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)

REVISED FORM OF PROXY FOR THE 2019 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, APRIL 23, 2019

Number of Shares in respect of the form of proxy	
Class of Shares in respect of the form of proxy (Domestic Shares or H Shares)	

I/We (note 1) ______________________________

of ______________________________

being the registered holder(s) of ______________________________ (note 2) Domestic Shares/ H Shares (note 3) of RMB1.00 each in the share capital of CGN Power Co., Ltd. (the "**Company**") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (note 4) or ______________________________

of ______________________________

as my/our proxy to attend and act for me/us at the 2019 first extraordinary general meeting of the Company (the "**EGM**") and any adjourned meeting thereof to be held at 10:00 a.m. on Tuesday, April 23, 2019 at the Grand Ballroom, Lower Level 1, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for the purposes of considering and, if thought fit, passing the resolutions (note 5) as set out in the notice of the EGM and the supplemental notice of the EGM and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below at the EGM (and at any adjourned meeting thereof). Unless otherwise stated, capitalized terms used in this Revised Form of Proxy and the following resolutions shall have the same meanings as those defined in the circular dated March 8, 2019 and the supplemental circular dated March 12, 2019 of the Company.

	Special Resolutions (note 5)	**For** (note 6)	**Against** (note 6)	**Abstain** (note 6)
1.	To consider and approve the extension of validity period of the Plan for the A Share Offering			
2.	To consider and approve the extension of the authorisation to deal with specific matters relating to the A Share Offering granted to the Board by the general meeting			
	Ordinary Resolutions (note 5)	**For** (note 6)	**Against** (note 6)	**Abstain** (note 6)
3.	To consider and approve the Report on the Use of Previously Raised Funds			
4.	To consider and approve the profit distribution plan for the year ended December 31, 2018			

Date: ______________________________ Signature(s) (note 7): ______________________________

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 revised form of proxy relates. If no number is inserted, this revised form of proxy will be deemed to relate to all Shares of the Company registered in your name(s).
3. Please delete the class of Shares not applicable.
4. 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 REVISED FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
5. The full text of the resolutions is set out in the circular for the EGM dated March 8, 2019 and the supplemental circular dated March 12, 2019 which was dispatched to Shareholders of the Company together with the First Form of Proxy for the EGM, together with which this Revised Form of Proxy will be sent to Shareholders of the Company. Any Shareholder who wishes to appoint a proxy shall refer to the content of such circulars first.
6. **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 EGM other than those referred to in the notice convening the EGM and the supplemental notice of the EGM.
7. This revised form of proxy must be signed by you or your attorney duly authorized in writing. In the case of a corporation, this revised 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 revised 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.
8. If you have not returned the First Form of Proxy for the EGM dated March 8, 2019 to the Company, you should complete and sign the attached revised form of proxy which contains the resolutions set out in the notice of the EGM and the supplemental notice of the EGM. In this case, shareholders shall not lodge the First Form of Proxy for the EGM with the Company.
9. In the case of holders of H Shares and to be valid, this Revised 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in case of holders of Domestic Shares, to the office of the Board at the headquarters of the Company at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Futian District, Shenzhen, Guangdong Province, the PRC, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of this revised form of proxy will not preclude you from attending and voting in person at the EGM if you so wish. In such event, your revised form of proxy will be deemed to have been revoked.
10. If you wish to appoint a proxy to attend and vote on your behalf at the EGM and if you have already duly completed and lodged the First Form of Proxy for the EGM with the Company by the closing time, you should note that:
    (a) if no Revised Form of Proxy is lodged with the Company, the First Form of Proxy for the EGM will be treated as a valid form of proxy lodged by you but the proxy so appointed will still be entitled to vote at his discretion on the ordinary resolution set out in the supplemental notice of the EGM;
    (b) if the Revised Form of Proxy is duly completed and is lodged with the Company by the closing time, the Revised Form of Proxy will revoke and supersede the First Form of Proxy for the EGM lodged by you. Such revised form of proxy will be treated as a valid form of proxy lodged by you; and
    (c) if the Revised Form of Proxy is lodged with the Company after the closing time, the revised form of proxy will be invalid and the validity of the First Form of Proxy for the EGM lodged by you will not be affected but the proxy appointed under the First Form of Proxy for the EGM will still be entitled to vote at his discretion on the ordinary resolution set out in the supplemental notice of the EGM.
11. Shareholders or their proxies attending the EGM shall present their identity documents.
12. A proxy need not be a Shareholder of the Company but must attend the EGM in person to represent the Shareholder.
13. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the EGM, 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 EGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Company in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

** For identification purpose only*