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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)**

## **Notice of Special General Meeting**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of CGN New Energy Holdings Co., Ltd. (the “**Company**”) will be held at Basement 2 Meeting Room, Wharney Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Wednesday, 23 December 2020 at 10:00 a.m. (the “**Special General Meeting**”) for the following purposes:

### **ORDINARY RESOLUTIONS**

1. “**THAT**, conditional upon the passing of the resolution set out in item 7 of this Notice,
  - (a) the renewal of the Financial Services (CGNPC Huasheng) Framework Agreement (as defined and described in the circular of the Company dated 25 November 2020 (the “**Circular**”), a copy of the Circular marked “A” together with a copy of the Financial Services (CGNPC Huasheng) Framework Agreement marked “B” are tabled before the Special General Meeting and initialed by the chairman of the Special General Meeting for identification purpose) and transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
  - (b) any one director of the Company (or any two directors of the Company or any one director and the company secretary of the Company if the affixation of the common seal is necessary), be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the renewal of the Financial Services (CGNPC Huasheng) Framework Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”

2. **“THAT**, conditional upon the passing of the resolution set out in item 7 of this Notice,
  - (a) the renewal of the Financial Services (CGN Finance) Framework Agreement (as defined and described in the Circular, a copy of the Financial Services (CGN Finance) Framework Agreement marked “C” is tabled before the Special General Meeting and initialed by the chairman of the Special General Meeting for identification purpose) and transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
  - (b) any one director of the Company (or any two directors of the Company or any one director and the company secretary of the Company if the affixation of the common seal is necessary), be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the renewal of the Financial Services (CGN Finance) Framework Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”
  
3. **“THAT**, conditional upon the passing of the resolution set out in item 8 of this Notice,
  - (a) the renewal of the Operation and Management Services (Solar Energy) Framework Agreement (as defined and described in the Circular, a copy of the Operation and Management Services (Solar Energy) Framework Agreement marked “D” is tabled before the Special General Meeting and initialed by the chairman of the Special General Meeting for identification purpose) and transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
  - (b) any one director of the Company (or any two directors of the Company or any one director and the company secretary of the Company if the affixation of the common seal is necessary), be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the renewal of the Operation and Management Services (Solar Energy) Framework Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”

4. **“THAT**, conditional upon the passing of the resolution set out in item 8 of this Notice,
  - (a) the renewal of the Operation and Management Services (Wind Energy) Framework Agreement (as defined and described in the Circular, a copy of the Operation and Management Services (Wind Energy) Framework Agreement marked “E” is tabled before the Special General Meeting and initialed by the chairman of the Special General Meeting for identification purpose) and transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
  - (b) any one director of the Company (or any two directors of the Company or any one director and the company secretary of the Company if the affixation of the common seal is necessary), be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the renewal of the Operation and Management Services (Wind Energy) Framework Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”
  
5. **“THAT**, conditional upon the passing of the resolution set out in item 8 of this Notice,
  - (a) the renewal of the Operation and Management Services (CGN Energy) Framework Agreement (as defined and described in the Circular, a copy of the Operation and Management Services (CGN Energy) Framework Agreement marked “F” is tabled before the Special General Meeting and initialed by the chairman of the Special General Meeting for identification purpose) and transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
  - (b) any one director of the Company (or any two directors of the Company or any one director and the company secretary of the Company if the affixation of the common seal is necessary), be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the renewal of the Operation and Management Services (CGN Energy) Framework Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”

6. “**THAT**, conditional upon the passing of the resolution set out in item 8 of this Notice,
- (a) the renewal of the Operation and Management Services (Huamei Holding) Framework Agreement (as defined and described in the Circular, a copy of the Operation and Management Services (Huamei Holding) Framework Agreement marked “G” is tabled before the Special General Meeting and initialed by the chairman of the Special General Meeting for identification purpose) and transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
  - (b) any one director of the Company (or any two directors of the Company or any one director and the company secretary of the Company if the affixation of the common seal is necessary), be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the renewal of the Operation and Management Services (Huamei Holding) Framework Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”
7. “**THAT** conditional upon the passing of resolutions set out in items 1 to 2 of this Notice, the Financial Services Annual Caps as defined and described in the Circular in respect of the renewed Financial Services (CGNPC Huasheng) Framework Agreement and the renewed Financial Services (CGN Finance) Framework Agreement, for each of the three years ending 31 December 2023 be and are hereby approved.”
8. “**THAT** conditional upon the passing of resolutions set out in items 3 to 6 of this Notice, the Operation and Management Services Annual Caps as defined and described in the Circular in respect of the renewed Operation and Management Services (Solar Energy) Framework Agreement, the renewed Operation and Management Services (Wind Energy) Framework Agreement, the renewed Operation and Management Services (CGN Energy) Framework Agreement and the renewed Operation and Management Services (Huamei Holding) Framework Agreement, for each of the three years ending 31 December 2023 be and are hereby approved.”

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

Hong Kong, 25 November 2020

*Notes:*

1. All resolutions at the Special General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the Special General Meeting or at any adjournment thereof is entitled to appoint another person as his proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Special General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such persons may vote at the Special General Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Special General Meeting in person or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased shareholder of any share will for this purpose be deemed joint holders thereof.
5. In order to determine the entitlement to attend the Special General Meeting, the register of members of the Company will be closed from Wednesday, 16 December 2020 to Wednesday, 23 December 2020 (both days inclusive), during which period no transfer of shares can be registered. In order to be qualified for attending and voting at the Special General Meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration by not later than 4:30 p.m. on Tuesday, 15 December 2020.

6. Precautionary measures for the Special General Meeting:

Please see cover page of the circular of the Company dated 25 November 2020 for measures being taken for the prevention of the spreading of the coronavirus disease (COVID-19) at the Special General Meeting, including: (i) compulsory temperature screening/checks; (ii) submission of health and travel declaration form; (iii) wearing of surgical face mask; and (iv) no provision of refreshments or drinks.

Any person who does not comply with the precautionary measures may be denied entry to the venue for the Special General Meeting. Shareholders are encouraged to appoint the chairman of the Special General Meeting as their proxy to vote on the relevant resolutions at the Special General Meeting instead of attending the Special General Meeting in person.

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

<i>Chairman and non-executive Director</i>	<i>:</i>	<i>Mr. Chen Sui</i>
<i>Executive Directors</i>	<i>:</i>	<i>Mr. Li Yilun (President) and Mr. Zhang Zhiwu</i>
<i>Non-executive Director</i>	<i>:</i>	<i>Mr. Xing Ping</i>
<i>Independent non-executive Directors</i>	<i>:</i>	<i>Mr. Wang Minhao, Mr. Yang Xiaosheng and Mr. Leung Chi Ching Frederick</i>