



中国核建

CHINA NUCLEAR INDUSTRY 23 INTERNATIONAL CORPORATION LIMITED

中國核工業二三國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 611)

Form of Proxy for use at the Annual General Meeting (and any adjournment thereof) to be held on Tuesday, 28 August 2012

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.10 each in the capital of China Nuclear Industry 23 International Corporation Limited ("the Company"), HEREBY APPOINT ^(Note 3) THE CHAIRMAN OF THE MEETING or _____ (name)
of _____
as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 28 August 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without amendments) as set out in the notice convening the said Annual General Meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of Directors and of the Auditors for the year ended 31 March 2012.		
2.	(a) To re-elect the following retiring Directors:		
	(i) Mr. Dong Yuchuan	(i)	(i)
	(ii) Mr. Chan Shu Kit	(ii)	(ii)
	(iii) Mr. Lei Jian	(iii)	(iii)
	(iv) Mr. Han Naishan	(iv)	(iv)
	(v) Mr. Guo Shuwei	(v)	(v)
	(vi) Mr. Chan Ho Man	(vi)	(vi)
	(vii) Mr. Chung Chi Shing	(vii)	(vii)
	(viii) Ms. Jian Qing	(viii)	(viii)
	(ix) Mr. Song Limin	(ix)	(ix)
	(x) Mr. Chan Ka Ling, Edmond	(x)	(x)
	(xi) Mr. Chang Nan	(xi)	(xi)
	(xii) Dr. Dai Jinping	(xii)	(xii)
	(xiii) Mr. Yu Lei	(xiii)	(xiii)
2.	(b) To fix the maximum number of Directors.		
	(c) To authorise the Board of Directors to appoint additional Directors up to the maximum fixed.		
	(d) To authorise the Board of Directors to fix the Directors' fees.		
3.	To appoint Messrs. HLB Hodgson Impey Cheng Limited as auditors of the Group and to authorise the Board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to purchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To grant a general mandate to the Directors to issue, allot and deal with shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors by resolution no. 5 to issue shares by adding the nominal amount of shares repurchased pursuant to the general mandate granted by resolution no. 4.		
SPECIAL RESOLUTION			
7.	To approve the adoption of the new bye-laws in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect.		

Dated this _____ day of _____ 2012 Signed ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST". Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion.**
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.