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中国核建

CHINA NUCLEAR ENERGY TECHNOLOGY CORPORATION LIMITED

中國核能科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 611)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Nuclear Energy Technology 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, Hong Kong on Friday, 18 December 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 two agreements in relation to the provision of procurement, construction, installation and related services by 南京中核能源工程有限公司 (transliterated as Nanjing CNI Energy Engineering Company Limited*) (“**CNI Energy**”) to 新疆新華聖樹光伏發電有限公司 (transliterated as Xinjiang Xinhua Shengshu Solar Photovoltaic Company Limited*) (“**Xinhua Shengshu**”) dated 13 November 2015 (the “**Moyu Phase II Construction Agreements**”) in respect of the 新疆新華墨玉130MWp光伏發電工程 (transliterated as Xinjiang Xinhua Moyu 130MWp Solar Power Project Phase II*) and the transactions contemplated thereunder pursuant to the Moyu Phase II Construction Agreements (a copy of the Moyu Phase II Construction Agreements 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 caps for the continuing connected transactions contemplated under (i) the agreement dated 13 March 2015 entered into between CNI Energy and Xinhua Shengshu in respect of the 新疆新華墨玉50MWp光伏發電工程第一期 (transliterated as Xinjiang Xinhua Moyu 50MWp Solar Power Project Phase I*) for the year ending 31 December 2015 (details of which are set out in the circular of the Company dated 2 April 2015); and (ii) the Moyu Phase II Construction Agreements for the two financial years ending 31 December 2016 (the “**Moyu Proposed Caps**”) be and are hereby approved, ratified and confirmed;

- (b) the agreement in relation to the provision of engineering design, procurement, construction, installation and related services by CNI Energy to 中核齊齊哈爾太陽能發電有限公司 (transliterated as Zhong He Qiqihar Solar Power Generation Company Limited*) dated 13 November 2015 (the “**Qiqihar EPC Agreement**”) in respect of the 中核齊齊哈爾分佈式光伏發電項目 (transliterated as Zhong He Qiqihar Distributed Solar Power Generation Project*) and the transactions contemplated thereunder pursuant to the Qiqihar EPC Agreement (a copy of the Qiqihar EPC Agreement has been produced to the meeting and marked “**B**” and initialed by the chairman of the meeting for the purpose of identification) and the annual caps for the continuing connected transactions contemplated under the Qiqihar EPC Agreement for the two financial years ending 31 December 2016 (the “**Qiqihar Proposed Caps**”) be and are hereby approved, ratified and confirmed; and
- (c) 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 (i) the Moyu Proposed Caps and the Moyu Phase II Construction Agreements and the transactions contemplated thereunder; and (ii) the Qiqihar Proposed Caps and the Qiqihar EPC 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 Energy Technology Corporation Limited
Ai Yilun
Chairman

Hong Kong, 2 December 2015

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Bermuda

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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. Tang Jianhua, all of whom are executive Directors; and Mr. Chan Ka Ling, Edmond, Mr. Li Baolin, Mr. Wang Jimin and Mr. Tian Aiping, all of whom are independent non-executive Directors.

* *For identification purpose only*