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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 a 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 Tuesday, 24 December 2013 at 11:00 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the agreement in relation to the provision of engineering design services in respect of 大同協鑫二期60MW光伏發電項目 (transliterated as Datong Xiexin 60MW Photovoltaic (“**PV**”) Project Phase II\*) (the “**Datong Solar Project**”) (a copy of which has been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) and the agreement in relation to the provision of procurement and construction services in respect of the Datong Solar Project (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) (collectively the “**Datong EPC Agreements**”), both dated 15 November 2013 and entered into between 南京中核二三能源工程有限公司 (transliterated as Nanjing CNI23 Energy Engineering Company Limited\*) (“**CNI23 Energy**”), an indirect non-wholly-owned subsidiary of the Company and 大同縣協鑫光伏電力有限公司 (transliterated as Datong Xian GCL Solar Power Co., Ltd.\*) and the transactions contemplated thereunder and the annual cap for the continuing connected transactions contemplated under the Datong EPC Agreements for the financial year ending 31 December 2013 (the “**Datong Proposed Cap**”) be and are hereby approved, ratified and confirmed; and

- (b) any one of the directors of the Company (“**Directors**”) 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 Datong Proposed Cap and the Datong EPC Agreements and the transactions contemplated thereunder and generally to exercise all the powers of the Company as he/she/they deem(s) desirable or necessary in connection with the forgoing.”

2. “**THAT**

- (a) the agreement (the “**Third Technical Consultancy Agreement**”) in relation to the provision of technical consultancy and project management services in respect of 福海漢能一期20MWp併網光伏電站項目 (transliterated as Fuhai Hanneng 20MWp grid-connection PV Project Phase I\*) (the “**Fuhai Project**”) and 中廣核太陽能山東微山30MWp光伏電站建安施工項目標段一及二 (transliterated as China-Guangdong Nuclear Solar Shandong Weishan 30MWp PV Plant Construction Project I and II\*) (the “**Weishan Project**”), dated 15 November 2013 and entered into between CNI23 Energy 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\*) (“**CNI23 Huadong Branch**”) (a copy of which has been produced to the meeting and marked “**C**” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder and the revised annual cap for the continuing connected transactions contemplated under the framework agreement dated 3 May 2013 and entered into between 中核二三(南京)能源發展有限公司 (CNI23 (Nanjing) Energy Development Company Limited) (“**CNI23 (Nanjing)**”) and CNI23 Huadong Branch in relation to the provision of procurement of construction equipment and materials and technical consultancy and project management services for the financial year ending 31 December 2013, taking into account the aggregate historical transaction amount under the agreement in relation to the procurement of construction equipment and materials and provision of related technical support services for 揚州經濟開發區光伏發電示範項目出口加工區2MW子項目 (transliterated as 2MW project of PV power demonstration projects export processing zones in Yangzhou Economic Development Zone\*) (the “**Yangzhou Project**”) and 寶應30MWp漁光互補光伏發電項目 (transliterated as Baoying 30MWp fishing-solar complementary PV power project\*) (the “**Baoying Project**”) and the agreement in relation to the provision of technical consultancy and project management services for the Yangzhou Project and the Baoying Project, both dated 3 May 2013 and entered into between CNI23 (Nanjing) and CNI23 Huadong Branch, and the agreement in relation to the procurement of construction equipment and materials and provision of related technical support services for further development of the Baoying Project and 晉江市經濟開發區10MWp光伏併網金太陽項目 (transliterated as Golden-sun project for the 10MWp PV grid-connection in Jinjiang Economic Development Zone\*) (the “**Jinjiang Project**”) and the agreement in relation to the provision of technical consultancy and project management services for the Jinjiang Project, both dated 24 May 2013 and entered into between CNI23 (Nanjing) and CNI23 Huadong Branch, and the additional transaction amount under the Third Technical Consultancy Agreement (the “**Huadong Revised Cap**”) be and are hereby approved, ratified and confirmed; and

- (b) any one of the Directors 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 Huadong Revised Cap and the Third Technical Consultancy Agreement and the transactions contemplated thereunder and generally to exercise all the powers of the Company as he/she/they deem(s) 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, 6 December 2013

*Registered Office:*  
Clarendon House  
2 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/her/its 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(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he/she 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 share(s) 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 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 resolutions set out in this notice will be put to shareholders to vote by way of a poll.

\* *for identification purpose only*

*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.*