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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)

**PROPOSED CHANGE OF AUDITORS
AND
CHANGE OF FINANCIAL YEAR END DATE
AND
PROPOSED ADOPTION OF NEW BYE-LAWS**

The Board announces that HLB Hodgson Impey Cheng will retire as the auditors of the Group with effect from the conclusion of the AGM and the Board proposes to appoint HLB Hodgson Impey Cheng Limited as the auditors of the Group, subject to the approval of the Shareholders at the AGM.

The Board also announces that the Board has resolved to change the financial year end date of the Group from 31 March to 31 December commencing from the financial year ending 31 December 2012. Accordingly, the next financial year end date of the Company will be 31 December 2012.

The Company proposes to adopt a set of new Bye-laws which will be subject to approval by the Shareholders by way of a special resolution at the AGM to be held on 28 August 2012.

PROPOSED CHANGE OF AUDITORS

The board of the directors (the “**Board**”) of China Nuclear Industry 23 International Corporation Limited (the “**Company**”) announces that HLB Hodgson Impey Cheng will retire as the auditors of the Company and its subsidiaries (together, the “**Group**”) with effect from the conclusion of the forthcoming annual general meeting of the Company to be held on 28 August 2012 (the “**AGM**”).

In March 2012, the practice of HLB Hodgson Impey Cheng was reorganised as HLB Hodgson Impey Cheng Limited. The Board considers that it is in the interests of the Group and the shareholders of the Company (the “**Shareholders**”) as a whole if the auditors can continue to serve the Group. Therefore, an ordinary resolution for the appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Group for the subsequent financial year will be proposed for the approval by the Shareholders at the AGM.

HLB Hodgson Impey Cheng has confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board also confirms that there are no circumstances in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders.

A circular containing, among other things, information in relation to the proposed change of auditors and a notice convening the AGM will be despatched to the Shareholders in due course.

CHANGE OF FINANCIAL YEAR END DATE

The Board would also like to announce that the Board has resolved to change the financial year end date of the Group from 31 March to 31 December commencing from the financial year ending 31 December 2012. Accordingly, the next financial year end date of the Company will be 31 December 2012.

Reasons for the Change of the Financial Year End Date

Since 5 December 2011, the Company became a non wholly-owned subsidiary of China Nuclear Industry 23 Construction (Hong Kong) Company Limited 中國核工業二三（香港）有限公司 which is wholly-owned by 中國核工業二三建設有限公司 (transliterated as China Nuclear Industry 23 Construction Company Limited*) (“**CNI23**”) and the Company’s financial results are consolidated in CNI23’s consolidated accounts. In light of the financial year end date of CNI23 being 31 December, the Company has decided to align its financial year end date to that adopted by CNI23 so as to facilitate the preparation and updating of the consolidated financial statements and accounts for CNI23.

The Board does not foresee any material adverse impact on the Group as a result of the change of financial year end date nor is there any other matter of significance that needs to be brought to the attention of the Shareholders in that regard.

Subsequent Financial Reporting

Following the change of financial year end date, the Company will announce and publish its financial results for the respective financial periods as follows:

	Period covered	Deadline for results announcement
Unaudited Interim Results Reporting	6 months ending 30 September 2012 (not affected)	30 November 2012 (not affected)
Audited Annual Results Reporting	9 months ending 31 December 2012	31 March 2013

In view of the change of financial year end date, the Company will publish an annual results announcement and annual report for the nine months ending 31 December 2012.

PROPOSED ADOPTION OF NEW BYE-LAWS

The existing Bye-laws of the Company (“**Bye-laws**”) were adopted in 1993. The Company had amended the existing Bye-laws in 2007 and since then, there have been various amendments to the applicable laws and regulations, including certain amendments to the Listing Rules, the Corporate Governance Code (which came into effect on 1 January 2012 and 1 April 2012 respectively) and the Companies Act 1981 of Bermuda. Accordingly, the Directors propose to adopt a set of new Bye-laws in substitution for and to the exclusion of the existing Bye-laws so as to bring the Bye-laws in line with the amendments made to the Listing Rules, the Corporate Governance Code and the Companies Act 1981 of Bermuda, as well as to modernize and update the Bye-laws.

The major changes brought about by the proposed new Bye-laws are summarized as follows:

1. all resolutions at general meetings of the Company shall be decided by way of poll other than those resolutions which relate purely to procedural or administrative matters as may be permitted under the Listing Rules, which may be voted on by a show of hands;
2. (i) an annual general meeting of the Company shall be called by written notice of not less than 21 clear days and not less than 20 clear business days, (ii) any special general meeting of the Company called for the passing of a special resolution shall be called by written notice of not less than 21 clear days and not less than 10 clear business days, and (iii) all other special general meetings of the Company shall be called by written notice of not less than 14 clear days and not less than 10 clear business days;
3. no longer permits a Director to disregard 5% interest when considering whether the Director has a material interest in a transaction which would prevent him from forming part of the quorum or voting at a board meeting; and
4. subject to compliance with the rules and regulations of the designated stock exchange and any other relevant regulatory authority, allows the Company to give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any Shares in the Company.

The Board will seek approval from the Shareholders by way of passing a special resolution at the AGM to adopt a set of new Bye-laws in substitution for and to the exclusion of the existing Bye-laws. Details of the principal provisions of the proposed new Bye-laws will be set out in the circular of the Company to be despatched to Shareholders in due course.

By order of the Board
China Nuclear Industry 23
International Corporation Limited
DONG Yuchuan
Chairman

Hong Kong, 13 July 2012

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. Chan Ho Man, 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.

* *For identification purpose only*