



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 the Bermuda with limited liability)

(Stock Code: 611)

Form of Proxy for use at the Special General Meeting (and any adjournment thereof) to be held on Friday, 21 June 2013

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
MEETING or _____ (name)
of _____
as my/our proxy to act for me/us at the Special General Meeting (or at any adjournment thereof) 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, 21 June 2013 at 3:00 p.m. for
the purpose of considering and, if thought fit, passing the resolution (with or without amendments) as set out in the notice convening the said
Special General Meeting and at such 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 the equipment and materials procurement agreement and the technical consultancy agreement (the “Second Agreements”) dated 24 May 2013 and entered into between CNI23 (Nanjing) Energy Development Company Limited, an indirect non wholly-owned subsidiary of the Company, 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*), a branch of 中國核工業二三建設有限公司 (transliterated as China Nuclear Industry 23 Construction Company Limited*), pursuant to the framework agreement dated 3 May 2013 and entered into between the parties (the “CNI23 (Nanjing) Framework Agreement”) in respect of the provision of procurement of construction equipment and materials and related technical support services, and technical consultancy and project management services and the transactions contemplated thereunder, and the revised annual caps for the continuing connected transactions contemplated under the CNI23 (Nanjing) Framework Agreement for the financial year ending 31 December 2013 (the “Revised Caps”) be and are hereby approved, confirmed and ratified, and any one director of the Company be and are 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 Revised Caps and the Second Agreements and the transactions contemplated thereunder and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the forgoing.”</p>		

Dated this _____ day of _____ 2013 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 MEETING**” 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 ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOXES 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.