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CHINA NUCLEAR ENERGY TECHNOLOGY CORPORATION LIMITED
中國核能科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 611)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of China Nuclear Energy Technology Corporation Limited (the “**Company**”) will be held at the Function Room, 2/F, the Harbourview, 4 Harbour Road, Wan Chai, Hong Kong, on Tuesday, 28 December 2021, at 10:00 a.m. to consider and, if thought fit, passing, with or without modifications, the following resolutions (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 7 December 2021):

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the equity transfer agreement dated 18 November 2021 (the “**Equity Transfer Agreement**”) entered into between CNE Holdings Company Limited (中國核能控股有限公司) (the “**Vendor**”) as vendor and 中核投資有限公司 (transliterated as China Nuclear Investment Company Limited*) (the “**Purchaser**”) as purchaser, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase 14.43% equity interest in 中核檢修有限公司 (transliterated as China Nuclear Industry Maintenance Co., Ltd.*) at a consideration of RMB141,110,970 (approximately equivalent to HK\$171,891,598.55) (a copy of which marked “B” has been produced to the Meeting and initialed by the chairman of the Meeting for identification purpose), the transactions contemplated thereunder and all other transactions in connection therewith and any other ancillary documents, be and are hereby confirmed, approved and ratified, subject to such addition or amendment as any Director(s) may consider necessary, desirable or appropriate;

- (b) any Director(s) be and are hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company, including under seal of the Company, where applicable, and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Equity Transfer Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as he/she sees fit.”

2. **“THAT:**

- (a) the subscription agreement dated 14 November 2021 (the “**Subscription Agreement**”) entered into between the Company and Yahgee International (Hong Kong) Co., Limited (雅致國際(香港)有限公司) (the “**Subscriber**”) (a copy of which marked “A” has been produced to the Meeting and initialed by the chairman of the Meeting for identification purpose) pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 538,942,750 new shares of HK\$0.10 each of the Company (the “**Subscription Shares**”) at the subscription price of HK\$0.882 per Subscription Share and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the grant of a specific mandate to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot and issue the Subscription Shares to the Subscriber pursuant to the terms of the Subscription Agreement (the “**Specific Mandate**”) be and are hereby approved; and

- (c) any Director(s) be and are hereby authorised to allot and issue the Subscription Shares in accordance with the terms of the Subscription Agreement and to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company, including under seal of the Company, where applicable, and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement, the grant of the Specific Mandate and implementing the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as he/she sees fit.”

Yours faithfully,
For and on behalf of the Board
China Nuclear Energy Technology Corporation Limited
Zhao Yixin
Chairman

Hong Kong, 7 December 2021

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:

Room 2801, 28th Floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member of the Company (the “**Shareholder**”) entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or, if such Shareholder is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. In order to be valid, the form of proxy must be deposited with Tricor Tengis Limited, the share registrar of the Company, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the SGM (i.e. no later than 10:00 a.m. on Sunday, 26 December 2021) or any adjournment thereof.

3. For the purpose of ascertaining Shareholders' right to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 22 December 2021 to Tuesday, 28 December 2021, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 21 December 2021.
4. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the SGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. Completion and delivery of the form of proxy will not preclude the Shareholder from attending and voting in person at the SGM if the Shareholder so desires and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.
8. If tropical cyclone warning signal no. 8 or above, or a black rainstorm warning or "extreme conditions" caused by super typhoon is in effect at any time after 8:30 a.m. on Tuesday, 28 December 2021, the SGM will be postponed and further announcement for details of alternative meeting arrangements will be made. The SGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
9. To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the Company will implement additional precautionary measures at the SGM including, without limitation:
 - compulsory body temperature screening;
 - mandatory wearing of surgical face masks;
 - no distribution of corporate gift or refreshment;

- appropriate distancing and seating will be maintained and as such, the Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding; and
 - any person who does not comply with the precautionary measures to be taken at the SGM may be denied entry into the meeting venue.
10. In view of the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the SGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the SGM in person. Shareholders are advised to read page (i) of the Circular for further details and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
11. For the purpose of illustration only and unless otherwise stated, conversion of RMB into Hong Kong dollars in this notice is based on the exchange rate of HK\$1.00 to RMB0.82093. Such conversion should not be construed as a representation that any amount has been, could have been, or may be, exchanged at this or any other rate.

As at the date of this notice, the executive Directors of the Company are Mr. Zhao Yixin (Chairman), Mr. Liu Genyu (Vice Chairman), Mr. Chung Chi Shing, Mr. Fu Zhigang (Chief Executive Officer), Ms. Jian Qing, Mr. Li Jinying, Mr. Tang Jianhua (Chief Operation Officer), Mr. Wu Yuanchen; and the independent non-executive Directors of the Company are Mr. Chan Ka Ling Edmond, Mr. Kang Xinquan, Mr. Tian Aiping and Mr. Wang Jimin.

** For identification purpose only*