

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## 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)

### CHANGE IN DIRECTORSHIPS

The Board announces that with effect from 14 July 2015:

- i. Mr. Xu Zhaoyang has resigned as an executive Director;
- ii. Mr. Chen Ying has resigned as an independent non-executive Director, a member of each of the Remuneration Committee, the Nomination Committee and the Audit Committee;
- iii. Mr. Tang Jianhua has been appointed as an executive Director; and
- iv. Mr. Tian Aiping has been appointed as an independent non-executive Director, a member of each of the Remuneration Committee, the Nomination Committee and the Audit Committee.

### RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

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 (i) Mr. Xu Zhaoyang (“**Mr. Xu**”) has resigned as an executive Director with effect from 14 July 2015 due to his other business engagements which require more time and dedication; and (ii) Mr. Chen Ying (“**Mr. Chen**”) has resigned as an independent non-executive Director with effect from 14 July 2015 as his other business engagements which require more time and dedication. Upon his resignation, Mr. Chen ceased to be a member of each of the remuneration committee (the “**Remuneration Committee**”), the nomination committee (the “**Nomination Committee**”) and the audit committee (the “**Audit Committee**”) of the Company.

Mr. Xu and Mr. Chen have confirmed that they have 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 their resignation.

The Board would like to take this opportunity to express its sincere gratitude to the valuable contributions of Mr. Xu and Mr. Chen during their terms of office with the Company.

## **APPOINTMENT OF EXECUTIVE DIRECTOR, INDEPENDENT NON-EXECUTIVE DIRECTOR, MEMBER OF THE REMUNERATION COMMITTEE, THE NOMINATION COMMITTEE AND THE AUDIT COMMITTEE**

The Board is pleased to announce that (i) Mr. Tang Jianhua (“**Mr. Tang**”) has been appointed as an executive Director; and (ii) Mr. Tian Aiping (“**Mr. Tian**”) has been appointed as an independent non-executive Director, a member of each of the Remuneration Committee, the Nomination Committee and the Audit Committee, all with effect from 14 July 2015.

### **Mr. Tang**

**Mr. Tang**, aged 44, graduated from Nanjing University of Science and Technology (南京理工大學) with a bachelor’s degree in Industrial Automation Instrumentation (工業自動化儀表) in 1995. He is also qualified as Class One Registered Architects conferred by State Construction Administrative Department and a Project Management Professional conferred by Project Management Institute.

He is currently the general manager of Nanjing CNI Energy Engineering Company Limited\* and president of CNI (Nanjing) Energy Development Company Limited. Mr. Tang joined China Nuclear Huayu Project Co., Ltd\* (“**China Nuclear Huayu**”) in 2004 and served as party secretary of China Nuclear Huayu from March 2014 to October 2014 and executive vice general manager of China Nuclear Huayu from February 2012 to October 2014. From August 1995 to January 2004, Mr. Tang worked in Yihua Security Inspection Co., Ltd\* and the last position held was Manager.

Mr. Tang has entered into a letter of appointment with the Company for a term of three (3) years commencing on 14 July 2015, 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 Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Mr. Tang is not entitled to receive any remuneration from the Company in respect of his appointment as an executive Director.

Save as disclosed above and as at the date of this announcement, Mr. Tang (a) has not held any directorship in any public company listed in Hong Kong or overseas in the past three years; (b) does not hold any other position with the Company or its subsidiaries and does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (c) does not have any other interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (d) there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules; and (e) there are no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in connection with his appointment.

### **Mr. Tian**

**Mr. Tian**, aged 64, completed the 第一期稽查特派員專業(會計與財務管理)人選培訓班 (Inspector Training Programme in Accounting and Financial Management\*) in Tsinghua University School of Economics and Management in 1998 and graduated from Baotou School of Steel and Iron\* (now known as Inner Mongolia University of Science & Technology\*) in the

People's Republic of China (the "PRC") in 1986. He is also qualified as a senior economist conferred by the 冶金工業部 (Ministry of Metallurgical Industry\*) of the PRC in 1996 and the supervisor of the key State-owned Large Enterprises conferred by the State-owned Assets Supervision and Administration Commission ("SASAC") in 2005.

He is currently the general secretary of the Stainless Steel Council of China Special Steel Enterprises Association. Mr. Tian was previously the vice supervisor and the secretary of Party Branch of the SASAC of the State Council Office No.47. Prior to that, Mr. Tian had held different positions including, vice supervisor of the 國務院稽查特派員總署第6辦事處 (State Council Compliance Inspectors' General Office No.6 \*), vice commissioner and later be promoted to commissioner of the Metallurgical Industry Department of Taiyuan Iron & Steel (Group) Co., Ltd.\* Mr. Tian has completed his retirement procedure with SASAC in 2011.

Mr. Tian has entered into a letter of appointment with the Company for a term of three (3) years commencing on 14 July 2015, 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. Tian is entitled to receive a director's fee of HK\$150,000 per annum from the Company in respect of his appointment as an independent non-executive Director, which has been approved by the Board having considered his responsibilities and duties, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above and as at the date of this announcement, Mr. Tian (a) has not held any directorship in any public company listed in Hong Kong or overseas in the past three years; (b) does not hold any other position with the Company or its subsidiaries and does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (c) does not have any other interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (d) there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules; and (e) there are no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in connection with his appointment. Mr. Tian has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board would like to extend its warm welcome to Mr. Tang and Mr. Tian in joining the Board.

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

Hong Kong, 13 July 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; 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 purposes only