



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)

Form of Proxy for use at the Special General Meeting to be held on Friday, 5 October 2012 (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.10 each in the capital of
China Nuclear Industry 23 International Corporation Limited (the “Company”), HEREBY APPOINT ^(Note 3) THE CHAIRMAN OF THE
SPECIAL GENERAL MEETING or _____ (name)
of _____
as my/our proxy to act for me/us at the Special 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, 5 October 2012 at 3:00 p.m. (or at any
adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolution (with or without
amendments) as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and
in my/our name(s) in respect of the said resolution as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
<p>“THAT</p> <p>(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) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and</p> <p>(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.”</p>		

Dated this _____ day of _____ 2012 Signed ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE SPECIAL GENERAL MEETING or**” herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion.**
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- 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(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, 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 holding the Meeting or any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* For identification purposes only