公司). From December 2008 to June 2009, he served as the director of the infrastructure department of Henan Electric Power Company of State Grid Corporation of China. From June 2009 to January 2012, he served as the deputy director of the infrastructure department of State Grid Corporation of China. From January 2012 to March 2016, he served as deputy general manager of China Electric Power Equipment and Technology Co., Ltd.* (中國電力技術設備有限公司). From March 2016 to December 2017, he successively served as deputy general manager, general manager and director of the DC construction branch of State Grid Corporation of China. From December 2017 to September 2021, he served as chairman of Pinggao Group Co., Ltd.* (平高集團有限公司), and concurrently served as chairman of Henan Pinggao Electric Co., Ltd.* (河南平高電氣股份有限公司), a company listed on the Shanghai Stock Exchange with the stock code of 600312.SH. From September 2021 to May 2025, he served as deputy general manager of China Electrical Equipment Group Co., Ltd.* (中國電氣裝備集團有限公司).

Mr. Peng, born in September 1962, is a candidate for independent non-executive Director. He holds a bachelor's degree in engineering and a doctorate degree in economics, and is a senior accountant. Mr. Peng has extensive experience in financial management, corporate management and supervision. From August 1998 to September 2000, he served as executive director of Wuhan High Technology Venture Development Co., Ltd.* (武漢高技術創業發展股份有限公司). From September 2000 to June 2003, he successively served as assistant to the general manager, deputy chief economist, deputy general manager, chief economist and person in charge of finance of Wuhan Kaidi Electric Power Co., Ltd.* (武漢凱迪電力股份有限公司). From June 2003 to September 2005, he served as chairman of the board of Wuhan Kaidi Blue Sky Technology Co., Ltd.* (武漢凱迪藍天科技有限公司). From September 2005 to September 2006, he served as deputy general manager of China National Coal Group Corporation* (中國中煤能源集團有限公司). From September 2006 to September 2008, he served as executive director, executive vice president and chief financial officer of China Coal Energy Company Limited* (中國中煤能源股份有限公司), a company listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange with the stock codes of 601898.SH and 01898.HK, respectively. From September 2008 to August 2023, he successively served as chief accountant, deputy general manager, director and general manager of China National Coal Group Corporation* (中國中煤能源集團有限公司). From October 2010 to August 2023, he concurrently served as vice chairman of the board, non-executive director and executive director of China Coal Energy Company Limited* (中國中煤能源股份有限公司).

As at the Latest Practicable Date, save as disclosed above, Mr. Cheng and Mr. Peng each has confirmed that: (i) they do not have any relationship with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or its subsidiaries; (ii) they do not hold any other position in the Company or its subsidiaries and did not hold any directorship or supervisorship in any other companies listed in Hong Kong or overseas in the last three years; (iii) they do not have any other major appointments or professional qualifications; (iv) they do not have or are not deemed to have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) there is no other matter with respect to their appointment that needs to be brought to the attention of the shareholders of the Company or the Hong Kong Stock Exchange or that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Pursuant to the Articles of Association, the Board will propose an ordinary resolution at the EGM to appoint Mr. Cheng and Mr. Peng as independent non-executive Directors of the Company, and voting will be conducted by way of cumulative voting.

Subject to the approval of the appointment of Mr. Cheng and Mr. Peng at the EGM, the Company will enter into service agreements with Mr. Cheng and Mr. Peng, which will take effect from the date on which the appointment is considered and approved by the shareholders at the EGM, with a term of office ending on the date of expiration of the fourth session of the Board of the Company. The remuneration of Mr. Cheng and Mr. Peng will be determined in accordance with the remuneration plan for the term of office of Directors of the fourth session of the Board approved at the 2023 second extraordinary general meeting. The annual remuneration shall be RMB100,000 where the annual performance evaluation result is excellent; RMB80,000 where the evaluation result is good; and RMB60,000 where the evaluation result is basically competent or below.

Pursuant to the Articles of Association and the relevant laws, regulations and systems of the PRC, upon approval at the EGM, the total number of Directors who concurrently serve as senior management of the Company and Directors who are employee representatives on the Board shall not exceed one-half of the total number of Directors.

The Board approved that the following changes to the compositions of the specialized committees of the Board shall take effect from the date on which the appointments of Mr. Cheng and Mr. Peng are approved at the EGM, with a term ending on the date of expiration of the fourth session of the Board: (i) Mr. Cheng shall serve as the chairman of the nomination committee of the fourth session of the Board, a member of the audit and risk management committee of the Board and a member of the nuclear safety committee of the Board; (ii) Mr. Peng shall serve as the chairman of the audit and risk management committee of the Board, a member of the remuneration committee of the Board and a member of the nomination committee of the Board; and (iii) Mr. Yang Changli, the chairman of the Board, shall retire as a member of the nomination committee of the Board of the Company, and Ms. Li Li, a Director, shall take his place.

IV. THE EGM

The Company will convene the EGM at 2:45 p.m. on Monday, August 3, 2026 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, to pass the resolution in respect of the matters set out in the notice of the EGM. A form of proxy and a reply slip have been published on the Company's website and the HKEXnews website of the Hong Kong Stock Exchange on July 10, 2026. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. If you intend to attend the EGM (in person or by proxy), you are required to complete and return the accompanying reply slip(s) to the H Share Registrar on or before Monday, July 27, 2026.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form(s) of proxy in accordance with the instructions printed thereon. For H Shareholders, the form(s) of proxy should be returned to the H Share Registrar, namely Computershare Hong Kong Investor Services Limited, in person or by post as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof.

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting, and completion and return of the reply slip(s) do not affect the right of a Shareholder to attend and vote at the relevant meeting.

A Shareholders may vote on-site or by proxy, or through the Internet. For the voting method and registration method of participating in the EGM, please refer to the relevant announcement of the Company dated July 10, 2026 as published on the website of the Shenzhen Stock Exchange.

Voting by Poll at the EGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the EGM must be taken by poll. The chairman of the EGM will therefore demand a poll for every resolution proposed at the EGM pursuant to Article 98 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) at the EGM shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote is not required to use all his/her votes or cast all the votes he/she has in the same manner.

Closure of Register of Members and Eligibility for Attending and Voting at the EGM

In order to ascertain the entitlements of the Shareholders to attend and vote at the EGM, the register of H Shareholders of the Company will be closed from Tuesday, July 28, 2026 to Monday, August 3, 2026 (both days inclusive), during which period no transfer of H Shares will be effected. Shareholders whose names appear on the register of members of the Company on Monday, August 3, 2026 (i.e. record date) will be entitled to attend and vote at the EGM.

To be eligible to attend and vote at the EGM, all transfer documents of H Shares together with relevant share certificates and other appropriate documents shall be sent for registration to the H Share Registrar, namely Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong before 4:30 p.m. on Monday, July 27, 2026.

V. RECOMMENDATIONS

The Board (including the independent non-executive Directors) is of the view that the resolution to be proposed at the EGM is in the interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

By order of the Board
CGN Power Co., Ltd.*
Yin Engang
Chief Financial Officer, Joint Company Secretary and Board Secretary

The PRC, July 10, 2026

* *For identification purposes only*

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)

NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2026 second extraordinary general meeting (the "**EGM**") of CGN Power Co., Ltd.* (the "**Company**") will be held at 2:45 p.m. on Monday, August 3, 2026 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the appointment of independent non-executive Directors

    1.1 To approve the appointment of Mr. Cheng Wei as an independent non-executive Director

    1.2 To approve the appointment of Mr. Peng Yi as an independent non-executive Director

By order of the Board
CGN Power Co., Ltd.*
Yin Engang
Chief Financial Officer, Joint Company Secretary and Board Secretary

The PRC, July 10, 2026

As at the date of this notice, the Board of the Company comprises Mr. Pang Songtao as an executive Director; Mr. Yang Changli, Ms. Li Li, Mr. Feng Jian and Mr. Liu Huanbing as non-executive Directors; and Mr. Wong Ming Fung, Mr. Li Fuyou and Ms. Xu Hua as independent non-executive Directors.

* *For identification purposes only*

Notes:

a) All resolutions put to the vote at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to a purely procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities (the "**Hong Kong Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"), and the results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Hong Kong Listing Rules.

b) Closure of the register of members and the eligibility for attending and voting at the EGM

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the Company's register of members will be closed from Tuesday, July 28, 2026 to Monday, August 3, 2026, both days inclusive, during which period no transfer of H Shares of the Company will be effected. The Shareholders whose names appear on the Company's register of shareholders on Monday, August 3, 2026 (ie. the record date) shall be entitled to attend and vote at the EGM. In order to be eligible for attending and voting at the EGM, all transfer documents of H Shares together with relevant share certificates and other appropriate documents shall be sent for registration to the H Share Registrar of the Company, namely, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on Monday, July 27, 2026.

c) Reply slip

The Shareholders who intend to attend and vote at the EGM (in person or by a proxy) shall complete the reply slip enclosed in the circular, and return it for registration by hand, by mail or by fax on or before Monday, July 27, 2026 to the H Share Registrar of the Company at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders). Completion and return of the reply slip will not preclude you from attending or voting at the EGM.

d) Proxy

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (if the Shareholder holds two or more issued shares of the Company with a nominal value of RMB1.00 each), whether such person is a shareholder of the Company or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The proxy concerned must be appointed with a form of proxy. The form of proxy concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the form of proxy shall be affixed with the seal of the legal person or signed by its director or a representative duly authorized in writing. If the form of proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized and served at the same time as the form of proxy. The form of proxy of the Shareholders' proxy shall be served to the H Share Registrar of the Company at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders) at least 24 hours before the scheduled time for holding of the EGM or any adjournment thereof (as the case may be).

After the completion and return of the form of proxy, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any Shares, one of the registered joint holders can vote on such Shares in person or by a proxy at the EGM as the only holder entitled to vote. If more than one registered joint holders attend the EGM in person or by a proxy, only the vote of the person whose name appears first in the register of members relating to the joint holders (in person or by a proxy) will be accepted as the only vote of the joint holders.

e) Miscellaneous

(i) The Company's Shareholders or their proxies shall present their identity documents when attending the EGM (or any adjournment thereof). If the legal representative of corporate Shareholders or any other persons officially authorized by the corporate Shareholders are present at the EGM (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).

(ii) The EGM is expected to last for no more than half of a working day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.

(iii) Address of Computershare Hong Kong Investor Services Limited:

17M Floor
Hopewell Centre, No. 183 Queen's Road East
Wan Chai
Hong Kong
Tel: (852) 2862 8628
Fax: (852) 2865 0990

Address of the Company's headquarters in the PRC:

18/F, South Tower, CGN Building
No. 2002 Shennan Road
Shenzhen, Guangdong Province
the PRC
Tel: (86) 755 84430888
Fax: (86) 755 83699089