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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement (the “Announcement”) of China Nuclear Industry 23 International Corporation Limited dated 2 January 2015 in relation to the continuing connected transactions between CNI23 Energy, an indirect non-wholly-owned subsidiary of the Company, entered into the Huadong Technical Consultancy Agreement with CNI23 Huadong Branch. Unless the content otherwise requires, capitalised terms used in this announcement shall have the same meaning given to them in the Announcement.

The Company wishes to clarify certain information set out in the section headed “Listing Rules Implications” of the Announcement and to provide the following information:

LISTING RULES IMPLICATIONS

As at the date of this announcement, CNI23 Energy is wholly-owned by CNI23 (Nanjing) which is in turn wholly-owned by Guoxin Energy. Guoxin Energy is owned as to 51% by CNI23 New Energy (a wholly-owned subsidiary of the Company). The Company is owned as to 36.3% by China He Investment. ZOC Investment Co., Ltd. (“ZOC”) holds 100% interests in China He Investment and ZOC is 100% owned by CNEGC. The ultimate beneficial owner of China He Investment is CNEGC which is the controlling shareholder of CNECC and CNECC holds 80% shareholding interest of CNI23 which wholly-owns CNI23 Huadong Branch. Therefore, CNI23 and CNI23 Huadong Branch are connected persons of the Company within the meaning of the Listing Rules but CNI23 Huadong Branch is not a connected person at the subsidiary level and hence, the Huadong CCT is not between the Group and a connected person at subsidiary level.

However, as all applicable percentage ratios in respect of the Huadong Proposed Cap are less than 5% even though the annual consideration receivable by the Company for performing the work pursuant to the Huadong Technical Consultancy Agreement in the year ending 31 December 2015 is more than HK\$10,000,000, the transactions contemplated under the Huadong Technical Consultancy Agreement and the Huadong Proposed Cap are subject to the reporting, announcement and annual review requirements but exempted from the circular (including independent financial advice) and Independent Shareholders’ approval requirement under Rule 14A.76(2) of Chapter 14A of the Listing Rules. Meanwhile, Rule 14A.101 of the Listing Rules is not applicable.

MATERIAL INTEREST OF DIRECTORS IN THE HUADONG CCT

As at the date of the Announcement, Mr. Ai Yilun, who is the chairman and an executive Director, Mr. Han Naishan, Mr. Gao Yongping, Mr. Fu Zhigang and Mr. Tang Chuanqing who are executive Directors, are materially interested in the Huadong CCT as each of Mr. Ai Yilun, Mr. Gao Yongping, Mr. Fu Zhigang and Mr. Tang Chuanqing holds senior management position in ZOC which is 100% owned by CNEGC and ZOC holds 100% interests in China He Investment. Furthermore, Mr. Ai Yilun is a director of ZOC. Mr. Han Naishan is the director general of CNI23. As such, Mr. Ai Yilun, Mr. Han Naishan, Mr. Gao Yongping, Mr. Fu Zhigang and Mr. Tang Chuanqing have abstained from voting on the relevant board resolutions in respect of the Huadong CCT and the Huadong Proposed Cap.

PRINCIPAL BUSINESS OF CNI23 HUADONG BRANCH

The principal business of CNI23 Huadong Branch is the engineering, procurement and construction of tendered construction projects in the PRC and overseas.

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

Hong Kong, 6 January 2015

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. Tang Chuanqing, all of whom are executive Directors; and Mr. Chan Ka Ling, Edmond, Mr. Li Baolin, Mr. Wang Jimin and Mr. Chen Ying, all of whom are independent non-executive Directors.