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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)**

## **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement (the “**Announcement**”) of China Nuclear Industry 23 International Corporation Limited (the “**Company**”) dated 24 April 2015 in relation to the proposed placing of convertible bonds due 2016 under the General Mandate. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

### **SIDE LETTER TO THE PLACING AGREEMENT**

#### **Change of Placing Period and the long stop date in relation to the Placing Agreement**

On 30 April 2015 (after the trading hours), the Company and the Placing Agent have executed a side letter to shorten the last day of the Placing Period to 14 May 2015, and the latest date for the fulfillment of the conditions precedent set out in the Placing Agreement will be no later than 18 May 2015. Save and except for the above changes, all other terms and provisions of the Placing Agreement shall remain the same and unchanged and the Placing Agreement shall remain in full force and effect.

### **ADDITIONAL INFORMATION**

Further to the information disclosed in the Announcement, the Company would like to clarify and supplement the following additional information.

#### **Completion of Placing in not more than two Tranches**

Pursuant to the Placing Agreement, the Convertible Bonds’ aggregate principal amount of HK\$350 million is divided into a maximum of two Tranches. The Placing Agent, on its best effort basis, intends to complete the Tranche one by one upon sufficient receipt of orders of HK\$175 million subject to the progress of the subscription of the Convertible Bonds and the response in the market. Having regard to the size of the Placing, the Company may take advantage of a multiple tranche placing to secure partly the funds to be raised when certain numbers of potential investors are found by the Placing Agent and are ready for Completion.

On the other hand, by limiting the Placing to a maximum of two Tranches, the Company will not be unduly burdened by the administrative work as a result of the multiple tranche arrangement under the Placing.

### **General Mandate to issue the Conversion Shares**

Pursuant to the terms and conditions of the Convertible Bonds, the Conversion Price may from time to time be adjusted upon occurrence of certain events as disclosed under the sub-heading “Principal Terms of the Convertible Bonds — Adjustment events” of the Announcement. The Company will monitor internally before taking any action which may trigger any of such adjustment events which would result in the General Mandate being insufficient to cover the issue of Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds, such corporate activities will not be taken, so as to ensure that such number of Conversion Shares will not exceed the number of new Shares that can be allotted and issued under the General Mandate, i.e. a total of 220,333,124 new Shares (subject to adjustment as a result of any subsequent consolidation or sub-division). In addition, the Company will not allot and issue any new Shares under the General Mandate except for the Conversion Shares to be issued pursuant to the terms of the Convertible Bonds.

Save as disclosed above, all other information in the Announcement remains unchanged.

By Order of the Board  
**China Nuclear Industry 23 International Corporation Limited**  
**AI Yilun**  
*Chairman*

Hong Kong, 30 April 2015

*As at the date of this announcement, the Directors are: Mr. Ai Yilun, who is the chairman and an executive Director; Mr. Chan Shu Kit, who is the vice-chairman and an executive Director; Ms. Jian Qing, Mr. Chung Chi Shing, Mr. Gao Yongping, Mr. Fu Zhigang, Mr. Tang Chuanqing and Mr. Xu Zhaoyang, all of whom are executive Directors; and Mr. Chan Ka Ling, Edmond, Mr. Li Baolin, Mr. Wang Jimin and Mr. Chen Ying, all of whom are independent non-executive Directors.*