
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 with the proxy form 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) APPROVAL OF REPORT ON
THE USE OF PREVIOUSLY RAISED FUNDS
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING**

The letter from the Board is set out on pages 3 to 6 of this circular.

The Company will convene the EGM at 3:00 p.m. on Monday, September 17, 2018 at Room 410, South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC. The notice of the EGM is set out in Appendix III to this circular.

If you intend to appoint a proxy to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar (in the case of H Shareholders) or to the headquarters of the Company in the PRC (in the case of Domestic Shareholders) not less than 24 hours before the time scheduled for holding the EGM or any adjournment thereof (as the case may be). If you intend to attend the EGM in person or by proxy, you are requested to complete the enclosed reply slip in accordance with the instructions printed thereon and return the same to the H Share Registrar (in the case of H Shareholders) or to the headquarters of the Company in the PRC (in the case of Domestic Shareholders) on or before Tuesday, August 28, 2018. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM, or any adjournment thereof should you so wish.

* For identification purposes only

July 31, 2018

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — REPORT ON THE USE OF PREVIOUSLY RAISED FUNDS	I-1
APPENDIX II — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	II-1
APPENDIX III — NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING	III-1

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	CGN Power Co., Ltd.* (中國廣核電力股份有限公司), a joint stock company with limited liability incorporated 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)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“EGM” or “2018 Second Extraordinary General Meeting”	the 2018 second extraordinary general meeting of the Company to be held on Monday, September 17, 2018 for approval of the Report on the Use of Previously Raised Funds and the proposed amendments to the Articles of Association
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share(s)”	overseas-listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each and listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	the holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Report on the Use of Previously Raised Funds”	the report on the use of previously raised funds of CGN Power Co., Ltd. prepared by the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company

In case of any discrepancy between the Chinese version and the English version of this circular (including its appendices), the Chinese version shall prevail.

LETTER FROM THE BOARD



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 Directors:

Mr. Gao Ligang

Non-executive Directors:

Mr. Zhang Shanming (*Chairman*)

Mr. Tan Jiansheng

Mr. Shi Bing

Ms. Zhong Huiling

Mr. Zhang Yong

Independent non-executive Directors:

Mr. Na Xizhi

Mr. Hu Yiguang

Mr. Francis Siu Wai Keung

*Registered office and headquarters
in the PRC:*

18/F, South Tower

CGN Building

No. 2002 Shennan Road

Shenzhen, Guangdong Province

PRC

Principal Place of Business in Hong Kong:

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

Dear Shareholders,

**(1) APPROVAL OF REPORT ON
THE USE OF PREVIOUSLY RAISED FUNDS
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The Company will convene the EGM on Monday, September 17, 2018, a notice thereof is set out on pages III-1 to III-3 of this circular, at which resolutions will be proposed to approve the Report on the Use of Previously Raised Funds and the proposed amendments to the Articles of Association.

In accordance with relevant laws, regulations and the Articles of Association, the abovementioned resolutions have been reviewed and approved by the Board, the Report on the Use of Previously Raised Funds will be submitted for Shareholders' consideration and approval at the EGM as an ordinary resolution, and the proposed amendments to the Articles of Association will be submitted for Shareholders' consideration and approval at the EGM as a special resolution.

LETTER FROM THE BOARD

The purpose of this circular is to set out the notice of the EGM and to provide you with the details of the aforesaid resolutions.

II. REPORT ON THE USE OF PREVIOUSLY RAISED FUNDS

In accordance with the Regulations on the Report of the Use of Previously Raised Proceeds (Zheng Jian Fa Xing Zi [2007] No. 500) (《關於前次募集資金使用情況報告的規定》(證監發行字[2007]500號)) issued by the CSRC, if a listed company applies for issuance of securities, and there are previously raised proceeds which have been received for less than five financial years, the Board is required to compile a report on the use of previously raised funds and resolve on such report, and to submit the report to the general meeting for approval. An accounting firm shall issue an assurance report on the Report on the Use of Previously Raised Funds prepared by the Board.

Upon verification of the use of previously raised funds, the Company prepared the Report on the Use of Previously Raised Funds. Deloitte Touche Tohmatsu Certified Public Accountants LLP conducted an audit and inspection on the Company's use of funds raised previously and issued the audit report on the Report on the Use of Previously Raised Funds.

The full text of the Report on the Use of Previously Raised Funds is set out in Appendix I to this circular.

III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Please refer to the Company's announcement dated July 25, 2018 in relation to the proposed amendments of the Articles of Association.

China National Nuclear Corporation, a founding shareholder of the Company, has transformed into a wholly state-owned company according to the Approval on Relevant Matters of Transformation of China National Nuclear Corporation (Guo Zi Gai Ge [2017] No.1127) (《關於中國核工業集團公司改制有關事項的批覆》(國資改革[2017]1127號)) issued by State-owned Assets Supervision and Administration Commission of the State Council, and has changed its company name from China National Nuclear Corporation (中國核工業集團公司) to China National Nuclear Corporation (中國核工業集團有限公司) after the transformation. As such, relevant contents in the Articles of Association shall be adjusted accordingly.

In addition, the Company will propose that the Board shall be authorised by the general meeting to delegate to the chairman of the Board and/or the president to, for the purpose of such amendments, make adjustments and amendments to the Articles of Association (including but not limited to the adjustments and amendments with respect to wording, sections, terms and effective conditions) according to relevant laws, administrative regulations, regulations of authorities, regulatory documents and changes in relevant policies or requirements and suggestions of the relevant regulatory departments and actual conditions of such amendments, and file with company registration authorities and other relevant government departments.

LETTER FROM THE BOARD

The above amendments are subject to consideration and approval at the EGM by way of special resolution and shall take effect and be implemented after being approved at the EGM.

The full text of the above amendments is set out in Appendix II to this circular.

IV. THE EGM

The Company will convene the EGM at 3:00 p.m. on Monday, September 17, 2018 at Room 410, South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC, to consider and, if thought fit, approve the matters set out in the notice of the EGM. The form of proxy and the reply slip have been sent in accordance with the Listing Rules on Tuesday, July 31, 2018. The notice of the EGM is set out in Appendix III to 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 attached to this circular in accordance with the instructions printed thereon. If you intend to attend the EGM (in person or by a proxy), you are required to complete and return the accompanying reply slip to the H Share registrar (in the case of H Shareholders) or to the headquarters of the Company in the PRC (in the case of Domestic Shareholders) on or before Tuesday, August 28, 2018.

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

As a non-registered Shareholder (i.e. your Shares are held through an intermediary/a nominee), you may give your instructions to your intermediary/nominee to vote on your behalf or appoint you as a corporate representative to attend and vote at the EGM.

V. VOTING AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the EGM must be taken by poll.

VI. CLOSURE OF REGISTER OF MEMBERS, AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM

In order to ascertain the list of Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Saturday, August 18, 2018 to Monday, September 17, 2018 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Monday, September 17, 2018, shall be entitled to attend and vote at the EGM. To be eligible to attend and vote at the EGM, all transfer documents together with relevant share certificates and other appropriate documents must be lodged for registration at the headquarters of the Company in the PRC at 18/F, South Tower, CGN

LETTER FROM THE BOARD

Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC (in the case of Domestic Shareholders), or the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H Shareholders) no later than 4:30 p.m. on Friday, August 17, 2018.

VII. RECOMMENDATIONS

The Board (including the independent non-executive Directors) is of the opinion that each ordinary and special resolution to be proposed at the EGM is in the interests of the Company and its Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favor of all the resolutions to be proposed at the EGM.

VIII. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendices I to III to this circular.

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

The PRC, July 31, 2018

* *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)

REPORT ON THE USE OF PREVIOUSLY RAISED FUNDS

I. Basis of preparation

The Board of CGN Power Co., Ltd. (the “Company”) has prepared the Report on the Use of Previously Raised Funds as of June 30, 2018 in accordance with the requirements of “Rules on the Report on the Use of Previously Raised Funds” (Zheng Jian Fa Xing Zi [2007] No. 500) (《關於前次募集資金使用情況報告的規定》(證監發行字[2007]500號)) promulgated by CSRC.

II. Amount, time of receipt and deposit status of previously raised funds

As approved by the Notice on Approval of Issuing Overseas Listed Foreign Shares by CGN Power Co., Ltd. (Zheng Jian Xu Ke [2014] No. 1165) (《關於核准中國廣核電力股份有限公司發行境外上市外資股的批覆》(證監許可[2014]1165號)) from CSRC, the Company issued overseas listed foreign shares (“H Shares”) on The Stock Exchange of Hong Kong Limited on December 10, 2014 for the first time. On December 22, 2014, after the exercise of the Over-allotment Option, the Company issued a total of 10,148,750,000 H Shares at a price of HK\$2.78 per share. The total proceeds amounted to HK\$28,214,463,236.13 (including interest income of HK\$938,236.13), which is equivalent to RMB22,270,939,326.29 based on the median exchange rate between Hong Kong dollars and RMB published by the People's Bank of China on the date of transferring the proceeds into accounts. After deducting underwriting fees, receiving bank charges, securities registration fees and transaction fees relating to the public offering of HK\$694,626,314.67 (equivalent to RMB548,299,585.09), the Company has actually received proceeds from H Shares mentioned above of HK\$27,519,836,921.46 (equivalent to RMB21,722,639,741.20); after netting off other issuing expenses paid by the Company of RMB119,105,220.04, the net proceeds actually raised amounted to RMB21,603,534,521.16.

As at December 22, 2014, the Company had received all the above funds and such funds have been verified by capital verification reports (Document No: De Shi Bao (Yan) Zi (15) No. 0003 and De Shi Bao (Yan) Zi (15) No. 0004) issued by Deloitte Touche Tohmatsu Certified Public Accountants LLP.

The Company deposited the aforesaid funds raised into a specialized account with the Bank of China (Hong Kong) Limited. The account number is 012-875-1-242961-7. The initial deposited amount was HK\$27,519,836,921.46 (equivalent to RMB21,722,639,741.20).

APPENDIX I REPORT ON THE USE OF PREVIOUSLY RAISED FUNDS

As of June 30, 2018, the balance of the proceeds amounted to RMB1,316,999,390.69 (including the balance of unutilised proceeds amounting to RMB1,195,601,623.87 and accumulated interests and foreign exchange gains and losses amounting to RMB121,397,766.82) and was deposited in the following accounts:

Opening Bank	Account No.	Original currency amount	RMB Equivalent (Note)
Bank of China (Hong Kong) Limited	012-875-1-242961-7	HKD9,086,596.01	7,660,909.10
Industrial and Commercial Bank of China (Asia) Limited	072-861600100222	HKD176,092.99	148,464.00
		USD153,778,786.06	1,017,492,715.84
		RMB84,470.81	84,470.81
China Construction Bank Corporation, Hong Kong Branch	671-067522250	RMB4,640.40	4,640.40
Industrial and Commercial Bank of China Limited, Shenzhen Branch	4000023029201455518	RMB17,324,782.49	17,324,782.49
	4000023029201459374	HKD0.00	0.00
China Development Bank Corporation, Shenzhen Branch	44301560042483500000	RMB101,349.79	101,349.79
	44303440040044080000	RMB0.00	0.00
Shanghai Pudong Development Bank Co., Ltd, Shenzhen Branch	79170155200009013	RMB249,650,817.37	249,650,817.37
	79171355200000212	HKD192,505.12	162,301.07
Bank of China Limited, Guangdong Branch	725065114335	HKD1,111.50	937.11
	632765115342	RMB0.00	0.00
Total			<u>1,292,631,387.98</u>

Note: As at June 30, 2018, the balance of the proceeds amounted to RMB 1,316,999,390.69 and the balance of the aforesaid funds deposited in the special accounts was equivalent to RMB 1,292,631,387.98. The differences of RMB 24,368,002.71 were funds invested to the Company's subsidiaries for research and development activities, for which the subsidiaries has not paid out externally.

APPENDIX I REPORT ON THE USE OF PREVIOUSLY RAISED FUNDS

III. Reconciliation table of the use of previously raised funds

Unit: RMB million

Total funds raised (note 1):	21,603.5	Cumulative total funds used:	20,407.9
		Annual breakdown:	
Total funds raised for other purposes:	—	2014:	—
Percentage of total funds raised for other purposes:	—	2015:	19,763.3
		2016:	297.9
		2017:	233.4
		Period from January 1, 2018 to June 30, 2018	113.3

No.	Investment project		Total investment with the raised funds		Accumulated investment with the raised funds as of the cut-off date				Difference between actual investment amount and investment amount committed after fund-raising	Date on which the project reached the working condition for its intended use (stage of Completion as at the cut-off date)
	Committed investment project	Actual investment project	Investment amount committed before fund-raising	Investment amount committed after fund-raising	Actual investment amount	Investment amount committed before fund-raising (note 2)	Investment amount committed after fund-raising (note 2)	Actual investment amount		
1	Acquisition of 60% of the equity interest in Taishan Nuclear Power Industry Investment Co., Ltd. and 12.5% of the equity interest in Taishan Nuclear Power Joint Venture Co., Ltd.	Acquisition of 60% of the equity interest in Taishan Nuclear Power Industry Investment Co., Ltd. and 12.5% of the equity interest in Taishan Nuclear Power Joint Venture Co., Ltd.	9,700.2	9,700.2	9,700.2	9,700.2	9,700.2	9,700.2	—	Units 1 and 2 of Taishan Nuclear Power Station are under construction.
2	Capital expenditure related payments for nuclear power stations under construction-Yangjiang Nuclear Power Station and Ningde Nuclear Power Station	Capital expenditure related payments for nuclear power stations under construction-Yangjiang Nuclear Power Station and Ningde Nuclear Power Station	4,889.0	4,889.0	4,889.0	4,889.0	4,889.0	4,889.0	—	(1) Units 1, 2, 3 and 4 of Yangjiang Nuclear Power Station commenced commercial operation on March 25, 2014, June 5, 2015, January 1, 2016 and March 15, 2017, respectively; Units 5 and 6 are under construction; (2) Units 1, 2, 3 and 4 of Ningde Nuclear Power Station commenced commercial operation on April 15, 2013, May 4, 2014, June 10, 2015 and July 21, 2016, respectively.
3	Research and development activities	Research and development activities	888.9	888.9	660.0	888.9	888.9	660.0	228.9	Carry out as planned.

APPENDIX I REPORT ON THE USE OF PREVIOUSLY RAISED FUNDS

No.	Investment project		Total investment with the raised funds			Accumulated investment with the raised funds as of the cut-off date			Difference between actual investment amount and investment amount committed after fund-raising	Date on which the project reached the working condition for its intended use (stage of Completion as at the cut-off date)
	Committed investment project	Actual investment project	Investment amount committed before fund-raising	Investment amount committed after fund-raising	Actual investment amount	Investment amount committed before fund-raising (note 2)	Investment amount committed after fund-raising (note 2)	Actual investment amount		
4	Repay a portion of the mid-term notes originally issued by China General Nuclear Power Corporation and assigned to the Company in the Reorganization and used as working capital	Repay a portion of the mid-term notes originally issued by China General Nuclear Power Corporation and assigned to the Company in the Reorganization and used as working capital	1,333.4	1,333.4	1,333.4	1,333.4	1,333.4	1,333.4	—	The Company repaid a portion of the mid-term notes originally issued by China General Nuclear Power Corporation and assigned to the Company in the Reorganization amounting to RMB1,330.0 million on January 5, 2015. RMB3.4 million was used as working capital.
5	Expand our business into overseas markets and enhance our competitiveness globally	Expand our business into overseas markets and enhance our competitiveness globally	966.7	966.7	—	966.7	966.7	—	966.7	The related funds have not been utilized since the Company does not have any overseas projects. It will continue to look for overseas projects that can be invested in and make investments when appropriate.
6	Capital expenditure related payments for nuclear power stations under construction -Taishan Nuclear Power Station and Hongyanhe Nuclear Power Station	Capital expenditure related payments for nuclear power stations under construction -Taishan Nuclear Power Station and Hongyanhe Nuclear Power Station	3,825.3	3,825.3	3,825.3	3,825.3	3,825.3	3,825.3	—	(1) Units 1 and 2 of Taishan Nuclear Power Station are under construction; (2) Units 5 and 6 of Hongyanhe Nuclear Power Station are under construction.
Total			21,603.5	21,603.5	20,407.9	21,603.5	21,603.5	20,407.9	1,195.6	

Note 1: “Total funds raised” is presented based on “net proceeds actually raised”

Note 2: “Investment amount committed before fund-raising” and “investment amount committed after fund-raising” under “accumulated investment with the raised funds as of the cut-off date” are presented based on the relevant amounts under “total investment with the raised funds”.

IV. Reconciliation table of the benefits from the projects invested in with previously raised funds

The reconciliation table of the benefits from the projects invested in with previously raised funds cannot be prepared since there was no commitment in relation to the benefits from the projects invested in with previously raised funds in the prospectus relating to the public issuance of H Shares by the Company.

APPENDIX I REPORT ON THE USE OF PREVIOUSLY RAISED FUNDS

V. Comparison between the use of previously raised funds and information disclosed in the regular reports of the Company (as of June 30, 2018)

Unit: RMB million

Project	Actual use of raised funds					Information disclosed in regular reports				
					Period from 1 January 2018 to 30 June 2018					Period from 1 January 2018 to 30 June 2018
	2014	2015	2016	2017	2018	2014	2015	2016	2017	2018
Acquisition of 60% of the equity interest in Taishan Nuclear Power Industry Investment Co., Ltd. and 12.5% of the equity interest in Taishan Nuclear Power Joint Venture Co., Ltd.	—	9,700.2	—	—	—	—	9,700.2	—	—	—
Capital expenditure related payments for nuclear power stations under construction - Yangjiang Nuclear Power Station and Ningde Nuclear Power Station	—	4,889.0	—	—	—	—	4,889.0	—	—	—
Research and development activities	—	69.2	247.5	230.0	113.3	—	69.2	247.5	230.0	113.3

APPENDIX I REPORT ON THE USE OF PREVIOUSLY RAISED FUNDS

Project	Actual use of raised funds					Information disclosed in regular reports				
					Period					Period
	2014	2015	2016	2017	from 1 January 2018 to 30 June 2018	2014	2015	2016	2017	from 1 January 2018 to 30 June 2018
Repay a portion of the mid-term notes originally issued by China General Nuclear Power Corporation and assigned to the Company in the Reorganization and used as working capital	—	1,330.0	—	3.4	—	—	1,330.0	—	3.4	—
Expand our business into overseas markets and enhance our competitiveness globally	—	—	—	—	—	—	—	—	—	—
Capital expenditure related payments for nuclear power stations under construction - Taishan Nuclear Power Station and Hongyanhe Nuclear Power Station	—	3,774.9	50.4	—	—	—	3,774.9	50.4	—	—
Total	<u>—</u>	<u>19,763.3</u>	<u>297.9</u>	<u>233.4</u>	<u>113.3</u>	<u>—</u>	<u>19,763.3</u>	<u>297.9</u>	<u>233.4</u>	<u>113.3</u>

APPENDIX I REPORT ON THE USE OF PREVIOUSLY RAISED FUNDS

VI. Unutilized proceeds

As of June 30, 2018, the Company has unutilized proceeds of equivalent amount converted into RMB1,195,601,623.87, representing 5.53% of the net proceeds. The main reasons why the proceeds have not been fully utilized are: the proceeds used for research and development activities are gradually used in accordance with the research and development schedule of the Company, and the remaining balance will be gradually used for research and development activities as planned; for the proceeds used to expand our business into overseas markets, the related funds have not been utilized since the Company does not have any overseas projects. It will continue to focus on overseas projects that can be invested in and make investments when appropriate. As at June 30, 2018, the differences between the balance of the aforesaid funds deposited in the special accounts and the balance of the proceeds were funds invested to the Company's subsidiaries for research and development activities, for which the subsidiaries has not paid out externally.

CGN Power Co., Ltd.

July 25, 2018



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)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Amended Provisions
Article 1 These Articles of Association are drawn up in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the “Securities Law of the People’s Republic of China”, “Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares” (the “Special Regulations”), “Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas” (“Mandatory Provisions”), “The Letter of Opinions on Supplementary Amendment to Articles of Association of Companies to be Listed in Hong Kong”, “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (“Listing Rules”) and other relevant laws and regulations to maintain the legitimate interests of CGN Power Co., Ltd. (the “Company”) and its Shareholders and creditors, and to regulate the organization and conducts of the Company. The Company is a joint stock limited liability company established in accordance with the Company Law, the Special Regulations and other relevant laws and administrative regulations of the country. As approved by the State-owned Assets Supervision and Administration Commission of the State Council’s State-owned Assets Administration Commission of the State	Article 1 These Articles of Association are drawn up in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the “Securities Law of the People’s Republic of China”, “Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares” (the “Special Regulations”), “Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas” (“Mandatory Provisions”), “The Letter of Opinions on Supplementary Amendment to Articles of Association of Companies to be Listed in Hong Kong”, “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (“Listing Rules”) and other relevant laws and regulations to maintain the legitimate interests of CGN Power Co., Ltd. (the “Company”) and its Shareholders and creditors, and to regulate the organization and conducts of the Company. The Company is a joint stock limited liability company established in accordance with the Company Law, the Special Regulations and other relevant laws and administrative regulations of the country. As approved by the State-owned Assets Supervision and Administration Commission of the State Council’s State-owned Assets Administration Commission of the State

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Council’s Written Reply on the Establishment of CGN Power Co., Ltd. (State-owned Assets Reform No. [2014] 123), the Company was established by way of promotion. It is registered with and has obtained a business license from Market Supervision Administration of Shenzhen Municipality on 25 March 2014 in the People’s Republic of China (“China”, for the purpose of these Articles of Association, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan). The Company’s business license number is: 440301109037551. The promoters of the Company are: China General Nuclear Power Corporation, Guangdong Hengjian Investment Holdings Co., Ltd. and China National Nuclear Corporation.	Council’s Written Reply on the Establishment of CGN Power Co., Ltd. (State-owned Assets Reform No. [2014] 123), the Company was established by way of promotion. It is registered with and has obtained a business license from Market Supervision Administration of Shenzhen Municipality on 25 March 2014 in the People’s Republic of China (“China”, for the purpose of these Articles of Association, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan). The Company’s business license number is: 440301109037551. The promoters of the Company are: China General Nuclear Power Corporation, Guangdong Hengjian Investment Holdings Co., Ltd. and China National Nuclear Corporation (<u>中國核工業集團有限公司</u>).
Article 16 With the approval of the authorities authorized by the State Council, the Company was authorized upon its establishment, to issue 35,300,000,000 shares, all of which were issued to China Guangdong Nuclear Power Group Co., Ltd., Guangdong Hengjian Investment Holding Co., Ltd., and China National Nuclear Corporation, the promoters of the Company, representing 100% of the total number of issued ordinary shares of the Company at the time.	Article 16 With the approval of the authorities authorized by the State Council, the Company was authorized upon its establishment, to issue 35,300,000,000 shares, all of which were issued to China Guangdong Nuclear Power Group Co., Ltd., Guangdong Hengjian Investment Holding Co., Ltd., and China National Nuclear Corporation (<u>中國核工業集團有限公司</u>), the promoters of the Company, representing 100% of the total number of issued ordinary shares of the Company at the time.

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 17 The Company, with the approval of China Securities Regulatory Commission dated 3 November 2014, issued to Foreign Investors 11,163,625,000 Overseas-Listed Foreign-Invested Shares (out of these, 10,148,750,000 shares were newly issued shares of the Company. The promoters transferred 1,014,875,000 shares of the Company they held to the National Council for Social Security Fund, which were converted into Overseas-Listed Foreign-Invested Shares), which were listed on the Hong Kong Stock Exchange on 10 December 2014.

The existing structure of the Company's share capital is as follows: all shares are ordinary shares with 45,448,750,000 shares in total, out of these, 29,176,641,375 shares representing 64.20% of the total number of issued ordinary shares of the Company are held by the promoter, China Guangdong Nuclear Power Group Co., Ltd.; 3,428,512,500 shares representing 7.54% of the total number of issued ordinary shares of the Company are held by Guangdong Hengjian Investment Holding Co., Ltd.; 1,679,971,125 shares representing 3.70% of the total number of issued ordinary shares of the Company are held by China National Nuclear Corporation; 11,163,625,000 shares representing 24.56% of the total number of issued ordinary shares of the Company are held by holders of Overseas-Listed Foreign Shares.

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APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 92 The board of directors shall consist of nine directors, one of which shall be the chairman. China General Nuclear Power Corporation shall recommend four directors, and Guangdong Hengjian Investment Holdings Co., Ltd., and China National Nuclear Corporation shall each recommend one director. The other three directors are independent non-executive directors, and shall be appointed according to the Listing Rules of the Stock Exchange. An independent non-executive director refers to a director who does not hold any position other than directorship in the Company and has no other relationship with the Company or its shareholders.

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Article 94 The list of candidates for directors shall be submitted to the shareholders' general meeting in the form of motion for approval. Both Guangdong Hengjian Investment Holdings Co., Ltd., and China National Nuclear Corporation entitled to nominate one director. The board of directors should inform the shareholders of the resume and basic profiles of the candidates for directors by way of an announcement.

Candidates other than those for independent directors shall be nominated by the board of directors, the supervisory committee or shareholders who individually or jointly hold 3% or more of the Company's voting shares and be elected by the shareholders in shareholders' general meeting.

Candidates for independent directors of the Company shall be nominated by the Company's board of directors, the supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's voting shares and be elected by the shareholders in shareholders' general meeting.

Provided that the relevant laws and administrative rules are observed, a director whose term of office has not yet expired may be removed in shareholders' general meeting by way of ordinary resolution (but the right to lodge a claim under any contract is not affected).

Article 94 The list of candidates for directors shall be submitted to the shareholders' general meeting in the form of motion for approval. Both Guangdong Hengjian Investment Holdings Co., Ltd., and China National Nuclear Corporation (中國核工業集團有限公司) entitled to nominate one director. The board of directors should inform the shareholders of the resume and basic profiles of the candidates for directors by way of an announcement.

Candidates other than those for independent directors shall be nominated by the board of directors, the supervisory committee or shareholders who individually or jointly hold 3% or more of the Company's voting shares and be elected by the shareholders in shareholders' general meeting.

Candidates for independent directors of the Company shall be nominated by the Company's board of directors, the supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's voting shares and be elected by the shareholders in shareholders' general meeting.

Provided that the relevant laws and administrative rules are observed, a director whose term of office has not yet expired may be removed in shareholders' general meeting by way of ordinary resolution (but the right to lodge a claim under any contract is not affected).



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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 second extraordinary general meeting (the “EGM”) of CGN Power Co., Ltd.* (the “Company”) will be held at 3:00 p.m. on Monday, September 17, 2018 at Room 410, South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC, to consider, and if thought fit, pass the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the Report on the Use of Previously Raised Funds.

SPECIAL RESOLUTION

2. To consider and approve the amendments to the Articles of Association.

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

The PRC, July 31, 2018

* *For identification purposes 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 EGM 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.

APPENDIX III NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING

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 Saturday, August 18, 2018 to Monday, September 17, 2018, both days inclusive, during which period no transfer of the shares of the Company will be effected. The Shareholders whose names appear on the Company's register of shareholders on Monday, September 17, 2018 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 together with relevant share certificates and other appropriate documents shall be sent for registration to the headquarters of the Company at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Shenzhen, Guangdong Province, PRC (in case of Domestic Shareholders) or to the H Share Registrar of the Company, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) before 4:30 p.m. on Friday, August 17, 2018.

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 attached to this circular, and return it by hand, by email or by fax on or before Tuesday, August 28, 2018 to the H Share Registrar of the Company at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or to the headquarters of the Company at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Shenzhen, Guangdong Province, PRC (in case of Domestic Shareholders), so that the Company can receive such reply slip 20 days before the EGM is convened. Completion and return of the reply slip will not preclude you from attending or voting at the EGM.

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

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 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 H Share Registrar of the Company at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or to the headquarters of the Company at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Shenzhen, Guangdong Province, PRC (in case of Domestic 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 power of attorney, 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 as the only holder entitled to vote. If one or more 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.

APPENDIX III NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING

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 a 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:

Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel: (852) 2862 8628
Fax: (852) 2865 0990

Address of the headquarters of the Company:

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 EGM are set out in the circular of the EGM dated July 31, 2018. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular.