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CGN NEW ENERGY HOLDINGS CO., LTD.

中國廣核新能源控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 1811)

**Inside Information
and
Announcement Pursuant to
Rules 3.7 and 3.8 of the Takeovers Code
and
Resumption of Trading**

This announcement is made by the board of directors (the “**Board**”) of CGN New Energy Holdings Co., Ltd. (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) and Rules 3.7 and 3.8 of the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (the “**Takeovers Code**”).

POSSIBLE PRIVATISATION BY CONTROLLING SHAREHOLDER

The Company wishes to announce that on 28 February 2020, the Board has been informed by China General Nuclear Power Corporation (“**CGN**”), an indirect controlling shareholder of the Company, that it is presently considering a proposal in respect of using its wholly-owned subsidiary CGN Energy International Holdings Co., Limited (the “**Potential Offeror**”) as the potential offeror, to privatise the Company by way of scheme of arrangement which may result in the delisting of the Company (the “**Possible Privatisation**”). The details of the terms of such offer in relation to the Possible Privatisation will be included in an announcement of the Company if the Possible Privatisation is to materialise.

Further announcement in relation to the Possible Privatisation will be made by the Company as and when required under the Listing Rules and the SFO and, on a monthly basis, pursuant to Rule 3.7 of the Takeovers Code until an announcement of a firm intention to make an offer or of a decision not to proceed with any offer is made in compliance with the Takeovers Code.

The Possible Privatisation may or may not materialise. Shareholders and investors of the Company should therefore exercise caution when dealing in the securities of the Company, and if in any doubt, they should consult their professional advisers.

RELEVANT SECURITIES IN ISSUE

In compliance with Rule 3.8 of the Takeovers Code, as at the date of this announcement, the Company has in issue 4,290,824,000 ordinary shares of HK\$0.0001 each (the “**Shares**”), and there are no outstanding warrants, derivatives or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company that carry right to subscribe for or which are convertible into Shares, nor are there any outstanding share options granted under the share option scheme adopted by the Company on 24 November 2015.

As at the date of this announcement, the Potential Offeror, together with its parties acting in concert, are interested in 3,101,800,000 Shares, representing approximately 72.29% of the issued share capital of the Company.

DEALING DISCLOSURE

As required under Rule 3.8 of the Takeovers Code, associates (as defined in the Takeovers Code) of the Company or the Potential Offeror (including a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or the Potential Offeror) are reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code. For this purpose, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted from 9:00 a.m. on Monday, 2 March 2020 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on Tuesday, 3 March 2020.

By Order of the Board
CGN New Energy Holdings Co., Ltd.
Li Yilun
President and Executive Director

Hong Kong, 2 March 2020

As at the date of this announcement, the Board comprises seven Directors, namely:

Chairman and non-executive Director : *Mr. Chen Sui*

Executive Directors : *Mr. Li Yilun (President) and
Mr. Zhang Zhiwu*

Non-executive Director : *Mr. Xing Ping*

Independent non-executive Directors : *Mr. Wang Minhao,
Mr. Yang Xiaosheng and
Mr. Leung Chi Ching Frederick*

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.