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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)

**(1) RESIGNATION OF NON-EXECUTIVE DIRECTOR AND EXECUTIVE DIRECTORS;
(2) APPOINTMENT OF EXECUTIVE DIRECTORS; AND
(3) CHANGE OF CHAIRMAN**

The Board announces that:

- (i) Mr. Dong Yuchuan has tendered his resignation as the non-executive Director and the Chairman. Upon his resignation, Mr. Dong will cease to be the chairman of the Nomination Committee and a member of the Remuneration Committee;
- (ii) Mr. Lei Jian and Mr. Guo Shuwei have tendered their resignation as executive Directors;
- (iii) Mr. Ai Yilun has been appointed as an executive Director, the Chairman, the chairman of the Nomination Committee and a member of the Remuneration Committee; and
- (iv) Mr. Fu Zhigang and Mr. Gao Yongping have been appointed as executive Directors.

The above resignation and appointment will take effect from 27 December 2013.

RESIGNATION OF NON-EXECUTIVE DIRECTOR AND CHAIRMAN

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 Mr. Dong Yuchuan (“**Mr. Dong**”) has tendered his resignation as the non-executive Director and the chairman of the Board (the “**Chairman**”) with effect from 27 December 2013 due to his other business engagements which require more time and dedication. Upon his resignation, Mr. Dong will cease to be the chairman of the nomination committee (the “**Nomination Committee**”) and a member of the remuneration committee (the “**Remuneration Committee**”) of the Company.

Mr. Dong has confirmed that he has 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 his resignation.

RESIGNATION OF EXECUTIVE DIRECTORS

The Board further announces that (i) Mr. Lei Jian (“**Mr. Lei**”) has tendered his resignation as an executive Director as he wishes to dedicate more time on his other business commitments; and (ii) Mr. Guo Shuwei (“**Mr. Guo**”) has tendered his resignation as an executive Director as his other business engagements require more of his time and dedication, both with effect from 27 December 2013. Mr. Lei and Mr. Guo have confirmed that they have no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders and 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 Mr. Dong, Mr. Lei and Mr. Guo during their terms of office with the Company.

APPOINTMENT OF EXECUTIVE DIRECTORS AND CHAIRMAN

The Board is pleased to announce that (i) Mr. Ai Yilun (“**Mr. Ai**”) has been appointed as an executive Director, the Chairman, the chairman of the Nomination Committee and a member of the Remuneration Committee; and (ii) Mr. Fu Zhigang (“**Mr. Fu**”) and Mr. Gao Yongping (“**Mr. Gao**”) have been appointed as executive Directors, all with effect from 27 December 2013.

Mr. Ai

Mr. Ai, aged 44, obtained a Doctorate Degree in world economics from Jilin University in the People’s Republic of China (the “**PRC**”). He is currently the General Manager of Zhong He Investment Company Limited (“**Zhong He**”), which indirectly holds 9.07% equity interest in the Company. Mr. Ai had previously held different positions including the chairman and general manager of 北京中經科環質量認證有限公司 (transliterated as Beijing Zhongjing Kehuan Quality Certification Co., Ltd.*), the secretary of the board of directors of 北京中核投資有限公司 (transliterated as Beijing Zhong He Investment Co., Ltd.*), the vice general manager of Zhong He and the general manager of 中核新能源投資有限公司 (transliterated as Zhong He New Energy Investment Co., Ltd.*).

Save as disclosed above, Mr. Ai has not previously held and is not holding any other position with the Company or any of its subsidiaries. Save as disclosed above, Mr. Ai 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. Ai 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. Ai has entered into a letter of appointment with the Company for a term of three years commencing on 27 December 2013, 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. Ai is not entitled to receive any remuneration from the Company in respect of his appointment as an executive Director.

Save as disclosed above, there is no other matter in relation to the appointment of Mr. Ai 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. Fu

Mr. Fu, aged 42, obtained a Bachelor Degree in Economics from Central University of Finance and Economics in the PRC. He is also qualified as an accountant conferred by the Ministry of Finance of the PRC. He is currently the vice financial controller and the director of finance department at Zhong He. Mr. Fu was previously the accountant manager at 北京明天浩海科技集團 (transliterated as Beijing Tomorrow Ocean Technology Group*), the director of financial centre at 大連實德集團塑膠北京分公司 (transliterated as Dalian Shide Group Plastic Beijing Branch*) and the accountant controller at 山東新汶礦業集團 (transliterated as Shandong Xinwen Mining Group*).

Save as disclosed above, Mr. Fu has not previously held and is not holding any other position with the Company or any of its subsidiaries. Save as disclosed above, Mr. Fu 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. Fu 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. Fu has entered into a letter of appointment with the Company for a term of three years commencing on 27 December 2013, 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. Fu is not entitled to receive any remuneration from the Company in respect of his appointment as an executive Director.

Save as disclosed above, there is no other matter in relation to the appointment of Mr. Fu 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. Gao

Mr. Gao, aged 48, graduated from Jilin University of Finance and Economics in the PRC with a Bachelor Degree in economics. Mr. Gao has more than 18 years of working experience in finance. He is currently the general manager of ZOC Trans Union Investment Fund Management (Beijing) Co., Ltd. and the manager of the fund management department of Zhong He. He had previously held different positions including the director of foreign exchange administration at the State Administration of Foreign Exchange, Shenyang Branch; the general manager of the international business department and general manager of the corporate banking department at China Merchants Bank, Shenyang Branch and the bank president of China Merchants Bank, Xingshun Branch. Mr. Gao also obtained the qualification of a senior economist from China Merchants Bank in 2000.

Save as disclosed above, Mr. Gao has not previously held and is not holding any other position with the Company or any of its subsidiaries. Save as disclosed above, Mr. Gao 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. Gao 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. Gao has entered into a letter of appointment with the Company for a term of three years commencing on 27 December 2013, 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. Gao is not entitled to receive any remuneration from the Company respect of his appointment as an executive Director.

Save as disclosed above, there is no other matter in relation to the appointment of Mr. Gao 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. Ai, Mr. Fu and Mr. Gao in joining the Board.

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

Hong Kong, 23 December 2013

As at the date of this announcement, the Directors 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*