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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Nuclear Energy Technology Corporation Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker 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 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)

**GENERAL MANDATES TO BUY-BACK SHARES
AND TO ISSUE NEW SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Nuclear Energy Technology Corporation Limited to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 19 May 2017 at 3:00 p.m. is set out on pages 23 to 26 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cnetcl.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

13 April 2017

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 19 May 2017 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 26 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buy-back Mandate”	as defined in paragraph 2(a) of the Letter from the Board set out on page 4 of this circular;
“Bye-laws”	the bye-laws of the Company currently in force;
“Company”	China Nuclear Energy Technology 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)”	the director(s) of the Company;
“Group”	The Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board set out on page 4 of this circular;
“Latest Practicable Date”	7 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time.



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)

Executive Directors:

Mr. Ai Yilun (*Chairman*)
Ms. Jian Qing
Mr. Chung Chi Shing
Mr. Li Jinying
Mr. Li Feng
Mr. Bai Xuefei (*co-chief executive officer*)
Mr. Wu Yuanchen

Independent Non-executive Directors:

Mr. Chan Ka Ling, Edmond
Mr. Wang Jimin
Mr. Tian Aiping
Mr. Li Dakuan

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal Place of Business in
Hong Kong:*

Room 2801
28th Floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

13 April 2017

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO BUY-BACK SHARES
AND TO ISSUE NEW SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the ordinary resolutions to be proposed at the Annual General Meeting to be held on Friday, 19 May 2017.

LETTER FROM THE BOARD

2. BUY-BACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 20 May 2016, general mandates were granted to the Directors to repurchase Shares and to issue new Shares respectively. Such general mandates will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of a general mandate to the Directors to buy-back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (the “**Buy-back Mandate**”) (i.e. a total of 113,309,419 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting);
- (b) the granting of a general mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (the “**Issuance Mandate**”) (i.e. a total of 226,618,838 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Buy-back Mandate.

The Buy-back Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the Annual General Meeting. With reference to the Buy-back Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement as required by the Listing Rules to provide the Shareholders with the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate is set out in Appendix I of this circular.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-laws 83(2) and 84(1) of the Bye-laws, all the Directors namely Mr. Ai Yilun, Ms. Jian Qing, Mr. Chung Chi Shing, Mr. Li Jinying, Mr. Li Feng, Mr. Bai Xuefei, Mr. Wu Yuanchen, Mr. Chan Ka Ling, Edmond, Mr. Wang Jimin, Mr. Tian Aiping and Mr. Li Dakuan shall retire at the Annual General Meeting. All the retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Chan Ka Ling, Edmond has been serving as an Independent Non-executive Director for more than nine years since August 1992. The Company has received from Mr. Chan his confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Directors are of the opinion that notwithstanding that Mr. Chan has been serving as an Independent Non-executive Director for more than nine years, he still maintains an independent view of the Company's affairs and is able to carry out his duties as an Independent Non-executive Director in an impartial manner. Mr. Chan will continue to bring his professional accounting knowledge and his valuable business experience to the Board and to protect the interests of the Shareholders as a whole. The Board thus supports Mr. Chan to offer himself for re-election as an Independent Non-executive Director at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 23 to 26 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cnetcl.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish, in which case the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the proposed granting of the Buy-back Mandate, the granting and the extension of the Issuance Mandate as well as the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
China Nuclear Energy Technology Corporation Limited
Ai Yilun
Chairman

The following is an explanatory statement as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buy-back Mandate.

1. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,133,094,192 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, the Directors would be authorized under the Buy-back Mandate to repurchase, during the period in which the Buy-back Mandate remains in force, a total of 113,309,419 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASE

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
March	1.73	1.26
April	1.58	1.27
May	1.45	1.21
June	1.40	1.20
July	1.66	1.20
August	1.68	1.48
September	1.54	1.33
October	1.49	1.36
November	1.48	1.35
December	1.51	1.32
2017		
January	1.40	1.32
February	1.44	1.28
March	1.42	1.26
April (up to the Latest Practicable Date)	1.35	1.26

6. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date, 中國核工業建設集團公司 (transliterated as China Nuclear Engineering & Construction Corporation) ("**CNEC**"), ZOC Investment Co., Ltd. ("**ZOC Investment**") and China He Investment (Hong Kong) Company Limited ("**China He**"), controlling shareholders of the Company (as defined in the Listing Rules), control the exercise of a total of 400,000,000 Shares representing approximately 35.30% of the total voting rights in the general meetings of the Company. These 400,000,000 Shares were held by China He, the wholly owned subsidiary of ZOC Investment, which is in turn, wholly owned by CNEC.

In the event that the Directors exercise the proposed Buy-back Mandate in full, shareholding of China He and the interests of ZOC Investment and CNEC would be increased to approximately 39.22% of the total issued Shares of the Company.

In the opinion of the Directors, such increase in voting rights would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstance, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

7. REPURCHASE OF SHARES MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

8. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) **MR. AI YILUN, AGED 47, CHAIRMAN AND EXECUTIVE DIRECTOR**

Position and Experience

Mr. Ai Yilun is the Chairman and an Executive Director of the Company. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. He has obtained a doctorate degree in World Economics from Jilin University in the PRC. He is currently the general manager of ZOC Investment Co., Ltd. (“ZOC Investment”), a controlling shareholder of 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 ZOC Investment 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.).

Mr. Ai did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Ai Yilun resigned as the Chairman, an Executive Director, the chairman of the Nomination Committee and a member of the Remuneration Committee and was appointed as the honorary chairman of the Company on 13 September 2016. Mr. Ai was appointed as an Executive Director, the chairman of the Nomination Committee and a member of the Remuneration Committee and re-designated from the honorary chairman to the Chairman of the Company on 20 October 2016. The length of service of Mr. Ai with the Company is more than 3 years. Mr. Ai has a letter of appointment with the Company for a term of three years to 19 October 2019. Mr. Ai is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Saved as disclosed above, Mr. Ai does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Ai does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Ai is not entitled to receive any remuneration from the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Ai involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Ai that need to be brought to the attention of the Shareholders.

(2) MS. JIAN QING, AGED 45, EXECUTIVE DIRECTOR**Position and Experience**

Ms. Jian Qing is an Executive Director and a member of the Nomination Committee of the Company. Ms. Jian has been involved in identifying suitable investments opportunities for the Company via her business network. Ms. Jian graduated from Jilin University in the PRC with a bachelor's degree in Economics. She also holds a master's degree in Business Administration from the Lawrence Technology University in the United States. She has more than 19 years of experience in different areas of securities and financial management, which was gained from working at a number of securities companies in the PRC.

Ms. Jian did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

The length of service of Ms. Jian with the Company is more than 7 years. Ms. Jian has a service contract with the Company for a term of three years to 18 October 2018. Ms. Jian is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Ms. Jian does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Jian does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

The annual remuneration of Ms. Jian for the year ended 31 December 2016 was approximately HK\$738,000. She is also entitled to a discretionary bonus to be determined by the Remuneration Committee of the Company and the Board by reference to her duties and responsibilities with the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Ms. Jian involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Jian that need to be brought to the attention of the Shareholders.

(3) MR. CHUNG CHI SHING, AGED 51, EXECUTIVE DIRECTOR**Position and Experience**

Mr. Chung Chi Shing is an Executive Director of the Company. He has more than 23 years of working experience and is currently an executive director of Value Convergence Holdings Limited (stock code: 821) and a general manager of several subsidiaries of GCL New Energy Holdings Limited (formerly known as "Same Time Holdings Limited") (stock code: 451). He was also an executive director and chief executive officer of Central China Enterprises Limited (stock Code: 351) from 2000 to 2004, a director of a trading company of chemical products from 2005 to 2006, a director of Vega Science & Technology (HK) Co., Limited (printed circuit board drilling machine manufacturer) from 2007 to 2012, and an executive director of GCL New Energy Holdings Limited from 2011 to 2014.

Saved as disclosed above, Mr. Chung did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

The length of service of Mr. Chung with the Company is more than 6 years. Mr. Chung has a service contract with the Company for a term of three years to 30 November 2019. Mr. Chung is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Mr. Chung does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Chung does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

The annual remuneration of Mr. Chung for the year ended 31 December 2016 was approximately HK\$978,000. He is also entitled to a discretionary bonus to be determined by the Remuneration Committee of the Company and the Board by reference to his duties and responsibilities with the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Chung involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chung that need to be brought to the attention of the Shareholders.

(4) MR. LI JINYING, AGED 60, EXECUTIVE DIRECTOR**Position and Experience**

Mr. Li Jinying is an Executive Director of the Company. He graduated from Tsinghua University with a bachelor's degree in Applied Chemistry in 1982 and subsequently acquired a master's degree in Science at 中國原子能科學研究院 (transliterated as China Institute of Atomic Energy) ("CIAE") in 1991. He has been engaged in nuclear scientific research and management for more than 30 years. Mr. Li is currently the deputy chief engineer of CNEC, a controlling shareholder of the Company. He was previously the deputy general manager of 華潤新能源有限公司 (transliterated as China Resources New Energy Co., Ltd.) from 2011 to 2015 and the chairman of each of 湖南桃花江核電有限公司 (transliterated as Hunan Taohuajiang Nuclear Power Co., Ltd.) and 河南南陽核電有限公司 (transliterated as Henan Nanyang Nuclear Power Co., Ltd.) in 2010. He served as the director of the Planning Department in 中國核工業集團公司 (transliterated as China National Nuclear Corporation) from 2005 to 2009 and was appointed as the vice-president of CIAE from 2000 to 2004.

Mr. Li did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Li was appointed as an Executive Director of the Company on 8 April 2016. Mr. Li has a letter of appointment with the Company for a term of three years to 7 April 2019. Mr. Li is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Saved as disclosed above, Mr. Li does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Li does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Li is not entitled to receive any remuneration from the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(5) MR. LI FENG, AGED 41, EXECUTIVE DIRECTOR**Position and Experience**

Mr. Li Feng is an Executive Director of the Company. He graduated from 湖北財經高等專科學校 (transliterated as Hubei College of Finance and Economics) with a diploma in audit studies in 1996 and obtained a master's degree in Accounting from 武漢大學 (transliterated as Wuhan University) in 2007. He is a senior accountant, a certified public accountant and a certified public valuer in the PRC. Mr. Li has been the director and the chief accountant of ZOC Investment, a controlling shareholder of the Company, since April 2014 and May 2016 respectively. He served successively as the division head, deputy head of the finance department and deputy head of the finance and assets management of CNEC, a controlling shareholder of the Company, from January 2011 to May 2016. Prior to joining CNEC, Mr. Li served successively as auditor, project manager, deputy department manager and department manager of 大信會計師事務所 (transliterated as WUYIGE Certified Public Accountants LLP) from December 2003 to January 2011. From December 1996 to December 2003, Mr. Li was an officer of 湖北省襄樊汽車產業經濟技術開發總公司 (transliterated as Hubei Xiangfan Automotive Industry Technology Development Company Limited).

Mr. Li did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Li was appointed as an Executive Director of the Company on 19 August 2016. Mr. Li has a letter of appointment with the Company for a term of three years to 18 August 2019. Mr. Li is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Saved as disclosed above, Mr. Li does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Li does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Li is not entitled to receive any remuneration from the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(6) MR. BAI XUEFEI, AGED 40, EXECUTIVE DIRECTOR AND CO-CHIEF EXECUTIVE OFFICER**Position and Experience**

Mr. Bai Xuefei is an Executive Director and the Co-Chief Executive Officer of the Company. He is also the Authorized Representative of the Company. Mr. Bai graduated from China Agricultural University (中國農業大學), majoring in Accounting and received a bachelor's degree in Economics in 1999. He obtained a master's degree in Laws from Heilongjiang University (黑龍江大學) in 2003. Mr. Bai has been the deputy general manager of ZOC Investment, a controlling shareholder of the Company, since July 2016. Prior to that, during the period from May 2013 to July 2016, he served as the head of the board office of 中國核工業建設股份有限公司 (transliterated as China Nuclear Engineering Corporation Ltd) ("CNECL"), the A shares of which are listed on Shanghai Stock Exchange. From November 2004 to May 2013, Mr. Bai was the head of the investor relations division of China Shenhua Energy Company Limited, the shares of which are listed on Shanghai Stock

Exchange and Hong Kong Stock Exchange. From June 2003 to November 2004, Mr. Bai served as an officer of the policies and regulations research division of 神華集團有限公司 (transliterated as Shenhua Group Company Limited).

Mr. Bai did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Bai was appointed as an Executive Director of the Company on 13 September 2016. Mr. Bai has a letter of appointment with the Company for a term of three years to 12 September 2019. Mr. Bai is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Saved as disclosed above, Mr. Bai does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Bai does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Bai is not entitled to receive any remuneration from the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Bai involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Bai that need to be brought to the attention of the Shareholders.

(7) MR. WU YUANCHEN, AGED 35, EXECUTIVE DIRECTOR**Position and Experience**

Mr. Wu Yuanchen is an Executive Director of the Company. He graduated from 西安交通大學 (transliterated as the Xi'an Jiaotong University), majoring in Nuclear Engineering and Technology and received a bachelor's degree in Engineering in 2005. He further obtained a master's degree in Management from 中國人民大學 (transliterated as Remin University of China) in 2011. Mr. Wu is an engineer. He has been the assistant to general manager of ZOC Investment, a controlling shareholder of the Company, since August 2016. He served as the head of the secretarial division of the general office of CNEC, a controlling shareholder of the Company, from March 2016 to August 2016. Prior to that, from March 2011 to March 2016, Mr. Wu served as division head of the general office of CNEC and director (section director level) of the president office of CNECL. From October 2007 to June 2014, he held the position of the secretary to the board of 中核能源科技有限公 司 (transliterated as China Nuclear Energy Science and Technology Co., Ltd.). During the period from September 2007 to January 2011, Mr. Wu served as an officer of the general office of CNEC.

Mr. Wu did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Wu was appointed as an Executive Director of the Company on 14 December 2016. Mr. Wu has a letter of appointment with the Company for a term of three years to 13 December 2019. Mr. Wu is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Saved as disclosed above, Mr. Wu does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Wu does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Wu is not entitled to receive any remuneration from the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Wu involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

(8) MR. CHAN KA LING, EDMOND, AGED 58, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and Experience**

Mr. Chan Ka Ling, Edmond is an Independent Non-executive Director, the chairman of both the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Chan is a partner of Chan and Chan, Certified Public Accountants. He is a certified public accountant and a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants (UK). He is also a director of Kreston CAC CPA Limited. Mr. Chan is an independent non-executive director of Loco Hong Kong Holdings Limited (stock code: 8162).

Saved as disclosed above, Mr. Chan did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

The length of service of Mr. Chan with the Company is more than 24 years. Mr. Chan has a letter of appointment with the Company for a term of three years to 31 March 2019. Mr. Chan is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Mr. Chan does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Chan does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

The director's fee of Mr. Chan is HK\$150,000 per annum, which was determined by the Remuneration Committee of the Company and the Board by reference to his duties and responsibilities with the Company. The total director's fee of Mr. Chan for the year ended 31 December 2016 was HK\$150,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

(9) MR. WANG JIMIN, AGED 52, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and Experience**

Mr. Wang Jimin is an Independent Non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Wang obtained a master's degree in Economics from Central University of Finance and Economics in the PRC. He has been a partner of an accountant firm, Asia Pacific (Group) CPAs, in Shenzhen, the PRC, specializing in corporate listings, capital operation and mergers and acquisitions, since 2002. Prior to this, Mr. Wang was a manager of Finance and Accounting Division of Guangdong International Trust and Investment Corporation, Shenzhen Branch from May 1996 to October 2002. He was also a project manager and assistant manager in 深圳蛇口信德會計師事務所 (transliterated as Shenzhen Shekou XinDe Certified Public Accountants) from October 1993 to May 1996 and worked with 吉林省信託投資公司 (transliterated as Jilin Province Trust and Investment Company) from December 1991 to October 1993.

Mr. Wang did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

The length of service of Mr. Wang with the Company is more than 3 years. Mr. Wang has a service contract with the Company for a term of three years to 27 February 2020. Mr. Wang is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Mr. Wang does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Wang does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

The director's fee of Mr. Wang is HK\$150,000 per annum, which was determined by the Remuneration Committee of the Company and the Board with reference to his duties and responsibilities with the Company. The annual director's fee of Mr. Wang for the year ended 31 December 2016 was HK\$150,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

(10) MR. TIAN AIPING, AGED 65, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and Experience**

Mr. Tian Aiping is an Independent Non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Tian completed 第一期稽查特派員專業(會計與財務管理)人選培訓班 (transliterated as Inspector Training Programme in Accounting and Financial Management) in Tsinghua University's School of Economics and Management in 1998 and graduated from 包頭鋼鐵學院 (transliterated as Baotou School of Steel and Iron) (now known as Inner Mongolia University of Science & Technology) in the PRC in 1986. He is also qualified as a senior economist conferred by the 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 國務院稽查特派員總署第6辦事處 (transliterated as State Council Compliance Inspectors' General Office No.6), vice commissioner and was later 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 did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

The length of service of Mr. Tian with the Company as an Independent Non-executive Director is more than 1 year. Mr. Tian has a letter of appointment with the Company for a term of three years to 13 July 2018. Mr. Tian is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Mr. Tian does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Tian does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

The director's fee of Mr. Tian is HK\$150,000 per annum, which was determined by the Remuneration Committee of the Company and the Board with reference to his duties and responsibilities with the Company. The director's fee of Mr. Tian for the period ended 31 December 2016 was approximately HK\$150,000.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Tian involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Tian that need to be brought to the attention of the Shareholders.

(11) MR. LI DAKUAN, AGED 61, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and Experience**

Mr. Li Dakuan is an Independent Non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Li graduated from 中共中央黨校函授學院 (transliterated as Correspondence College at the Party School of the Central Committee of Communist Party of China) in 1997. He is qualified as a senior economist in the PRC. Mr. Li is currently the general manager of 秦山核電有限公司 (transliterated as Qinshan Nuclear Power Co., Ltd.), 核電秦山聯營有限公司 (transliterated as Nuclear Power Qinshan Joint Venture Co., Ltd.) and 秦山第三核電有限公司 (transliterated as Third Qinshan Nuclear Power Co., Ltd.) as well as the party secretary of the 秦山核電基地 (transliterated as Nuclear Power Base). He

previously worked for Third Qinshan Nuclear Power Co., Ltd. for more than 12 years starting from November 1998, during which he had held the positions of general manager, party secretary, discipline secretary and labour personnel director. Prior to that, he had served as the deputy director of the Labour Personnel Department of Qinshan Nuclear Power Co., Ltd. from June 1997 to November 1998.

Mr. Li did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

The length of service of Mr. Li with the Company as an Independent Non-executive Director is more than 1 year. Mr. Li has a letter of appointment with the Company for a term of three years to 7 April 2019. Mr. Li is subject to retirement and is eligible to re-election at each annual general meeting of the Company pursuant to the Bye-laws of the Company.

Relationships

Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Li does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

The director's fee of Mr. Li is HK\$150,000 per annum, which was determined by the Remuneration Committee of the Company and the Board with reference to his duties and responsibilities with the Company. The annual director's fee of Mr. Li for the year ended 31 December 2016 was HK\$109,583.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.



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 IS HEREBY GIVEN that an Annual General Meeting of China Nuclear Energy Technology Corporation Limited (the “**Company**”) will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 19 May 2017 at 3:00 p.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements, the Directors’ Report and the Independent Auditor’s Report of the Company for the year ended 31 December 2016;
2. To re-elect Directors, to fix the maximum number of Directors, to authorize the Board to appoint additional Directors not exceeding the maximum number determined and to authorize the Board to fix the respective Directors’ remuneration; and
3. To re-appoint BDO Limited as auditor of the Company until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with the applicable laws, rules and regulations;
 - (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the

NOTICE OF ANNUAL GENERAL MEETING

maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. “**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
China Nuclear Energy Technology Corporation Limited
Ng Siu Cheung
Company Secretary

Hong Kong, 13 April 2017

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one proxy or more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

On a show of hands every shareholder who is present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, 16 May 2017 to Friday, 19 May 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 15 May 2017.