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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of China Nuclear Industry 23 International Corporation Limited (“**Company**”) will be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 5 October 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following as an ordinary resolution, with or without amendments.

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 17 August 2012 (the “**Sale and Purchase Agreement**”) entered into between CNI23 Holdings Company Limited, a direct wholly-owned subsidiary of the Company, as purchaser (the “**Purchaser**”) and China Nuclear Industry 23 Construction (Hong Kong) Company Limited as vendor (the “**Vendor**”) in relation to the acquisition by the Purchaser from the Vendor of 26.5% equity interests of 深圳中核二三核電檢修有限公司 (Shenzhen CNI23 Nuclear Power Maintenance Co., Ltd.*) for a consideration of RMB50,000,000 (equivalent to HK\$61,305,000), copy of the Sale and Purchase Agreement is marked “A” and produced to the SGM and signed by the chairman of the SGM for identification purpose and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 17 September 2012

* *For identification purposes only*

Head Office and Principal Place of Business
in Hong Kong:
Room 2801, 28/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if the member is a holder of two or more shares) to attend and vote in his/her stead in accordance with the Bye-laws of the Company. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the SGM 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 must be duly lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the SGM or any adjourned meeting. Delivery of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the SGM or at any adjourned meeting.
4. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the SGM or any adjournment thereof, should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. The resolution set out in this notice shall be voted by way of poll of the shareholders of the Company at the SGM.

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. 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.