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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)

NOTICE OF THE SGM

NOTICE IS HEREBY GIVEN that a special general meeting of China Nuclear Industry 23 International Corporation Limited (the “**Company**”) will be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 23 April 2015 at 3:00 p.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions of the Company:

ORDINARY RESOLUTION

1. “THAT

- (a) the agreement in relation to the provision of procurement, construction, installation and related services by CNI23 Energy to Xinhua Shengshu dated 13 March 2015 (the “**Moyu Construction Agreement**”) in respect of the 新疆新華墨玉50MWp光伏發電工程 (transliterated as Xinjiang Xinhua Moyu 50MWp Solar Power Project*) and the transactions contemplated thereunder pursuant to the Moyu Construction Agreement (the “**Moyu Solar Project**”) (a copy of the Moyu Construction Agreement has been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) and the annual cap for the continuing connected transactions contemplated under the Moyu Construction Agreement for the year ending 31 December 2015 (the “**Moyu Proposed Cap**”) be and are hereby approved, ratified and confirmed; and

- (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 Moyu Proposed Caps and the Moyu Construction 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.”

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

Hong Kong, 2 April 2015

Registered Office:
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda.

Principal place of business in Hong Kong:
Room 2801,
28/F China Resources Building,
26 Harbour Road,
Wanchai,
Hong Kong.

Notes:

1. A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxies to attend and to vote on a poll in his/her/its stead. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy. A proxy need not be a shareholder of the Company.
2. 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 as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s branch share registrar and transfer office 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.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
5. The ordinary resolutions set out in this notice will be put to shareholders to vote by way of a poll.

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; Ms. Jian Qing, Mr. Chung Chi Shing, Mr. Gao Yongping, Mr. Fu Zhigang, Mr. Tang Chuanqing and Mr. Xu Zhaoyang, 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.

** for identification purpose only*