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**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)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that special general meeting of China Nuclear Industry 23 International Corporation Limited (the “**Company**”) will be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 21 June 2013 at 3:00 p.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT** the equipment and materials procurement agreement and the technical consultancy agreement (the “**Second Agreements**”) dated 24 May 2013 and entered into between CNI23 (Nanjing) Energy Development Company Limited, an indirect non wholly-owned subsidiary of the Company, and 中國核工業二三建設有限公司華東分公司 (transliterated as China Nuclear Industry 23 Construction Company Limited Huadong Branch\*), a branch of 中國核工業二三建設有限公司 (transliterated as China Nuclear Industry 23 Construction Company Limited\*), (a copy of which have been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) pursuant to the framework agreement dated 3 May 2013 and entered into between the parties (the “**CNI23 (Nanjing) Framework Agreement**”) (a copy of which has been produced to the meeting and marked “**B**” and initialed by the chairman of the meeting for the purpose of identification) in respect of the provision of procurement of construction equipment and materials and related technical support services, and technical consultancy and project management services and the transactions contemplated thereunder, and the revised annual caps for the continuing connected transactions contemplated under the CNI23 (Nanjing) Framework Agreement for

the financial year ending 31 December 2013 (the “**Revised Caps**”) be and are hereby approved, confirmed and ratified, and any one director of the Company be and is hereby authorised to exercise all the powers of the Company and take all other steps and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the Revised Caps and the Second Agreements and the transactions contemplated thereunder and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the forgoing.”

By order of the Board  
**China Nuclear Industry 23 International Corporation Limited**  
**DONG Yuchuan**  
*Chairman*

Hong Kong, 3 June 2013

*Registered Office:*  
Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*  
Room 2801  
28/F China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxies to attend and to vote on a poll in his stead. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy. A proxy need not be a shareholder of the Company.
2. 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 as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s branch share registrar and transfer office 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.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
5. The ordinary resolution set out in this notice of special general meeting will be put to Shareholders to vote taken by way of a poll.

*As at the date of this announcement, the Directors of the Company are: Mr. Dong Yuchuan, who is the chairman and a non-executive Director; Mr. Chan Shu Kit, who is the vice-chairman and an executive Director; Mr. Lei Jian, Mr. Han Naishan, Mr. Guo Shuwei, Mr. Chung Chi Shing, Ms. Jian Qing and Mr. Song Limin, all of whom are executive Directors; and Mr. Chan Ka Ling, Edmond, Mr. Chang Nan, Dr. Dai Jinping and Mr. Yu Lei, all of whom are independent non-executive Directors.*