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 2018 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2018 first domestic shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") of CGN Power Co., Ltd.* (the "**Company**") will be held at 11:30 a.m. on April 24, 2018 (Tuesday) or immediately after the conclusion or adjournment of the H Shareholders' Class Meeting (whichever is the later) at Harbour View Room, 3rd Floor, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong, to consider, if thought fit, pass the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the plan for the A Share Offering;

2. To consider and approve the authorisation to deal with specific matters relating to the A Share Offering;

3. To consider and approve the Proposal on Price Stabilisation of A Shares of the Company for the Three Years after the A Share Offering;

4. To consider and approve the Remedial Measures for Dilution of Current Return as a result of A Share Offering and Undertakings;

5. To consider and approve the Undertakings regarding the Information Disclosed in the Prospectus for the A Share Offering; and

6. To consider and approve the proposals regarding the distribution of accumulated profit prior to the A Share Offering.

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

The PRC, March 9, 2018

* *For identification purpose only*

As at the date of this notice, the Board of the Company comprises Mr. Gao Ligang as executive Director; Mr. Zhang Shanming, Mr. Tan Jiansheng, Mr. Shi Bing, Ms. Zhong Huiling and Mr. Zhang Yong, as non-executive Directors; Mr. Na Xizhi, Mr. Hu Yiguang and Mr. Francis Siu Wai Keung, as independent non-executive Directors.

Notes:

a) All resolutions put to the vote at the Domestic Shareholders' Class 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 Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.

b) Closure of the register of members and the eligibility for attending and voting at the Domestic Shareholders' Class Meeting

In order to determine the list of Domestic Shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting, the Company's register of members will be closed from March 25, 2018 (Sunday) to April 24, 2018 (Tuesday), both days inclusive, during which period no transfer of the shares of the Company will be effected. The Domestic Shareholders whose names appear on Company's register of shareholders on April 24, 2018 (Tuesday) shall be entitled to attend and vote at the Domestic Shareholders' Class Meeting. In order to be eligible for attending and voting at the Domestic Shareholders' Class Meeting, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the headquarter of the Company in the PRC at 18/F, South Tower, CGN Building, No.2002, Shennan Road, Shenzhen, Guangdong Province, PRC before 4:30 p.m. on March 23, 2018 (Friday).

c) Reply slip

The Domestic Shareholders who intend to attend and vote at the Domestic Shareholders' Class Meeting (in person or by a proxy) shall complete the reply slip attached to this circular, and return it by hand, by email or by fax before April 4, 2018 (Wednesday) to the headquarter of the Company in the PRC at 18/F, South Tower, CGN Building, No.2002, Shennan Road, Shenzhen, Guangdong Province, PRC, so that the Company can receive such reply slip 20 days before the Domestic Shareholders' Class Meeting is convened. Completion and return of the reply slip will not preclude you from attending or voting at the Domestic Shareholders' Class Meeting.

However, in the event that the Domestic Shareholders do not return reply slips, and the reply slips suggest that the number of Shares with voting rights represented by those Domestic Shareholders intending to attend the Domestic Shareholders' Class Meeting fails to reach more than half of the total number of Shares with rights to vote at the Domestic Shareholders' Class Meeting of the Company, the Domestic Shareholders' Class Meeting may be postponed.

d) Proxy

Any Domestic Shareholder entitled to attend and vote at the Domestic Shareholders' Class Meeting is entitled to appoint one or more persons (if the Domestic 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 Domestic Shareholders' Class Meeting.

The proxy concerned must be appointed with a power of attorney. The power of attorney 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 power of attorney shall be affixed with the seal of the legal person or signed by its director or a representative duly authorized in writing. If the power of attorney of the 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 power of attorney. The power of attorney of the Shareholders' proxy shall be served to the headquarter of the Company in the PRC at 18/F, South Tower, CGN Building, No.2002, Shennan Road, Shenzhen, Guangdong Province, PRC in 24 hours before the scheduled time for holding of the Domestic Shareholders' Class Meeting or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the Domestic Shareholders' Class Meeting 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 Domestic Shares, one of the registered joint holders can vote on such Domestic Shares in person or by a proxy as the only holder entitled to vote. If one or more registered joint holders attend the Domestic Shareholders' Class Meeting 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 Domestic Shareholders or their proxies shall present their identity documents when attending the Domestic Shareholders' Class Meeting (or any adjournment thereof). If the legal representative of corporate Domestic Shareholders or any other persons officially authorized by the corporate Domestic Shareholders are present at the Domestic Shareholders' Class Meeting (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 case may be).

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

(iii) Address of the headquarter of the Company in the PRC:

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

f) The details about the aforesaid resolutions proposed for the consideration and approval at the Domestic Shareholders' Class Meeting are set out in the circular of the Domestic Shareholders' Class Meeting dated March 9, 2018. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular.