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中国核建

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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Nuclear Energy Technology 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, 20 December 2016 at 10:00 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution of the Company:

ORDINARY RESOLUTION

1. “THAT

- (a) the sale and purchase agreement in relation to the sale of the entire issued share capital (the “**Sale Shares**”) of each of Hurray Enterprises Limited, Tack Hsin (BVI) Holdings Limited and Tack Hsin International Limited (altogether with their respective subsidiaries, the “**Target Group**”) and the shareholder’s loan owed by the Target Group to the Company by the Company to Mr. Chan Shu Kit dated 1 November 2016 (the “**S&P Agreement**”) and the transactions contemplated thereunder including but not limited to the charge of the Sale Shares in favour of the Company to secure the due and punctual performance of payment obligations of Mr. Chan Shu Kit under the S&P Agreement (the “**Disposal**”) (a copy of the S&P Agreement has been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) 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 (under hand or under seal) which he/she/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the S&P 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 Energy Technology Corporation Limited
AI Yilun
Chairman

Hong Kong, 5 December 2016

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, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share 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 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 22nd Floor, Hopewell Centre, 183 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 will be put to shareholders to vote by way of a poll.

As at the date of this announcement, the Directors are: Mr. Ai Yilun (chairman), Mr. Chan Shu Kit (vice-chairman), Ms. Jian Qing, Mr. Chung Chi Shing, Mr. Li Jinying, Ms. Liang Rong, Mr. Li Feng and Mr. Bai Xuefei (co-chief executive officer), all of whom are executive Directors; and Mr. Chan Ka Ling, Edmond, Mr. Wang Jimin, Mr. Tian Aiping and Mr. Li Dakuan, all of whom are independent non-executive Directors.