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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 advisor.

If you have sold or transferred all your shares in CGN Power Co., Ltd.*, you should at once hand this circular together with the enclosed 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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(1) RE-ELECTION AND APPOINTMENT OF DIRECTORS
**(2) RE-ELECTION AND APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTORS**
(3) RE-ELECTION AND APPOINTMENT OF SUPERVISORS
**(4) REMUNERATION PLAN FOR DIRECTORS AND SUPERVISORS
DURING THEIR TERM OF OFFICE**
AND
**(5) NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL
MEETING**

A letter from the Board is set out on pages 4 to 18 of this circular.

The Company is scheduled to convene the 2023 second extraordinary general meeting at 2:50 p.m. on Monday, October 9, 2023 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC. The notice of the EGM is set out on pages 19 to 21 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 Tuesday, September 19, 2023 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 purpose only

August 28, 2023

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DEFINITIONS

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

“A Shares”	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 the Company, as amended from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“CGN Engineering”	China Nuclear Power Engineering Co., Ltd.*(中廣核工程有限公司), a company with limited liability established in the PRC on November 11, 1997, and a wholly-owned subsidiary of the Company
“CGNPC”	China General Nuclear Power Corporation* (中國廣核集團有限公司), a state-owned enterprise established in the PRC on September 29, 1994 and the controlling shareholder and promoter of the Company, and thus a connected person of the Company, with 81% of its equity interest held by the SASAC, 10% by Guangdong Hengjian Investment Holdings Co., Ltd.* (廣東恒健投資控股有限公司) and 9% by National Council for Social Security Fund
“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 the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company

DEFINITIONS

“EGM”	the 2023 second extraordinary general meeting of the Company 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
“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 Shareholder(s)”	holder(s) of H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	August 24, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended or supplemented from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	A Shares and H Shares
“Shareholder(s)”	shareholder(s) of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

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 this circular, 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 Director:

Mr. Gao Ligang

Non-executive Directors:

Mr. Yang Changli (*Chairman*)

Mr. Shi Bing

Mr. Feng Jian

Mr. Gu Jian

Independent non-executive Directors:

Mr. Li Fuyou

Mr. Yang Jiayi

Mr. Xia Ceming

Mr. Tang Chi Cheung

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:**

31/F, Tower Two Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Dear Shareholders,

- (1) RE-ELECTION AND APPOINTMENT OF DIRECTORS**
**(2) RE-ELECTION AND APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTORS**
(3) RE-ELECTION AND APPOINTMENT OF SUPERVISORS
**(4) REMUNERATION PLAN FOR DIRECTORS AND SUPERVISORS
DURING THEIR TERM OF OFFICE**
AND
(5) NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The Company intends to hold the EGM at 2:50 p.m. on Monday, October 9, 2023 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC. The notice to convene the EGM is set out on pages 19 to 21 of this circular.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with details of the resolutions to be proposed by the Board for Shareholders to consider and approve as ordinary resolutions at the EGM and provide all reasonably required information to enable Shareholders to make an informed decision on whether to vote for or against or abstain from voting at those resolutions. Such resolutions and details are set out in section III of this letter from the Board.

II. MATTERS TO BE RESOLVED AT THE EGM

Ordinary Resolutions

1. To consider and approve the re-election and appointment of Directors
2. To consider and approve the re-election and appointment of independent non-executive Directors
3. To consider and approve the re-election and appointment of non-employee representative Supervisors
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

III. ORDINARY RESOLUTIONS

1. To consider and approve the re-election and appointment of Directors

The third session of the Board was elected at the 2020 first extraordinary general meeting of the Company held on August 5, 2020. Pursuant to the Articles of Association, the term of the third session of the Board expired on August 5, 2023. According to the progress of the nomination for the candidates of the new session of the Board, the Company issued an announcement on June 14, 2023, regarding the postponed election of the new session of the Board and the Supervisory Committee.

As the candidates for Directors of the fourth session of the Board have been recommended, pursuant to the Articles of Association, after qualification review and recommendation by the Nomination Committee, the third session of the Board proposed to re-elect Mr. Yang Changli and Mr. Feng Jian as non-executive Directors and Mr. Gao Ligang as an executive Director. The third session of the Board also proposed to appoint Ms. Li Li, Mr. Pang Songtao and Mr. Liu Huanbing as non-executive Directors.

LETTER FROM THE BOARD

Among members of the third session of the Board, Mr. Shi Bing and Mr. Gu Jian will retire and cease to be candidates for Directors of the fourth session of the Board due to the expiry of their terms of office. Their retirement will take effect upon the appointment of new Directors at the EGM. After making all reasonable enquiries and to the best knowledge and belief of the Directors, each of Mr. Shi Bing and Mr. Gu Jian has confirmed that he has no disagreement with the Board on any issues, and there is no other matter in respect of his retirement that needs to be brought to the attention of the Shareholders or the Hong Kong Stock Exchange.

According to the Articles of Association, the Board will propose the following ordinary resolutions at the EGM:

- (1) To approve Mr. Yang Changli as a non-executive Director
- (2) To approve Mr. Gao Ligang as an executive Director
- (3) To approve Ms. Li Li as a non-executive Director
- (4) To approve Mr. Pang Songtao as a non-executive Director
- (5) To approve Mr. Feng Jian as a non-executive Director
- (6) To approve Mr. Liu Huanbing as a non-executive Director

At the EGM, the appointment of Directors is voted on by way of cumulative voting, separately from the voting for the appointment of independent non-executive Directors.

Should the appointment for the above Director candidates be approved at the EGM, they will form the fourth session of the Board together with the independent non-executive Directors for a term of three years. The Company will enter into a service contract with each Director for the same period as the term of Director's appointment.

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

LETTER FROM THE BOARD

Details of the Directors required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

Mr. Yang Changli (楊長利), born in 1964, is a candidate for non-executive Director. Mr. Yang Changli was appointed as the chairman of the Board and the chairman of the Nuclear Safety Committee of the Board since May 2020. He has a master's degree and is a senior engineer (researcher-level). Mr. Yang Changli has over 30 years of experience in areas including nuclear power, nuclear fuel, R&D of technology as well as safety and quality management. He served as a member of the party leadership group and the deputy general manager of China National Nuclear Corporation from July 2006 to January 2020; and the deputy secretary of the party committee and a director of CGNPC from January 2020 to February 2020. From February 2020 to July 2020, he served as the deputy secretary of the party committee, a director and the general manager of CGNPC. He served as the secretary of the party committee, chairman and the general manager of CGNPC from July 2020 to July 2021. He has served as the secretary of the party committee and the chairman of CGNPC since July 2021.

Mr. Gao Ligang (高立剛), born in 1965, is a candidate for executive Director. Mr. Gao Ligang was appointed as an executive Director and the President of the Company in March 2014. He holds a master's degree and is a senior engineer (researcher-level). Mr. Gao is entitled to special allowance of the State Council. Mr. Gao Ligang has more than 30 years of experience in the nuclear power industry. He worked successively as the chairman of the board of directors and the general manager of Yangjiang Nuclear Power Co., Ltd. from December 2007 to October 2013. He also served as the general manager of Guangdong Taishan Nuclear Co., Ltd. (廣東台山核電有限公司) (currently known as Taishan Nuclear Power Joint Venture Co., Ltd.) from December 2007 to October 2011, and served as the chairman of the board of directors of Taishan Nuclear Power Joint Venture Co., Ltd. (台山核電合營有限公司) from December 2007 to February 2019. Mr. Gao also served as the deputy general manager of CGNPC from April 2011 to March 2014, and the chairman of General Nuclear System Limited (通用核能系統有限公司) from June 2016 to September 2021. He has served as the deputy secretary of the party committee, a director and the general manager of CGNPC since July 2021.

Ms. Li Li (李歷), born in 1969, is a candidate for non-executive Director. She holds a master's degree and professional qualification as a lawyer. Ms. Li Li has more than 30 years of experience in macroeconomics, administrative management, law, supervision of state-owned assets and other areas. She served as an inspector and director-level cadre of the SASAC from February 2013 to July 2021, during which she served as a member of the Standing Committee of the Municipal Party Committee and vice mayor (department-level) in Huanggang, Hubei Province from February 2015 to May 2016. She has served as the deputy secretary of the party committee and director of CGNPC since July 2021, and the deputy secretary of the party committee of the Company since July 2021.

LETTER FROM THE BOARD

Mr. Pang Songtao (龐松濤), born in 1971, is a candidate for non-executive Director. He holds a master's degree and is a senior engineer (researcher-level). Mr. Pang Songtao has more than 30 years of experience in the nuclear power industry. He served as the deputy general manager of the nuclear power operation department of CGNPC and the deputy general manager of China Nuclear Power Operations Co., Ltd. (中廣核核電運營有限公司) from September 2012 to September 2014. He concurrently served as a director of Guangxi Fangchenggang Nuclear Power Co., Ltd. (廣西防城港核電有限公司) from April 2012 to October 2014, and the deputy secretary of the party committee, secretary of the party committee, executive director and general manager of China Nuclear Power Technology Research Institute Co., Ltd. (中核華核電技術研究院有限公司) (renamed as China Nuclear Power Technology Research Institute Co., Ltd. (中廣核研究院有限公司) in November 2015) from September 2014 to June 2017. He also served as the deputy general manager of CGNPC from June 2017 to May 2018, during which he concurrently served as the secretary of the party committee, executive director and general manager of China Nuclear Power Technology Research Institute Co., Ltd. from June 2017 to April 2018, and has served as a member of the standing committee of the party committee and deputy general manager of CGNPC since May 2018.

Mr. Feng Jian (馮堅), born in 1967, is a candidate for non-executive Director. Mr. Feng Jian was appointed as a non-executive Director of the third session of the Board on February 10, 2023. He holds a postgraduate degree and is an accountant. Mr. Feng Jian has extensive experience in corporate management, financial management, investment management and other areas. From October 2012 to August 2021, he successively served as the deputy general manager and vice chairman of Guangdong Hengjian Hezi Medical Industry Co., Ltd. (廣東恒健核子醫療產業有限公司), the executive director and general manager of Zhuhai Hengqin Hengtaian Investment Co., Ltd. (珠海市橫琴恒泰安投資有限公司), the executive director of Guangdong Hengtaian Investment Co., Ltd. (廣東恒泰安投資有限公司), the chairman of Guangdong Agricultural Supply Side Structural Reform Funds Management Co., Ltd. (廣東省農業供給側結構性改革基金管理有限公司). He has served as the deputy general manager of Guangdong Hengjian Investment Holding Co., Ltd. (廣東恒健投資控股有限公司) since August 2021 and the supervisor of China Southern Power Grid Company Limited (中國南方電網有限責任公司) since November 2022.

Mr. Liu Huanbing (劉煥冰), born in 1973, is a candidate for non-executive Director. He holds a master's degree and is a senior accountant (researcher-level). Mr. Liu Huanbing has more than 25 years of experience in financial management, investment and financing management and other areas. He successively served as the director of finance department and the director of budget department of China National Nuclear Corporation from August 2011 to July 2015. He also served as the chief accountant of China Nuclear (Tianjin) Machinery Co., Ltd. (中核(天津)機械有限公司) from July 2015 to October 2020, and the chief accountant of China Nuclear Energy Industry Corporation (中國原子能工業有限公司) from October 2020 to July 2022. He has served as the chief accountant of China Nuclear Power Co., Ltd. (中國核能電力股份有限公司), a nuclear power generation company, the shares of which are listed on the Shanghai Stock Exchange (stock code: 601985), since July 2022.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed above, each of Mr. Yang Changli, Mr. Gao Ligang, Ms. Li Li, Mr. Pang Songtao, Mr. Feng Jian and Mr. Liu Huanbing has confirmed that he/she: (i) does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholder of the Company or its subsidiaries; (ii) does 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) does not have or is 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 (iv) there is no other matter with respect to his/her appointment that needs to be brought to the attention of the Shareholders 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.

2. To consider and approve the re-election and appointment of independent non-executive Directors

The third session of the Board was elected at the 2020 first extraordinary general meeting of the Company held on August 5, 2020. Pursuant to the Articles of Association, the term of the third session of the Board expired on August 5, 2023. According to the progress of the nomination for the candidates of the new session of the Board of Directors, the Company issued an announcement on June 14, 2023, regarding the postponed election of the new session of the Board and the Supervisory Committee.

As the candidates for Directors of the fourth session of the Board have been recommended, pursuant to the Articles of Association, after qualification review and recommendation by the Nomination Committee, the third session of the Board proposed to re-elect Mr. Li Fuyou as an independent non-executive Director of the fourth session of the Board and elect Mr. Wong Ming Fung and Ms. Xu Hua as independent non-executive Directors of the fourth session of the Board. Subsequently, the Company will organize a by-election of an independent non-executive Director in due course according to the selection progress of candidates for independent non-executive Directors of the new session of the Board, or make necessary amendments to the related content in the Articles of Association.

Among members of the third session of the Board, Mr. Yang Jiayi, Mr. Xia Ceming and Mr. Tang Chi Cheung will retire and cease to be candidates for independent non-executive Directors of the fourth session of the Board as their term of office has expired. Their retirement will take effect upon the appointment of new Directors at the EGM. After making all reasonable enquiries and to the best knowledge and belief of the Directors, each of Mr. Yang Jiayi, Mr. Xia Ceming and Mr. Tang Chi Cheung has confirmed that he has no disagreement with the Board on any issues, and there is no other matter in respect of his retirement that needs to be brought to the attention of the Shareholders or the Hong Kong Stock Exchange.

According to the Articles of Association, the Board will propose the following ordinary resolutions at the EGM:

- (1) To approve Mr. Wong Ming Fung as an independent non-executive Director
- (2) To approve Mr. Li Fuyou as an independent non-executive Director
- (3) To approve Ms. Xu Hua as an independent non-executive Director

LETTER FROM THE BOARD

The independent non-executive Directors of the third session of the Board has expressed independent opinions on the qualifications of the above candidates. The qualification and independence of the independent non-executive Director candidates were reviewed and approved by the Shenzhen Stock Exchange.

Mr. Li Fuyou and Ms. Xu Hua have obtained the independent director qualification certificate recognized by China Securities Regulatory Commission and the Shenzhen Stock Exchange, respectively, and Mr. Wong Ming Fung is currently participating in independent director training and has also publicly undertaken to obtain the independent director qualification certificate recognized by the Shenzhen Stock Exchange as soon as possible.

In view of the composition of the fourth session of the Board, with the assistance and recommendation from the Nomination Committee, the Board has comprehensively reviewed and considered the structure, number of members, composition and diversity of the Board from a number of aspects, including but not limited to, gender, age, cultural and education background, skills, knowledge and experience and decided to propose the appointment of Mr. Wong Ming Fung, Mr. Li Fuyou and Ms. Xu Hua as independent non-executive Directors at the EGM. Having made all necessary and reasonable enquiries, the Board is satisfied that Mr. Wong Ming Fung, Mr. Li Fuyou and Ms. Xu Hua are not connected with any other Directors, Supervisors, senior management or substantial Shareholders or controlling Shareholder of the Company. In addition, the Board has assessed and reviewed their written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that Mr. Wong Ming Fung, Mr. Li Fuyou and Ms. Xu Hua remain independent. Given that Mr. Wong Ming Fung, Mr. Li Fuyou and Ms. Xu Hua do not hold any directorship in more than five or more listed companies, the Board believes that they can devote sufficient time to fulfill their Director's duties.

The Board also believes that with the professional knowledge and experience of Mr. Wong Ming Fung in law, Mr. Li Fuyou in energy industry and Ms. Xu Hua in finance, they will make positive contributions to the strategies, policies and performance of the Company. Mr. Wong Ming Fung, Mr. Li Fuyou and Ms. Xu Hua have extensive experience in their respective fields, and possess different skills, knowledge and experience. The Board believes that they have the necessary characters, integrity and experience, and that they will continue to contribute to the diversity of the Board and effectively perform their duties as independent non-executive Directors.

Should the appointment for the above independent non-executive Director candidates be approved at the EGM, they will form the fourth session of the Board together with the other Directors for a term of three years. The Company will enter into a service contract with each independent non-executive Director for the same period as the term of the independent non-executive Director's appointment.

At the EGM, the appointment of independent non-executive Directors is voted on by way of cumulative voting, separately from the voting for the appointment of other Directors.

LETTER FROM THE BOARD

Details of the Directors required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

Mr. Wong Ming Fung (王鳴峰), born in 1971, is a candidate for independent non-executive Director. He holds a doctoral degree and is a senior counsel in Hong Kong. He is also an overseas member of the British Chancery Bar Association. With extensive experience in law and other areas, Mr. Wong Ming Fung served as a non-executive director of the Hong Kong Securities and Futures Commission and a member of the Hong Kong Insurance Appeals Board from August 2014 to July 2020. He was the chairman of the International Law Committee and vice chairman of the China Business Development Committee of the Hong Kong Bar Association from January 2015 to January 2018. He served as the chairman of the Arbitration Committee of the Hong Kong Bar Association from January 2016 to January 2018 and has been the vice chairman of the Hong Kong Board of Review (Inland Revenue Ordinance) since July 2016. From January 2017 to September 2021, he served as a deputy judge of the Court of First Instance in Hong Kong and has been a special judge of the Court of First Instance in Hong Kong since September 2021. From July 2018 to August 2020, he was the chairman of the board of directors of the Investor Compensation Company Limited. Since September 2020, he has been a director of the Airport Authority Hong Kong. Since January 2022, he has been an external director of Sinochem Holdings Corporation Ltd. Since June 2023, he has also served as a member of the Basic Law Committee of the Standing Committee of the National People's Congress.

Mr. Li Fuyou (李馥友), born in 1955, is a candidate for independent non-executive Director. Mr. Li Fuyou has served as an independent non-executive Director of the Company and the chairman of the Nomination Committee since August 2020. He holds a bachelor's degree and is a senior engineer (professor-level) and received a special government allowance from the State Council. Mr. Li Fuyou has extensive experience in energy, coal and safety management, and served as a vice president of China Coal Energy Company Limited (中國中煤能源股份有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 1898) and Shanghai Stock Exchange (stock code: 601898) from August 2006 to September 2010, the chairman and the deputy secretary of the party committee of Shanghai Energy Company Limited (上海能源股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600508) and the chairman of Datun Coal and Electricity (Group) Co., Ltd. (大屯煤電(集團)有限公司) from March 2009 to September 2010, and a member of the standing committee of the party committee and deputy general manager of China National Coal Group Corporation from September 2010 to July 2016.

Ms. Xu Hua (徐華), born in 1960, is a candidate for independent non-executive Director. She holds a master's degree and is a senior accountant. Ms. Xu Hua has extensive experience in financial management, corporate management and supervision. She served as the deputy director of the Service Management Bureau (Retired Cadres Management Bureau) of the SASAC from May 2005 to December 2011. From December 2011 to October 2017, she was the deputy group leader (chief director level) of the Inspection Team of the SASAC. From October 2017 to December 2017, she served as a member of the party committee and secretary of the discipline inspection commission of China National Aviation Fuel Group Company. From December 2017 to March 2021, she was a member of the party committee and secretary of the discipline inspection commission of China National Aviation Fuel Group Limited. Since May 2022, she has been an external director of China International Engineering Consulting Corporation Limited.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed above, each of Mr. Wong Ming Fung, Mr. Li Fuyou and Ms. Xu Hua confirms that he/she: (i) does not have any relationship with any directors, supervisors, senior management or substantial shareholders or controlling shareholder of the Company or its subsidiaries; (ii) does 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) does not have or is 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 (iv) there is no other matter with respect to his/her appointment that needs to be brought to the attention of the Shareholders 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.

3. To consider and approve the re-election and appointment of non-employee representative Supervisors

The third session of the Supervisory Committee was elected at the 2020 first extraordinary general meeting of the Company on August 5, 2020. Pursuant to the Articles of Association, the term of the third session of the Supervisory Committee expired on August 5, 2023. According to the progress of the nomination for the candidates of the new session of the Supervisory Committee, the Company issued an announcement on June 14, 2023, regarding the postponed election of the new session of the Board and the Supervisory Committee.

As the candidates for Supervisors of the fourth session of the Supervisory Committee have been recommended, the third session of the Supervisory Committee proposed to re-elect Ms. Pang Xiaowen and Mr. Zhang Baishan as non-employee representative Supervisors, and proposed to appoint Mr. Shi Weiqi as a non-employee representative Supervisor according to the Articles of Association.

Among members of the third session of the Supervisory Committee, Ms. Zhu Hui has submitted a resignation report, stating that she will no longer serve as an employee representative Supervisor of the fourth session of the Supervisory Committee. Mr. Wang Hongxin will cease to be the employee representative Supervisor of the fourth session of the Supervisory Committee due to the expiry of his term of office. The resignation of Ms. Zhu Hui and Mr. Wang Hongxin will take effect upon the re-election of the EGM and the election of non-employee representative Supervisors of the fourth session of the Supervisory Committee. After making all reasonable enquiries and to the best knowledge and belief of the Directors, each of Ms. Zhu Hui and Mr. Wang Hongxin has confirmed that he/she has no disagreement with the Board and the Supervisory Committee on any issues, and there is no other matter in respect of his/her resignation that needs to be brought to the attention of the Shareholders or the Hong Kong Stock Exchange.

Mr. Luo Jun was elected as an employee representative Supervisor of the fourth session of the Supervisory Committee on March 15, 2023. Mr. He Dabo was elected as an employee representative Supervisor of the fourth session of the Supervisory Committee on August 7, 2023.

LETTER FROM THE BOARD

According to the Articles of Association, the Supervisory Committee will propose the following ordinary resolutions at the EGM:

- (1) To approve Mr. Shi Weiqi as a non-employee representative Supervisor
- (2) To approve Ms. Pang Xiaowen as a non-employee representative Supervisor
- (3) To approve Mr. Zhang Baishan as a non-employee representative Supervisor

Should the appointment for the above non-employee representative Supervisors be approved at the EGM, they will form the fourth session of the Supervisory Committee together with the employee representative Supervisors (i.e. Mr. Luo Jun and Mr. He Dabo) for a term of three years. The Company will enter into a service contract with each Supervisor for the same period as the term of Supervisor's appointment.

In accordance with the relevant laws, regulations and systems of the PRC, upon the approval at the EGM, none of the Supervisors of the fourth session of the Supervisory Committee has served as Directors or senior management members of the Company in the past two years; the number of Supervisors nominated by a single Shareholder does not exceed half of the total number of Supervisors.

Details of the Supervisors required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

Non-employee representative Supervisors

Mr. Shi Weiqi (時偉奇), born in 1966, is a candidate for non-employee representative Supervisor. He holds a master's degree and is a senior engineer. Mr. Shi Weiqi has more than 30 years of experience in audit, corporate management and business management. Mr. Shi worked as an employee representative Supervisor from March 2014 to June 2015, and a director of the audit department of the Company from May 2014 to August 2014. He was the deputy general manager of Guangdong Nuclear Investment Co., Ltd. (廣東核電投資有限公司) from August 2014 to May 2017, during which, he also served as the member of the prefectural committee and deputy commissioner of Xinjiang Altay region administrative office as a temporary assignment. He was the general manager of international nuclear power division at CGNPC from May 2017 to December 2019, the secretary of the party committee, director and deputy general manager of CGN Engineering from December 2019 to June 2021, the secretary of the party committee and chairman of CGN Energy International Holdings Co., Limited (中國廣核能源國際控股有限公司) and concurrently the chairman at Edra from June 2021 to December 2021 and the secretary of the party committee and chairman of CGN Energy International Holdings Co., Limited since December 2021.

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Ms. Pang Xiaowen (龐曉雯), born in 1979, is a candidate for non-employee representative Supervisor. Ms. Pang Xiaowen has served as a non-employee representative Supervisor of the Company since May 2022. She holds a bachelor's degree and is a senior accountant and a senior economist. Ms. Pang Xiaowen has extensive experience in corporate financial management, equity investment management, corporate governance and other aspects. Since April 2014, she served as the deputy director of the finance office (presiding over the work) of Hainan Nuclear Power Co. Ltd. (海南核電有限公司), the deputy general manager of Guangdong Hengjian Asset Management Co., Ltd. (廣東恒健資產管理公司), and deputy head of the asset management department and the deputy head of the corporate management department (presiding over the work) of Guangdong Hengjian Investment Holdings Co., Ltd. (廣東恒健投資控股有限公司). She has served as a director of Guangdong Hengfu Financial Leasing Co., Ltd. (廣東恒孚融資租賃有限公司) from May 2018 to June 2023, the head of the operations management department of Guangdong Hengjian Investment Holdings Co., Ltd. (廣東恒健投資控股有限公司) since November 2019, a director of Guangzhou Asset Management Co., Ltd. (廣州資產管理有限公司) from January 2020 to May 2023, and a director of SkyCo International Financial Leasing Co., Ltd. (天合國際融資租賃有限公司) since March 2022.

Mr. Zhang Baishan (張柏山), born in 1971, is a candidate for non-employee representative Supervisor. Mr. Zhang Baishan has served as a non-employee representative Supervisor of the Company since August 2020. He holds a bachelor's degree and is a senior accountant (researcher-level). Mr. Zhang Baishan has more than 30 years of experience in finance, cost budget and financial information technology. From January 2013 to November 2019, he served as the chief accountant of Fujian Fuqing Nuclear Power Co., Ltd. (福建福清核電有限公司). Since December 2017, he has served as chairman of the supervisory committee of Fujian Sanming Nuclear Power Co., Ltd. (福建三明核電有限公司). He served as chairman of the supervisory committee of CNNC Xiapu Nuclear Power Co., Ltd. (中核霞浦核電有限公司) from August 2018 to September 2022, the chief accountant of Hainan Nuclear Power Co. (海南核電有限公司) from December 2019 to September 2022, and chairman of the supervisory committee of Huaneng Hainan Changjiang Nuclear Power Co., Ltd. (華能海南昌江核電有限公司) from August 2020 to December 2022. He has served as the chief accountant of CNNC Xiapu Nuclear Power Co., Ltd. since September 2022.

Employee representative Supervisors

Mr. Luo Jun (羅軍), born in 1974. He has a master's degree and is a senior accountant and a senior economist. Mr. Luo Jun has more than 25 years of experience in financial management. He served as the general manager of the finance department of the Company from May 2014 to December 2017, as the chief accountant of CGN Energy International Holdings Co., Limited* (中國廣核能源國際控股有限公司) from December 2017 to November 2021, and as the deputy director (presiding over the work) of the capital operation center of the Company from August 2021 to July 2022. He has served as the chairman of Definite Arise Limited (毅昇有限公司) since September 2021. He served as the deputy general manager (presiding over the work) of CGN Finance Co., Ltd.* (中廣核財務有限責任公司) from February 2022 to October 2022. He has served as the chairman of CGNPC International Limited* (中廣核國際有限公司), executive director of Shenzhen Nengzhahui Investment Co., Ltd.* (深圳市能之匯投

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資有限公司), executive director and general manager of Shenzhen CGN Fengtai Investment Co., Ltd.* (深圳中廣核風太投資有限公司), director and general manager of Guangdong Nuclear Power Investment Co., Ltd.* (廣東核電投資有限公司), and director of State Nuclear Power Technology Corporation Limited* (國家核電技術有限公司) since June 2022. He has served as the general manager of the financial assets department of the Company since July 2022. He has served as the chairman and acting general manager of CGN Finance Co., Ltd.* (中廣核財務有限責任公司) from October 2022 to April 2023, and the chairman of CGN Finance Co., Ltd.* since May 2023.

Mr. He Dabo (何大波), born in 1971, holds a master's degree and is a senior engineer (researcher-level). Mr. He has over 20 years of experience in the nuclear power industry. From April 2001 to May 2007, Mr. He successively worked in the technical center of the engineering department of Ling'ao Nuclear Power Co., Ltd.* (嶺澳核電有限公司), the general office of the Lingdong Preparatory Office* (嶺東籌建辦總體處), the general and license application office of the engineering department of CGN Lingdong Nuclear Power Co., Ltd.* (中廣核嶺東核電有限公司) (currently known as Lingdong Nuclear Power Co., Ltd.* (嶺東核電有限公司)), the equipment supervision office of the engineering and design department of CGN Engineering, the design management office of the Yangjiang Branch of CGN Engineering; and from May 2005 to June 2022, he successively served as the deputy director of the Nationalization Promotion Office of the Design Management Department of CGN Engineering, the deputy director (presiding over the work) and the director of the Nationalization Office of the Equipment Completion Department of CGN Engineering, the head of the Overall Coordination Department of the Equipment Procurement and Completion Center of CGN Engineering, the branch manager, an assistant to manager and the deputy manager of the Project Management and Integration Division of CGN Engineering, the manager of the Planning and Operation Department of CGN Engineering, and the general manager of the Lufeng Project Department of CGN Engineering. Since June 2022, he has served as the deputy general manager of the Nuclear Energy Management Department of the Company, and concurrently served as a director of Hinkey Point C Generation Company Limited, a director of Bradwell Power Holding Company Limited and a director of Bradwell Power Generation Company Limited.

As at the Latest Practicable Date, save as disclosed above, each of Mr. Shi Weiqi, Ms. Pang Xiaowen, Mr. Zhang Baishan, Mr. Luo Jun and Mr. He Dabo confirms that: (i) he/she does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or its subsidiaries; (ii) he/she does 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) he/she does not have or is 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 (iv) there is no other matter with respect to his/her appointment that needs to be brought to the attention of the Shareholders 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.

LETTER FROM THE BOARD

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

The remuneration plan for Directors (excluding independent non-executive Directors) of the fourth session of the Board of Directors and Supervisors of the fourth session of the Supervisory Committee proposed by the Company is set out as follows. If a new Director or Supervisor is replaced during the term of office, the remuneration plan will be implemented as follows.

- (1) Executive Directors: The remuneration standard for executive Directors will be implemented in accordance with the Company's remuneration management regulations. If the executive Director is the person in charge of a central enterprise managed by the SASAC, the remuneration will be implemented in accordance with the standards determined by the SASAC. The remuneration of executive Directors will be managed and distributed by the Company.
- (2) Non-executive Directors: Non-executive Directors will not receive remuneration from the Company and will be paid in accordance with the relevant remuneration standards of their employing unit, which will be managed and distributed by their respective company.
- (3) Non-employee representative Supervisors: Non-employee representative Supervisors will not receive remuneration from the Company and will be paid in accordance with the relevant remuneration standards of their employing unit, which will be managed and distributed by their respective company.
- (4) Employee representative Supervisors: The remuneration standards for employee representative Supervisors will be implemented in accordance with the Company's remuneration management regulations.

The aforementioned remuneration plan for Directors and Supervisors are presented as pre-tax figures and include salaries, discretionary bonuses, contributions to retirement benefit plans, and miscellaneous allowances. These standards also include compensation for concurrent service on various specialized committees, with no additional allowances provided for attending Board, Supervisory Committee, or specialized committee meetings. The remuneration plan outlined above will be implemented based on the actual time of service by the respective Directors and Supervisors at the Board and the Supervisory Committee.

According to the "Measures on Performance Evaluation of the Independent Directors of CGN Power Co., Ltd.* (Trial)", the remuneration of the three independent non-executive Directors, i.e. Mr. Wong Ming Fung, Mr. Li Fuyou and Ms. Xu Hua, is paid in advance at RMB5,000 per month and will be settled in the following year based on the performance evaluation results. The annual remuneration for those rated as excellent will be RMB100,000; the annual remuneration for those rated as good will be RMB80,000; and the annual remuneration for those rated as basically competent and below will be RMB60,000.

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The above remuneration plan has been considered and approved by the Remuneration Committee and passed at the twenty-fourth meeting of the third session of the Board of Directors.

The above remuneration plan is conditional upon the establishment of the fourth session of the Board of Directors and the fourth session of the Supervisory Committee. If either the fourth session of the Board of Directors or the fourth session of the Supervisory Committee fails to be established as scheduled, the voting results of the remuneration plan will be rendered invalid.

Pursuant to the Articles of Association, an ordinary resolution will be proposed by the Board of Directors at the EGM to approve the above-mentioned remuneration plan.

IV. EGM

The Company will convene the EGM at 2:50 p.m. on Monday, October 9, 2023 at South Tower, CGN Building, No. 2002 Shennan Road, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the EGM. A form of proxy and a reply slip have been despatched to the Shareholders in accordance with the Listing Rules on August 28, 2023. The notice of the EGM is set out on pages 19 to 21 of this circular.

Whether or not you are able 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 Tuesday, September 19, 2023.

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 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 respective meeting. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

A Shareholders can 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 August 25, 2023 as published on the website of the Shenzhen Stock Exchange.

LETTER FROM THE BOARD

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 97 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 Saturday, September 9, 2023 to Monday, October 9, 2023 (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 Saturday, September 9, 2023 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 at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on Friday, September 8, 2023.

V. RECOMMENDATIONS

The Board (including the independent non-executive Directors) is of the opinion that the resolutions to be proposed at the EGM are in the interests of the Company and its Shareholders as a whole, and accordingly, recommends the Shareholders to vote in favor of the aforementioned resolutions 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, August 28, 2023

* *For identification purpose only*

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING



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 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 second extraordinary general meeting (the “**EGM**”) of CGN Power Co., Ltd.* (the “**Company**”) will 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 purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the re-election and appointment of Directors
2. To consider and approve the re-election and appointment of independent non-executive Directors
3. To consider and approve the re-election and appointment of non-employee representative Supervisors
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

By Order of the Board
CGN Power Co., Ltd.*
Yin Engang

*Chief Financial Officer, Joint Company
Secretary and Board Secretary*

The PRC, August 28, 2023

As at the date of this notice, the Board comprises Mr. Gao Ligang as an executive Director; Mr. Yang Changli, Mr. Shi Bing, Mr. Feng Jian and Mr. Gu Jian as non-executive Directors; Mr. Li Fuyou, Mr. Yang Jiayi, Mr. Xia Ceming and Mr. Tang Chi Cheung as independent non-executive Directors.

* For identification purpose only

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Hong Kong 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 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 Saturday, September 9, 2023 to Monday, October 9, 2023, 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 Saturday, September 9, 2023 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 Friday, September 8, 2023.

- 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 Tuesday, September 19, 2023 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 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 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.

NOTICE OF THE 2023 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 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, PRC
Tel: (86) 755 84430888
Fax: (86) 755 83699089