

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON TUESDAY, 24 DECEMBER 2013**

The Board is pleased to announce that at the SGM held on Tuesday, 24 December 2013, the proposed ordinary resolutions as set out in the SGM Notice were duly passed by the relevant Independent Shareholders attending and eligible to vote by way of poll at the SGM.

Reference is made to the circular (the “**Circular**”) and the notice of special general meeting (“**SGM Notice**”) of China Nuclear Industry 23 International Corporation Limited (the “**Company**”) dated 6 December 2013. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SPECIAL GENERAL MEETING

The board of directors of the Company (the “**Board**”) is pleased to announce that at the special general meeting of the Company (“**SGM**”) held on Tuesday, 24 December 2013, the proposed ordinary resolutions as set out in the SGM Notice were duly passed by the relevant Independent Shareholders by way of poll at the SGM.

The Hong Kong branch share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the SGM. The poll results in respect of the ordinary resolutions proposed at the SGM were as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1	<p>“THAT</p> <p>(a) the agreement in relation to the provision of engineering design services in respect of 大同協鑫二期60MW光伏發電項目 (transliterated as Datong Xiexin 60MW Photovoltaic (“PV”) Project Phase II*) (the “Datong Solar Project”) and the agreement in relation to the provision of procurement and construction services in respect of the Datong Solar Project (collectively the “Datong EPC Agreements”), both dated 15 November 2013 and entered into between 南京中核二三能源工程有限公司 (transliterated as Nanjing CNI23 Energy Engineering Company Limited*) (“CNI23 Energy”), an indirect non-wholly-owned subsidiary of the Company, and 大同縣協鑫光伏電力有限公司 (transliterated as Datong Xian GCL Solar Power Co., Ltd.*) and the transactions contemplated thereunder and the annual cap for the continuing connected transactions contemplated under the Datong EPC Agreements for the financial year ending 31 December 2013 (the “Datong Proposed Cap”) be and are hereby approved, ratified and confirmed; and</p> <p>(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 which he/she/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the Datong Proposed Cap and the Datong EPC Agreements 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 foregoing.”</p>	609,797,875 (99.71%)	1,762,000 (0.29%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
2	<p>“THAT</p> <p>(a) the agreement (the “Third Technical Consultancy Agreement”) in relation to the provision of technical consultancy and project management services in respect of 福海漢能一期20MWp併網光伏電站項目 (transliterated as Fuhai Hanneng 20MWp grid-connection PV Project Phase I*) (the “Fuhai Project”) and 中廣核太陽能山東微山30MWp光伏電站建安施工項目標段一及二 (transliterated as China-Guangdong Nuclear Solar Shandong Weishan 30MWp PV Plant Construction Project I and II*) (the “Weishan Project”), dated 15 November 2013 and entered into between CNI23 Energy and 中國核工業二三建設有限公司華東分公司 (transliterated as China Nuclear Industry 23 Construction Company Limited Huadong Branch*) (“CNI23 Huadong Branch”) and the transactions contemplated thereunder and the revised annual cap for the continuing connected transactions contemplated under the framework agreement dated 3 May 2013 and entered into between 中核二三(南京)能源發展有限公司 (CNI23 (Nanjing) Energy Development Company Limited) (“CNI23 (Nanjing)”) and CNI23 Huadong Branch in relation to the provision of procurement of construction equipment and materials and technical consultancy and project management services for the financial year ending 31 December 2013, taking into account the aggregate historical transaction amount under the agreement in relation to the procurement of construction equipment and materials and provision of related technical support services for 揚州經濟開發區光伏發電示範項目出口加工區2MW子項目 (transliterated as 2MW project of PV power demonstration projects export processing zones in Yangzhou Economic Development Zone*) (the “Yangzhou Project”) and 寶應30MWp漁光互補光伏發電項目 (transliterated as Baoying 30MWp fishing-solar complementary PV power project*) (the “Baoying Project”) and</p>	209,797,875 (99.17%)	1,762,000 (0.83%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
	<p>the agreement in relation to the provision of technical consultancy and project management services for the Yangzhou Project and the Baoying Project, both dated 3 May 2013 and entered into between CNI23 (Nanjing) and CNI23 Huadong Branch, and the agreement in relation to the procurement of construction equipment and materials and provision of related technical support services for further development of the Baoying Project and 晉江市經濟開發區10MWp光伏併網金太陽項目 (transliterated as Golden-sun project for the 10MWp PV grid-connection in Jinjiang Economic Development Zone*) (the “Jinjiang Project”) and the agreement in relation to the provision of technical consultancy and project management services for the Jinjiang Project, both dated 24 May 2013 and entered into between CNI23(Nanjing) and CNI23 Huadong Branch, and the additional transaction amount under the Third Technical Consultancy Agreement (the “Huadong Revised Cap”) be and are hereby approved, ratified and confirmed; and</p> <p>(b) any one of the Directors be and is hereby authorised to exercise all the powers of the Company and take all other steps and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the Huadong Revised Cap and the Third Technical Consultancy 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.”</p>		

As more than 50% of the votes were cast in favour of the resolutions, the resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the SGM, there were a total of 1,101,665,620 Shares in issue. As GCL Datong is a connected person of the Company, the Company notified GCL Datong that GCL Datong, its shareholders, subsidiaries, associates, connected persons and their respective associates (collectively the “**Datong Group**”) were required to abstain from voting on Resolution 1 at the SGM if any of them were interested in the Shares (either directly or indirectly), and to give 4-business day prior written notice to the Company if they intended to attend the SGM or to vote at the SGM. The Company received confirmation from GCL Datong that the Datong Group would abstain from voting on Resolution 1 if they were interested in the Shares as at the date of the SGM. As at the date of the SGM, the Company and the scrutineer did not receive any notice from the Datong Group that they would attend or vote at the SGM, accordingly, the Company was not aware of the Datong Group holding any Shares. Based on the foregoing, as at the date of the SGM, the total number of Shares entitling the GCL Independent Shareholders to attend and vote for or against Resolution 1 at the SGM was 1,101,665,620 Shares.

As at the date of the SGM, the total number of Shares entitling the CNI Independent Shareholders to attend and vote for or against Resolution 2 at the SGM was 701,665,620 Shares. As at the date of the SGM, China Nuclear Industry 23 Construction (Hong Kong) Company Limited and China He Investment (Hong Kong) Company Limited, a party acting in concert with it, in aggregate held 400,000,000 Shares, representing approximately 36.30% shareholding interests of the Company, were required to abstain and had abstained from voting in favour of Resolution 2 at the SGM.

There were no restrictions on any Shareholders to cast votes on the resolutions at the SGM. There were no Shares entitling the holders to attend the SGM and vote only against the resolutions thereat.

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

Hong Kong, 24 December 2013

As at the date of this announcement, the Directors of the Company are: Mr. Dong Yuchuan, who is the chairman and the 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. 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 purposes only*