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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Nuclear Industry 23 International Corporation Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Nuclear Industry 23 International Corporation Limited to be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 31 May 2013 at 3:00 p.m. is set out on pages 25 to 28 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Company (www.cni23intl.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting thereof if they so wish, in which case the form of proxy shall be deemed to be revoked.

18 April 2013

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting 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 Friday, 31 May 2013 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 25 to 28 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board set out on page 4 of this circular;
“Bye-laws”	the bye-laws of the Company currently in force;
“Company”	China Nuclear Industry 23 International Corporation Limited, a company incorporated in Bermuda with limited liability and registered in Hong Kong under Part XI of the Companies Ordinance, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board set out on page 4 of this circular;
“Latest Practicable Date”	12 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time.



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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)

Non-executive Director:

Mr. Dong Yuchuan (*Chairman*)

Executive Directors:

Mr. Chan Shu Kit (*Vice-Chairman*)

Mr. Lei Jian

Mr. Han Naishan

Mr. Guo Shuwei

Mr. Chung Chi Shing

Ms. Jian Qing

Mr. Song Limin (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Chan Ka Ling, Edmond

Mr. Chang Nan

Dr. Dai Jinping

Mr. Yu Lei

Registered office:

Clarendon House

Church Street

Hamilton HM11

Bermuda

Hong Kong principal office:

Room 2801

28th Floor

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

18 April 2013

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES**

AND

RE-ELECTION OF RETIRING DIRECTORS

AND

NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the Annual General Meeting for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the

LETTER FROM THE BOARD

Directors; (iii) the extension of the Issuance Mandate by adding it to the aggregate nominal amount of the issued shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of retiring Directors.

2. BUYBACK AND ISSUANCE MANDATES

At the Annual General Meeting of the Company held on 28 August 2012, general mandates were granted to the Directors to repurchase Shares and to issue new Shares respectively. Such general mandates will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of a general mandate to the Directors to purchase Shares on the Stock Exchange of up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed ordinary resolution no. 4 as set out in the notice of the Annual General Meeting (the “**Buyback Mandate**”) (i.e. 110,166,562 Shares on the assumption that no further Shares will be issued or repurchased from the Latest Practicable Date to the date of Annual General Meeting);
- (b) the granting of a general mandate to the Directors to allot, issue or deal with additional Shares of up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed ordinary resolution no. 4 as set out in the notice of the Annual General Meeting (the “**Issuance Mandate**”) (i.e. 220,333,124 Shares on the assumption that no further Shares will be issued or repurchased from the Latest Practicable Date to the date of Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in resolutions nos. 4 and 5 set out in the notice of the Annual General Meeting. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules, to provide the Shareholders with the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law no. 84(1) of the Bye-laws, all the Directors namely Mr. Dong Yuchuan, Mr. Chan Shu Kit, Mr. Lei Jian, Mr. Han Naishan, Mr. Guo Shuwei, Mr. Chung Chi Shing, Ms. Jian Qing, Mr. Song Limin, Mr. Chan Ka Ling, Edmond, Mr. Chang Nan, Dr. Dai Jinping and Mr. Yu Lei shall retire at the Annual General Meeting. All the retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Chan Ka Ling, Edmond has been serving as an Independent Non-executive Director for more than nine years since August 1992. The Company has received from Mr. Chan his confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Directors are of the opinion that notwithstanding that Mr. Chan has been serving as an Independent Non-executive Director for more than nine years, he still maintains an independent view of the Company's affairs and is able to carry out his duties as an Independent Non-executive Director in an impartial manner. Mr. Chan will continue to bring his professional accounting knowledge and his valuable business experience to the Board and to protect the interest of the Shareholders as a whole. The Board thus supports Mr. Chan to offer himself for re-election as an Independent Non-executive Director at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 25 to 28 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Company (www.cni23intl.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish, in which case the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the proposed granting of the Buyback Mandate, the granting and the extension of the Issuance Mandate as well as the re-election of the retiring Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
China Nuclear Industry 23 International Corporation Limited
Dong Yuchuan
Chairman

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

1. REASONS FOR THE REPURCHASE

The Directors believe that the granting of the Buyback Mandate is in the best interests of the Company and its Shareholders.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,101,665,620 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, the Directors would be authorized under the Buyback Mandate to repurchase a maximum of 110,166,562 Shares (representing 10% of the Shares in issue as at the date of the Annual General Meeting) during the period in which the Buyback Mandate remains in force.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the nine months ended 31 December 2012) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares of the Company have traded on the Stock Exchange during each of the previous 12 months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	2.30	2.10
May	2.21	1.49
June	1.90	1.59
July	1.83	1.59
August	2.75	1.50
September	2.28	1.82
October	2.13	1.68
November	1.83	1.64
December	2.06	1.61
2013		
January	2.33	1.91
February	2.15	1.86
March	1.96	1.52
April (up to the Latest Practicable Date)	1.68	1.42

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date, 中國核工業建設集團公司 (transliterated as China Nuclear Engineering Group Co.) ("CNEGC"), a controlling shareholder of the Company (as defined in the Listing Rules), control the exercise of a total of 400,000,000 Shares representing approximately 36.30% of the total voting rights in the general meetings of the Company. Such 400,000,000 Shares comprised of 300,000,000 Shares (representing approximately 27.23% of the total issued share capital of the Company) held by China Nuclear Industry 23 Construction (Hong Kong) Company Limited ("CNI23 HK") and 100,000,000 Shares (representing approximately 9.07% of the total issued share capital of the Company) held by China He Investment (Hong Kong) Company Limited ("China He"). Both CNI23 HK and China He are subsidiaries indirectly owned by CNEGC.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the proposed Buyback Mandate, the interest of CNEGC would be increased to approximately 40.34% of the total issued share capital of the Company.

In the opinion of the Directors, such increase in voting rights would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstance, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting are provided below.

(1) Mr. Dong Yuchuan, aged 50, Chairman and Non-executive Director

Positions and Experience

Mr. Dong Yuchuan is the Chairman and a Non-executive Director of the Company. He is also the Chairman of the Nomination Committee and a member of Remuneration Committee of the Company. Mr. Dong graduated from Chongqing Architectural University (重慶建築工程學院) in 1986 with a degree in Equipment Installation. He also graduated from Harbin Engineering University (哈爾濱工業大學) in 2006 with a degree in Master of Business Administration. Mr. Dong also obtained a professional qualification in Engineering Management and is a senior engineer of researcher grade.

Mr. Dong joined CNI23, a substantial shareholder of the Company (as defined in the Listing Rules), in 1980. He has more than 30 years of experience in the nuclear power plant construction industry working within CNI23 and was responsible for construction of nuclear power plants in the PRC, including Daya Bay (大亞灣核電站), Tianwan (phase I) (田灣核電站(一期)) and Ling'ao (phase II) (嶺澳核電站(二期)).

Mr. Dong is currently the Deputy Director General of CNEGC, a controlling shareholder of the Company (as defined in the Listing Rules), the Vice President of 中國核工業建設股份有限公司 (transliterated as China Nuclear Engineering Corporation Co., Ltd.) ("CNECC"), a substantial shareholder of the Company (as defined in the Listing Rules), the Chairman of the Board and Director General of CNI23. Mr. Dong was awarded with national prizes, such as the Working Model of China Central Government Enterprises in 2004 and the Outstanding Entrepreneur of Hebei Province in 2008.

Mr. Dong did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of Service

The length of service of Mr. Dong with the Company is 1 year. Mr. Dong has a letter of appointment with the Company for a term of three years to 15 December 2015. Mr. Dong is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Save as disclosed above, Mr. Dong does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in Shares

As at the Latest Practicable Date, Mr. Dong does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Dong is not entitled to receive any remuneration from the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Dong involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Dong that need to be brought to the attention of the Shareholders.

(2) Mr. Chan Shu Kit, aged 64, Vice-Chairman and Executive Director

Positions and Experience

Mr. Chan Shu Kit is a co-founder of the Group and is an Executive Director and a member of the Remuneration Committee of the Company. Mr. Chan has over 40 years' experience in the catering business. He is responsible for the overall corporate strategy of the Group's catering and hotel businesses and is acting as director of some of the subsidiary companies of the Company. Mr. Chan did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of Service

The length of service of Mr. Chan with the Company is 20 years. Mr. Chan has renewed his service contract with the Company for a term of three years to 31 March 2016. Mr. Chan is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Mr. Chan does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in Shares

As at the Latest Practicable Date, Mr. Chan was interested or deemed to be interested in 114,240,000 Shares or underlying Shares pursuant to Part XV of the SFO.

Director's Emoluments

The total remuneration of Mr. Chan for the period from 1 April 2012 to 31 December 2012 was approximately HK\$767,000. He is also entitled to a discretionary year-end bonus to be determined by the Remuneration Committee of the Company and the Board by reference to his duties and responsibilities with the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

(3) Mr. Lei Jian, aged 59, Executive Director

Positions and Experience

Mr. Lei Jian is an Executive Director of the Company. Mr. Lei is an electrical and mechanical engineer in the PRC and has over 40 years of experience working in many areas in the mining of nuclear industry, administering the affairs of various departments, construction management and property investment and has extensive experience in corporate management. He held managerial positions in Xinjiang Mining and Metallurgy Bureau of Nuclear Industry, Nuclear Industry Yanning Company, Administration Bureau of China Nuclear Industry Corporation and Beijing China Nuclear Construction Co., Ltd. in the PRC. Prior to joining the Company, he used to be the Chairman of 中核投资有限公司 (transliterated as Zhong He Investment Co., Limited), a substantial shareholder of the Company (as defined in the Listing Rules). Mr. Lei did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of Service

The length of service of Mr. Lei with the Company is 1.5 years. Mr. Lei has a letter of appointment with the Company for a term of three years to 26 June 2015. Mr. Lei is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Relationships

Saved as disclosed above, Mr. Lei does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Lei does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Lei is not entitled to receive any remuneration from the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Lei involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lei that need to be brought to the attention of the Shareholders.

(4) Mr. Han Naishan, aged 48, Executive Director

Positions and Experience

Mr. Han Naishan is an Executive Director of the Company. Mr. Han graduated from Tsinghua University, PRC in 1989 majoring in Forging and Stamping. Mr. Han also obtained a degree in MBA from Peking University, PRC in 2005. Mr. Han joined CNI23, a substantial shareholder of the Company (as defined in the Listing Rules), since 1989 and has held various managerial positions in CNI23. Mr. Han is an experienced engineer and also has extensive experience in corporate management. Mr. Han is the senior engineer of the researcher grade with special sponsorship from the State Council. Prior to joining the Company, Mr. Han has been the Deputy Director General and Chief Engineer of CNI23. Mr. Han is also the Chairman of the Board and Director General of Nuclear Engineering Research and Design Co., Ltd (formerly known as Nuclear Engineering Institute of Design and Research). Mr. Han did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of Service

The length of service of Mr. Han with the Company is 1.5 years. Mr. Han has a letter of appointment with the Company for a term of three years to 26 June 2015. Mr. Han is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Saved as disclosed above, Mr. Han does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Han does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Han is not entitled to receive any remuneration from the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Han involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Han that need to be brought to the attention of the Shareholders.

(5) Mr. Guo Shuwei, aged 46, Executive Director

Positions and Experience

Mr. Guo Shuwei is an Executive Director of the Company. He is also acting as director of some members of the Group. Mr. Guo graduated from Sichuan Radio and TV University (四川廣播電視大學) in 1992 with a degree in Welding. He also obtained a professional qualification in Welding and is a senior engineer.

Mr. Guo joined CNI23, a substantial shareholder of the Company (as defined in the Listing Rules), in 1988. He has more than 20 years of experience in the nuclear power plant construction industry working within CNI23. He also participated in the Daya Bay Nuclear Power Plant (大亞灣核電站) project in the PRC and in charge of the nuclear islands installation project of Ningde Nuclear Power Plant Units 1 and 2 in Fujian Province. Mr. Guo is currently the Deputy Director of the Nuclear Power Engineering Department of CNEGC, a controlling shareholder of the Company (as defined in the Listing Rules), the General Manager of the International Department of CNECC, a substantial shareholder of the Company (as defined in the Listing Rules) and the Deputy Director General of CNI23. Mr. Guo was awarded with prizes by CNI23 in 2004 and 2005 for his contribution. Mr. Guo did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Length of Service

The length of service of Mr. Guo with the Company is 1 year. Mr. Guo has a letter of appointment with the Company for a term of three years to 15 December 2015. Mr. Guo is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Save as disclosed above, Mr. Guo does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Guo does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Guo is not entitled to receive any remuneration from the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Guo involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Guo that need to be brought to the attention of the Shareholders.

(6) Mr. Chung Chi Shing, aged 48, Executive Director

Positions and Experience

Mr. Chung Chi Shing is an Executive Director of the Company. He has more than 20 years of working experience and was an Executive Director and Chief Executive Officer of Central China Enterprises Limited (Stock Code: 351) from 2000 to 2004, a Director of a trading company of chemical products from 2005 to 2006 and a Director of Vega Science & Technology (HK) Co., Limited (a manufacturer of printed circuit board drilling machines) from 2007 to 2012. He is an Executive Director of Same Time Holdings Limited (stock code: 451) which shares are listed on the Stock Exchange. Save as disclosed above, Mr. Chung did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Length of Service

The length of service of Mr. Chung with the Company is 2 years. Mr. Chung has a service contract with the Company for a term of three years to November 2013. Mr. Chung is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Mr. Chung does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Chung does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's Emoluments

The total remuneration of Mr. Chung for the period from 1 April 2012 to 31 December 2012 was approximately HK\$731,000. He is also entitled to a discretionary bonus to be determined by the Remuneration Committee of the Company and the Board by reference to his duties and responsibilities with the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Chung involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chung that need to be brought to the attention of the Shareholders.

(7) Ms. Jian Qing, aged 41, Executive Director*Positions and Experience*

Ms. Jian Qing is an Executive Director and a member of the Nomination Committee of the Company. Ms. Jian has been involved in identifying suitable investments opportunities for the Company via her business network. She graduated from the Jilin University in China with a Bachelor degree in Economics. She also holds a degree of Master in Business Administration from the Lawrence Technology University in the United States of America. She has more than 16 years of experience in different areas of securities and financial management, which was gained from a number of securities companies in China. Ms. Jian did not hold any directorships in companies listed in Hong Kong or overseas in the last three years.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Length of Service

The length of service of Ms. Jian with the Company is 3.5 years. Ms. Jian has a service contract with the Company for a term of three years to 18 October 2015. Ms. Jian is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Ms. Jian does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Jian does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's Emoluments

The total remuneration of Ms. Jian for the period from 1 April 2012 to 31 December 2012 was approximately HK\$551,000. She is also entitled to a discretionary bonus to be determined by the Remuneration Committee of the Company and the Board by reference to her duties and responsibilities with the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Ms. Jian involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Jian that need to be brought to the attention of the Shareholders.

(8) Mr. Song Limin, aged 37, Executive Director and Chief Executive Officer

Positions and Experience

Mr. Song is an Executive Director and the Chief Executive Officer of the Company. He is also the Authorized Representative of the Company. Mr. Song is acting as director of some members of the Group. Mr. Song graduated from Hebei Normal University in China in 2001 with a bachelor degree of English language and literature. In 2007, Mr. Song obtained his degree of Juris Master in law from the China University of Political Science and Law, the PRC. Mr. Song obtained a certificate for practical advanced research and training in Tourism, Property and Hotel Management (實戰型旅遊地產與酒店管理高級研修班) from the College of Continuing Education of Tsinghua University (清華大學繼續教育學院), the PRC in 2010.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Song joined CNI23, a substantial shareholder of the Company (as defined in the Listing Rules), in 2007 as the secretary to the Director General. From 25 May 2012, Mr. Song was no longer as the secretary of the Board of Directors of CNI23. Since Mr. Song has been serving CNI23 for several years, he has acquired substantial experiences. Mr. Song has also gained recognition in his work by achieving the award of the “Outstanding Worker” by Entrepreneurs Association of Hebei Province, the PRC from 2008 to 2010. Mr. Song did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of Service

The length of service of Mr. Song with the Company is 1.5 years. Mr. Song has a service contract with the Company for a term of three years to 18 August 2015. Mr. Song is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Saved as disclosed above, Mr. Song does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Song does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director’s Emoluments

Mr. Song is entitled to a monthly remuneration of HK\$50,000, accommodation and a discretionary annual bonus to be determined by the Remuneration Committee of the Company and the Board by reference to his duties and responsibilities with the Company. The total remuneration of Mr. Song for the period from 1 April 2012 to 31 December 2012 was approximately HK\$621,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Song involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Song that need to be brought to the attention of the Shareholders.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(9) Mr. Chan Ka Ling, Edmond, aged 54, an Independent Non-executive Director

Positions and Experience

Mr. Chan Ka Ling, Edmond is an Independent Non-executive Director, the Chairman of the Audit Committee and Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Chan is a partner of Chan and Chan, Certified Public Accountant. He is a Certified Public Accountant and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants (UK). He is also a Director of Kreston CAC CPA Limited.

Mr. Chan ceased to be an independent non-executive director of Simsen International Corporation Limited and Time Infrastructure Holdings Limited (now known as “Goldpoly New Energy Holdings Limited”) (both companies are listed on the Stock Exchange) with effect from 23 April 2010 and 30 December 2010 respectively. Save as disclosed above, Mr. Chan did not hold any directorships in companies listed in Hong Kong or overseas in the last three years.

Length of Service

The length of service of Mr. Chan with the Company is 20.5 years. Mr. Chan has a letter of appointment with the Company for a term of three years to 31 March 2016. Mr. Chan is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Mr. Chan does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Chan does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director’s Emoluments

The director’s fee of Mr. Chan is HK\$150,000 per annum, which was determined by the Remuneration Committee of the Company and the Board by reference to his duties and responsibilities with the Company. The total director’s fee of Mr. Chan for the period from 1 April 2012 to 31 December 2012 was approximately HK\$113,000.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

(10) Mr. Chang Nan, aged 53, Independent Non-executive Director

Positions and Experience

Mr. Chang Nan is an Independent Non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Chang graduated from Harbin Shipbuilding Engineering Institute, the PRC with a Bachelor degree majoring in Nuclear Power Device in 1982.

Mr. Chang joined the Company on 27 June 2011. He has extensive experience in nuclear engineering and management. Mr. Chang held managerial positions in China Institute of Atomic Energy and Jiangsu Nuclear Power Corporation. Mr. Chang was a senior engineer of Ministry of Energy in 1992 and participated in Guangdong Nuclear Power Joint Venture Corporation to start up and put the first unit of Daya Bay Nuclear Power Plant into commercial operation. He was also the Deputy Director of Nuclear Power Bureau in China National Nuclear Corporation in 1995. From 1996 to 2005, Mr. Chang served as Deputy Director General and then Director General of Jiangsu Nuclear Power Corporation, responsible for all activities related to the engineering and construction of Tianwan Nuclear Power Plant. Mr. Chang served as Director General of the Nuclear Power Department, China Power Investment Corporation from 2005 to 2009. Mr. Chang is currently a member of International Nuclear Safety Group, International Atomic Energy Agency, a member of the Expert Committee on Nuclear Safety and Environment, State Department of Environmental Protection and also a member of the Expert Committee of China Nuclear Energy Industry Association. Mr. Chang did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of Service

The length of service of Mr. Chang with the Company is 1.5 years. Mr. Chang has a letter of appointment with the Company for a term of three years to 26 June 2015. Mr. Chang is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Mr. Chang does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in Shares

As at the Latest Practicable Date, Mr. Chang does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's Emoluments

The director's fee of Mr. Chang is HK\$150,000 per annum, which was determined by the Remuneration Committee of the Company and the Board by reference to his duties and responsibilities with the Company. The total director's fee of Mr. Chang for the period from 1 April 2012 to 31 December 2012 was approximately HK\$113,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Chang involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chang that need to be brought to the attention of the Shareholders.

(11) Dr. Dai Jinping, aged 48, Independent Non-executive Director

Positions and Experience

Dr. Dai Jinping is an Independent Non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Dr. Dai graduated in 1986 from Nankai University, the PRC with a Bachelor of Arts degree in Economics. In 1989, Dr. Dai obtained a Master degree in Economics from Nankai University. In 1994, Dr. Dai obtained her PhD in Economics, majoring in international trade, from Nankai University.

Dr. Dai started working as an Associate Professor in economics of Nankai University since 1994. She then became a Professor and Director in economics at the Institute of International Economics in 2000 and an Associate Dean of the School of Financial Engineering in 2002. Dr. Dai is currently the Associate Dean and Professor of the Institute of Financial Development Research of Nankai University, a Professor in Economics of the Institute of International Economics at Nankai University and also the Vice Director of the Professor Centre for Transnational Corporations Studies of Nankai University.

Dr. Dai has also worked as part-time Professor or Visiting Professor of other Universities. She is now a part-time Professor in economics of each of Xiamen University, Shandong College of Economics and Shanghai Lixin Institute of Accounting, all in PRC. Dr. Dai was a Visiting Professor of each of Greenwich University, U.K. from 1995 to 1996, Columbia University, U.S.A. from 2001 to 2002,

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Helsinki Polytechnic, Finland in 2005 and National Kaohsiung University of Applied Sciences, KUAS, Taiwan in 2005. Dr. Dai is the Director of teaching committee China Society of World Economics, Vice-president of Tianjin Society of World Economics.

Dr. Dai is an independent director of each of Tianjin Ringpu Bio-technology Co., Ltd. (天津瑞普生物技術股份有限公司) (a company listed in the Shenzhen stock exchange) and Tianjin Benefo Tejing Electric Co., Ltd. (天津百利特精電器股份有限公司) (a company listed in the Shanghai stock exchange).

Save as disclosed above, Dr. Dai did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of Service

The length of service of Dr. Dai with the Company is 1.5 years. Dr. Dai has a letter of appointment with the Company for a term of three years to 26 June 2015. Dr. Dai is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Dr. Dai does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Dr. Dai does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's Emoluments

The director's fee of Dr. Dai is HK\$150,000 per annum, which was determined by the Remuneration Committee of the Company and the Board with reference to her duties and responsibilities with the Company. The total director's fee of Dr. Dai for the period from 1 April 2012 to 31 December 2012 was approximately HK\$113,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Dr. Dai involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Dai that need to be brought to the attention of the Shareholders.

(12) Mr. Yu Lei, aged 44, Independent Non-executive Director

Positions and Experience

Mr. Yu Lei is an Independent Non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Yu graduated from Zhongnan University of Economics and Law (中南財經政法大學) in the PRC with a Bachelor degree majoring in accounting in 1993, where he subsequently obtained a Master of Management degree in 1999. Mr. Yu is also a qualified accountant conferred by the Ministry of Finance of the PRC and a certified internal auditor of the Institute of Internal Auditors.

Mr. Yu has over 20 years of extensive work experience. Mr. Yu began his career in 1993 as an accountant in the PRC assuming the duties in financial management, where he has acquired substantial experiences in financial analysis, internal control, tax planning, budget management and performing financial feasibility studies for investment projects. During his career, Mr. Yu has assumed different senior positions in various large corporations and has gained extensive knowledge and experience in supervising large scale investment projects, financial management and internal control compliance.

Mr. Yu is an Independent Non-executive Director of Forebase International Holdings Limited (formerly known as “Kwang Sung Electronics H.K. Co. Limited”) (a company listed on the Stock Exchange). Save as disclosed above, Mr. Yu did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of Service

The length of service of Mr. Yu with the Company is 1 year. Mr. Yu has a letter of appointment with the Company for a term of three years to 8 March 2016. Mr. Yu is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Mr. Yu does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Yu does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Director's Emoluments

The director's fee of Mr. Yu is HK\$150,000 per annum, which was determined by the Remuneration Committee of the Company and the Board with reference to his duties and responsibilities with the Company. The total director's fee of Mr. Yu for the period from 9 March 2012 to 31 December 2012 was approximately HK\$122,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Yu involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual 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, 31 May 2013 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the Reports of the Directors and Auditors for the nine months ended 31 December 2012.
2. To re-elect Directors, to fix the maximum number of Directors, to authorise the Board to appoint additional Directors not exceeding the maximum number determined and to authorise the Board to fix the respective Directors’ remuneration.
3. To re-appoint Auditors and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with the applicable laws, rules and regulations;
 - (b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

5. **“THAT**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of this resolution and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. “**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board
China Nuclear Industry 23 International Corporation Limited
Ng Siu Cheung
Company Secretary

Hong Kong, 18 April 2013

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). 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 shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder 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 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 the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder 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) For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, 28 May 2013 to Friday, 31 May 2013, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 May 2013.

As at the date of this notice, 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.