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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)**

**RESIGNATION AND APPOINTMENT  
OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF  
BOARD COMMITTEES**

The Board announces that with effect from 28 February 2014:

- (i) each of Dr. Dai Jinping and Mr. Yu Lei has resigned as an independent non-executive Director, a member of each of the Remuneration Committee, the Nomination Committee and the Audit Committee; and
- (ii) each of Mr. Li Baolin and Mr. Wang Jimin has been appointed as an independent non-executive Director, a member of each of the Remuneration Committee, the Nomination Committee and the Audit Committee.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS, MEMBERS OF  
THE REMUNERATION COMMITTEE, THE NOMINATION COMMITTEE AND THE  
AUDIT COMMITTEE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Nuclear Industry 23 International Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that (i) Dr. Dai Jinping (“**Dr. Dai**”) has resigned as an independent non-executive Director with effect from 28 February 2014 due to her other business engagements which require more time and dedication; and (ii) Mr. Yu Lei (“**Mr. Yu**”) has resigned as an independent non-executive Director with effect from 28 February 2014 as his other business engagements require more of his time and dedication. Upon their resignation, each of Dr. Dai and Mr. Yu ceased to be a member of each of the remuneration committee (the “**Remuneration Committee**”), the nomination committee (the “**Nomination Committee**”) and the audit committee (the “**Audit Committee**”) of the Company.

Dr. Dai and Mr. Yu have confirmed that they have no disagreement with the Board and that there are no matters that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to their resignation.

The Board would like to take this opportunity to express its sincere gratitude to the valuable contributions of Dr. Dai and Mr. Yu during their terms of office with the Company.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS, MEMBERS OF THE REMUNERATION COMMITTEE, THE NOMINATION COMMITTEE AND THE AUDIT COMMITTEE**

The Board is pleased to announce that (i) Mr. Li Baolin (“**Mr. Li**”) has been appointed as an independent non-executive Director, a member of each of the Remuneration Committee, the Nomination Committee and the Audit Committee; and (ii) Mr. Wang Jimin (“**Mr. Wang**”) has been appointed as an independent non-executive Director, a member of each of the Remuneration Committee, the Nomination Committee and the Audit Committee, both with effect from 28 February 2014.

### **Mr. Li**

Mr. Li, aged 49, obtained a Doctorate Degree in economics from Jilin University in the People’s Republic of China (the “**PRC**”). He is currently the chairman of China Gaoxin Investment Group Corp. (“**China Gaoxin**”). Mr. Li was a director and the general manager of China Gaoxin before his appointment as the chairman of the same company. Mr. Li has been working with China Gaoxin since 1995 and had held different positions in China Gaoxin including a director of the office of the general manager, assistant to the general manager and deputy general manager.

Save as disclosed above, Mr. Li has not previously held and is not holding any other position with the Company or any of its subsidiaries. Save as disclosed above, Mr. Li does not hold any other directorships in any listed companies in the last three years or other major appointments and qualifications.

Save as disclosed above, Mr. Li does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company, nor does he have any interests in the shares of the Company (the “**Shares**”) within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”).

Mr. Li has entered into a letter of appointment with the Company for a term of three years commencing on 28 February 2014, unless terminated by the parties pursuant to the letter of appointment and subject to the bye-laws of the Company (the “**Bye-laws**”) in relation to retirement by rotation and re-election and the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange. Mr. Li is entitled to receive a director’s fee of HK\$150,000 per annum from the Company in respect of his appointment as an independent non-executive Director, which has been approved by the Board having considered his responsibilities and duties, the Company’s remuneration policy and the prevailing market conditions.

Mr. Li has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there is no other matter in relation to the appointment of Mr. Li that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

## **Mr. Wang**

Mr. Wang, aged 49, obtained a Master Degree in economics from Central University of Finance and Economics in the PRC. He has been a partner of an accountant firm, Asia Pacific CPA (Group) Co., Ltd., in Shenzhen, PRC, specializing in corporate listings, capital operation and mergers and acquisitions, since 2002. Prior to this, Mr. Wang was a manager of finance and accounting division of Guangdong International Trust and Investment Corporation, Shenzhen Branch from May 1996 to October 2002. He was also a project manager and assistant manager in Shenzhen Shekou XinDe Certified Public Accountants from October 1993 to May 1996 and worked with Jilin Trust and Investment Company from December 1991 to October 1993.

Save as disclosed above, Mr. Wang has not previously held and is not holding any other position with the Company or any of its subsidiaries. Save as disclosed above, Mr. Wang does not hold any other directorships in any listed companies in the last three years or other major appointments and qualifications.

Save as disclosed above, Mr. Wang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company, nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years commencing on 28 February 2014, unless terminated by the parties pursuant to the letter of appointment and subject to the Bye-laws in relation to retirement by rotation and re-election and the Listing Rules. Mr. Wang is entitled to receive a director's fee of HK\$150,000 per annum from the Company in respect of his appointment as an independent non-executive Director, which has been approved by the Board having considered his responsibilities and duties, the Company's remuneration policy and the prevailing market conditions.

Mr. Wang has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there is no other matter in relation to the appointment of Mr. Wang that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to extend its warm welcome to Mr. Li and Mr. Wang in joining the Board.

By order of the Board  
**China Nuclear Industry 23 International Corporation Limited**  
**AI Yilun**  
*Chairman*

Hong Kong, 28 February 2014

*As at the date of this announcement, the Directors are: Mr. Ai Yilun, who is the chairman and an executive Director; Mr. Chan Shu Kit, who is the vice-chairman and an executive Director; Mr. Han Naishan, Mr. Gao Yongping, Mr. Fu Zhigang, Ms. Jian Qing, Mr. Chung Chi Shing 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.*