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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in China Nuclear Industry 23 International Corporation Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting (the “**SGM**”) 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 13, July 2015 at 3:00 p.m., is set out on pages 5 to 6 of this circular.

A form of proxy for the SGM is enclosed herewith. Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the SGM, or any adjournment thereof, should you so wish.

19 June 2015

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Announcement”	the announcement of the Company dated 12 June 2015 in relation to the proposed Change of Company Name;
“Board”	the board of directors of the Company;
“Change of Company Name”	the proposed change of the English name of the Company from “China Nuclear Industry 23 International Corporation Limited” to “China Nuclear Energy Technology Corporation Limited” and the Chinese secondary name of the Company from “中國核工業二三國際有限公司” to “中國核能科技集團有限公司” by adopting the latter as the new Chinese secondary name of the Company;
“China He Investment HK”	China He Investment (Hong Kong) Company Limited 中核投資(香港)有限公司, a company incorporated in Hong Kong with limited liability;
“Company”	China Nuclear Industry 23 International Corporation Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	director(s) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China and for the sole purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“SGM”	the special general meeting of the Company to be convened for considering and, if thought fit, approving the proposed Change of Company Name;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.



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Executive Directors:

Mr. Ai Yilun (*Chairman*)
Mr. Chan Shu Kit (*Vice-Chairman*)
Ms. Jian Qing
Mr. Chung Chi Shing
Mr. Gao Yongping
Mr. Fu Zhigang (*Chief Executive Officer*)
Mr. Tang Chuanqing
Mr. Xu Zhaoyang

Independent Non-executive Directors:

Mr. Chan Ka Ling, Edmond
Mr. Li Baolin
Mr. Wang Jimin
Mr. Chen Ying

Registered Office:

The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

*Head Office and Principal Place of
Business:*

Room 2801, 28/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

19 June 2015

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

References are made to the Announcement. The purpose of this circular is to provide you with information in respect of the special resolution to be proposed at the SGM to seek the approval of the Shareholders in respect of, among other matters, the Change of Company Name.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Nuclear Industry 23 International Corporation Limited” to “China Nuclear Energy Technology Corporation Limited” and the Chinese secondary name of the Company from “中國核工業二三國際有限公司” to “中國核能科技集團有限公司” by adopting the latter as the new Chinese secondary name of the Company.

REASONS FOR THE CHANGE OF COMPANY NAME

As the controlling shareholder of the Company is China He Investment HK, the Board considers that the Change of Company Name will be more in line with the future development of the Company’s business. The Board believes that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE CHANGE OF NAME

The Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the SGM; and
- (b) the granting of the approval for the Change of Company Name by the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the effective date of the Change of Company Name will be the date on which the new English name and the new Chinese secondary name are entered on the register of companies maintained by the Registrar of Companies in Bermuda. Thereafter, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. As soon as the Change of Company Name has become effective, any new issue of share certificates will be issued in the new name of the Company. There will be no special arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company.

LETTER FROM THE BOARD

SGM

The notice of the SGM is set out on pages 5 to 6 of this circular. At the SGM, a special resolution will be proposed to consider and, if thought fit, approve the Change of Company Name.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at www.hkex.com.hk and the website of the Company at www.cni23intl.com. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof, should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the special resolution to be proposed at the SGM.

Further announcement will be made by the Company in relation to the effective date of the Change of Company Name and the change of the stock short name of the Company.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the SGM will demand a poll for the special resolution put forward at the SGM. The Company will appoint scrutineers to conduct vote-taking procedures at the SGM. The results of the poll will be published on the websites of the Stock Exchange and of the Company, respectively, following the SGM in accordance with the requirement of the Listing Rules.

RECOMMENDATION

The Directors believe that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders shall vote in favour of such resolution at the SGM.

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

NOTICE OF SPECIAL GENERAL MEETING



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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of China Nuclear Industry 23 International Corporation Limited (“**Company**”) will be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 13 July 2015 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following as a special resolution, with or without amendments.

SPECIAL RESOLUTION

“**THAT** the English name of the Company be changed from “China Nuclear Industry 23 International Corporation Limited” to “China Nuclear Energy Technology Corporation Limited” and the Chinese secondary name of the Company from “中國核工業二三國際有限公司” to “中國核能科技集團有限公司” by adopting the latter as the new Chinese secondary name of the Company with effect from the date of entry of the new English name and the new Chinese secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda, and any one or more directors of the Company be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they shall, in his/her/their absolute discretion, deem necessary or expedient to effect the foregoing.”

By order of the Board

China Nuclear Industry 23 International Corporation Limited

AI Yilun

Chairman

Hong Kong, 19 June 2015

Head Office and Principal Place of Business in Hong Kong:

Room 2801, 28/F

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

Registered Office:

The Belvedere Building

69 Pitts Bay Road

Pembroke HM08

Bermuda

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if the member is a holder of two or more shares) to attend and vote in his/her stead in accordance with the Bye-laws of the Company. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares 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 must be duly lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting. Delivery of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the meeting or at any adjourned meeting.
4. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the above meeting or any adjournment thereof, should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. The special resolution shall be voted by way of poll of the shareholders of the Company at the SGM.