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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)

**(I) PROPOSED OPEN OFFER ON THE BASIS OF
ONE (1) OFFER SHARE FOR EVERY EIGHT (8) EXISTING SHARES
HELD ON THE RECORD DATE; AND
(II) APPLICATION FOR WHITEWASH WAIVER**

PROPOSED OPEN OFFER

The Company proposes to carry out the Open Offer on the basis of one (1) Offer Share for every eight (8) existing Shares held on the Record Date. The Open Offer involves the allotment and issue of 164,136,774 Offer Shares at a price of HK\$1.36 per Offer Share.

The Open Offer is only available to the Qualifying Shareholders and will not be available to the Excluded Shareholders. To qualify for the Open Offer, a Shareholder must be registered as a member of the Company on the Record Date and not be an Excluded Shareholder. In order to be registered as a member of the Company in Hong Kong on the Record Date, any transfer of Shares (together with the relevant Share certificates) must be lodged with the Registrar for registration by 4:30 p.m. on Friday, 12 January 2018. Subject to the fulfilment of the conditions of the Open Offer, the register of members of the Company will be closed from Monday, 15 January 2018 to Wednesday, 17 January 2018 (both days inclusive) to determine the eligibility of Qualifying Shareholders.

The net proceeds from the Open Offer after deducting related expenses are estimated to be approximately HK\$220 million. The Company plans to use as to (i) approximately 75%, amounting to approximately HK\$165 million, to support, develop and expand the Group's existing photovoltaic power generation business in China and the overseas; (ii) approximately 15%, amounting to approximately HK\$33 million, to develop a manufacture base in Xuzhou to produce parts and components for photovoltaic power generation system; and (iii) approximately 10%, amounting to approximately HK\$22 million, as general working capital of the Group (including operating expenses such as staff costs, professional fees and interest of bank loans).

THE UNDERWRITING AGREEMENT

The Board is pleased to announce that on 23 November 2017 (after trading hours), the Company entered into the Underwriting Agreement with the Underwriter in relation to the underwriting and certain other arrangements in relation to the Open Offer.

As at the date of this announcement, the Underwriter, being a substantial Shareholder, is the legal and beneficial owner of 400,000,000 Shares, representing approximately 30.46% of the entire issued share capital of the Company.

The Underwriter has undertaken in the Underwriting Agreement to subscribe for 50,000,000 Offer Shares (in its capacity as Shareholder), being its full entitlement to the Offer Shares in respect of the Shares which are registered in its name on the date of the Underwriting Agreement. Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to underwrite, on a fully underwritten basis, the Underwritten Shares (being the total number of Offer Shares less such number of Offer Shares agreed to be taken up by the Underwriter pursuant to the aforesaid undertaking), subject to the terms and conditions of the Underwriting Agreement.

LISTING RULES IMPLICATIONS

Since the Open Offer will not increase the issued share capital or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of this announcement, the Open Offer is not subject to Shareholders' approval under the Listing Rules.

The Underwriter, being a substantial Shareholder, is a connected person of the Company and the entering into of the Underwriting Agreement by the Company and the Underwriter constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As the Company has made arrangement for application of the Offer Shares by the Qualifying Shareholders in excess of their assured entitlements under the Open Offer as referred to in Rule 7.26A(1) of the Listing Rules, the allotment and issue of the Offer Shares to the Underwriter (as an underwriter) pursuant to the Underwriting Agreement is fully exempted from the reporting, announcement and independent shareholders' approval requirements under Rule 14A.92(2) of the Listing Rules.

APPLICATION FOR WHITEWASH WAIVER

As at the date of this announcement, the Underwriter, being a substantial Shareholder, is the legal and beneficial owner of 400,000,000 Shares, representing approximately 30.46% of the entire issued share capital of the Company.

Assuming (i) no further Shares will be issued or repurchased by the Company prior to the close of the Open Offer; and (ii) none of the Qualifying Shareholders other than the Underwriter (in its capacity as a Shareholder) have taken up their respective entitlements under the Open Offer, the minimum interests in the Company held by the Underwriter and the parties acting in concert with it upon the close of the Open Offer will increase from approximately 30.46% to approximately 38.19% of the issued share capital of the Company as enlarged by the allotment and issue of the Offer Shares. The Underwriter and the parties acting in concert with it will, in the absence of the Whitewash Waiver, be obliged to make a mandatory cash offer for all issued Shares not already owned or agreed to be acquired by them pursuant to Rule 26 of the Takeovers Code. The Underwriter will apply to the Executive for the Whitewash Waiver, which shall be subject to, among others, the approval by the Independent Shareholders at the SGM. If the Whitewash Waiver is not granted by the Executive, the Open Offer will not proceed.

As at the date of this announcement, the Company does not believe that the proposed Open Offer and the Underwriting Agreement give rise to any concerns in relation to compliance with other applicable rules or regulations (including the Listing Rules). If a concern should arise after the release of this announcement, the Company will endeavor to resolve the matter to the satisfaction of the relevant authority as soon as possible but in any event before the despatch of the Circular. The Company notes that the Executive may not grant the Whitewash Waiver if the proposed Open Offer and the Underwriting Agreement do not comply with other applicable rules and regulations.

GENERAL

The Independent Board Committee comprising all the independent non-executive Directors has been established to provide recommendations to the Independent Shareholders in connection with the Open Offer, the Underwriting Agreement and the Whitewash Waiver. An independent financial adviser will be appointed with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Open Offer, the Underwriting Agreement and the Whitewash Waiver, and an announcement will be made upon its appointment.

The SGM will be held to approve the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder, as well as the Whitewash Waiver. The Underwriter and any of its associates or parties acting in concert with it and those who are involved in and/or interested in the Open Offer, the Underwriting Agreement and the Whitewash Waiver will abstain from voting at the SGM. As at the date of this announcement, the Underwriter, being a substantial Shareholder, is the legal and beneficial owner of 400,000,000 Shares, representing approximately 30.46% of the entire issued share capital of the Company.

A circular containing, among others, (i) further details of the Open Offer, the Underwriting Agreement and the Whitewash Waiver; (ii) a letter of recommendations from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Open Offer, the Underwriting Agreement and the Whitewash Waiver; and (iv) a notice convening the SGM will be despatched by the Company to the Shareholders in accordance with the Takeovers Code on or before Thursday, 14 December 2017.

Subject to, among others, the Open Offer, the Underwriting Agreement and the Whitewash Waiver being approved at the SGM, the Prospectus Documents or the Prospectus, whichever is appropriate, will be dispatched to the Qualifying Shareholders and, for information only, the Excluded Shareholders in due course.

The Prospectus Documents setting out details of the proposed Open Offer are expected to be despatched to the Qualifying Shareholders on or about Thursday, 18 January 2018. The Company will send the Prospectus to the Excluded Shareholders for information only.

WARNING OF THE RISK OF DEALINGS IN THE SHARES

Shareholders and potential investors of the Company should note that the Open Offer is conditional, among others, upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer may or may not proceed.

Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Open Offer are fulfilled will bear the risk that the Open Offer may not become unconditional or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

PROPOSED OPEN OFFER

Details of the proposed Open Offer are set out as follows:

Basis of the Open Offer:	one (1) Offer Share for every eight (8) existing Shares held by the Qualifying Shareholders on the Record Date
Subscription Price of the Offer Share:	HK\$1.36 per Offer Share
Number of Shares in issue as at the date of this announcement:	1,313,094,192 Shares
Number of Offer Shares:	164,136,774 Offer Shares (assuming no Shares to be issued or repurchased by the Company from the date of this announcement up to the Record Date)

As at the date of this announcement, the Company has no outstanding warrants, options, derivatives or securities convertible into or exchangeable for Shares.

The Offer Shares to be issued pursuant to the terms of the Open Offer represent 12.50% of the existing issued share capital of the Company and approximately 11.11% of the issued share capital of the Company as enlarged by the allotment and issue of the Offer Shares (assuming there is no change in the issued share capital of the Company).

Subscription Price

The Subscription Price of the Offer Shares is HK\$1.36 per Offer Share, payable in full upon application of the relevant assured allotment of the Offer Shares. The Subscription Price represents:

- (i) a premium of approximately 3.03% to the closing price of HK\$1.32 per Share as quoted on Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 0.74% to the average of the closing prices of approximately HK\$1.35 per Share as quoted on the Stock Exchange for the last five consecutive trading days including and up to the Last Trading Day;
- (iii) a discount of approximately 0.15% to the average of the closing prices of approximately HK\$1.362 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days including and up to the Last Trading Day;
- (iv) a premium of approximately 2.72% to the theoretical ex-entitlement price of approximately HK\$1.324 per Share calculated based on the closing price of HK\$1.32 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (v) a premium of approximately 256.02% to the audited consolidated equity attributable to owners of the Company per Share of approximately HK\$0.382 (based on the latest published audited equity attributable to owners of the Company of HK\$501,423,000 as at 31 December 2016 and 1,313,094,192 Shares in issue as at the date of this announcement).

The Subscription Price was determined after arm's length negotiation between the Company and the Underwriter with reference to, among other things, the prevailing market price of the Shares, the market conditions, the theoretical ex-entitlement price on the Last Trading Day, the ongoing business development of the Company, the financial position of the Group and having considered the reasons as detailed under the section headed "Reasons for the Open Offer and use of proceeds" in this announcement. Given that (i) the Group intends to expand its current clean energy construction and generation business; (ii) the subscription price was determined by the Directors with reference to the prevailing market price of the Shares prior to and including the Last Trading Day; and (iii) under the Open Offer, each Qualifying Shareholder is entitled to subscribe for the Offer Shares at the same price in proportion to his/her/its existing shareholding in the Company, the Directors (excluding the independent non-executive Directors whose view will be set out in the letter from the Independent Board Committee to be included in the Circular) consider that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Qualifying Shareholders

The Open Offer is only available to the Qualifying Shareholders and will not be available to the Excluded Shareholders. The Company will send the Prospectus Documents to the Qualifying Shareholders only. For the Excluded Shareholders, the Company will send copies of the Prospectus to them for their information only, no Application Form will be sent to the Excluded Shareholders.

To qualify for the Open Offer, a Shareholder must at the close of business on the Record Date:

- (i) be registered as a member of the Company; and
- (ii) not be an Excluded Shareholder.

Shareholders whose Shares are held by nominee companies should note that the Board will regard a nominee company as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee companies are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

In order to be registered as members of the Company on the Record Date, any transfer of the Shares (with the relevant Share certificates) must be lodged with the Registrar for registration by 4:30 p.m. on Friday, 12 January 2018. The address of the Registrar, Tricor Tengis Limited, is Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Excluded Shareholders

The Prospectus Documents will not be registered or filed under the applicable securities or equivalent legislation of any jurisdiction other than that in Hong Kong (to the extent required under the applicable law).

The Directors will make enquiries pursuant to Rule 13.36(2) of the Listing Rules as to the applicable securities legislation of the relevant overseas jurisdictions or the requirements of any relevant regulatory body or stock exchange in respect of the issue of the Offer Shares to Overseas Shareholders whose address on the register of members of the Company is in a place outside Hong Kong on the Record Date. If, after making such enquiries, the Directors are of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant jurisdiction or any requirement of the relevant regulatory body or stock exchange in that jurisdiction, not to offer the Offer Shares to such Overseas Shareholders, the Open Offer will not be available to such Overseas Shareholders.

The results of the enquiries and the basis of exclusion of the Overseas Shareholders will be included in the Prospectus. The Company will send copies of the Prospectus for information only, but will not send any Application Form and EAF, to the Excluded Shareholders.

Overseas Shareholders should note that they may or may not be entitled to the Open Offer, subject to the results of enquiries made by the Directors pursuant to Rule 13.36(2) of the Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the Shares.

Basis of allotment

The basis of the allotment shall be one (1) Offer Share for every eight (8) existing Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price. Application for all or any part of a Qualifying Shareholder's allotment should be made by completing the Application Form and lodging the same with a remittance for the Offer Shares being applied for. The Directors (excluding the independent non-executive Directors whose view will be set out in the letter from the Independent Board Committee to be included in the Circular) consider the terms of the Open Offer, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Status of the Offer Shares

The Offer Shares, when being allotted and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

Closure of register of members of the Company

The register of members of the Company will be closed from Monday, 15 January 2018 to Wednesday, 17 January 2018, both dates inclusive, to determine the eligibility of the Open Offer. No transfer of Shares will be registered during this period.

Certificates of the Offer Shares and refund cheques

Subject to fulfillment of the conditions of the Open Offer, certificates for the fully-paid Offer Shares are expected to be despatched on or before Friday, 9 February 2018 to those entitled thereto by ordinary post at their own risk. If the Open Offer is terminated, refund cheques are expected to be despatched on or before Friday, 9 February 2018 by ordinary post at the respective Shareholders' own risk.

Application for excess Offer Shares

Qualifying Shareholders will be entitled to apply for any Offer Shares created by adding together fractions of the Offer Shares, entitlements of the Excluded Shareholders and any Offer Shares which are not taken up by other Qualifying Shareholders in excess of their own entitlements but are not assured of being allocated any Offer Shares in excess of those in their entitlements. The Directors will, upon consultation with the Underwriter, allocate the excess Offer Shares (if any) at their discretion on a fair and equitable basis as far as practicable, according to the principle that any excess Offer Shares will be allocated to the Qualifying Shareholders who apply for them on a pro rata basis by reference to the number of the excess Offer Shares applied for by all such Qualifying Shareholders.

No preference will be given to topping-up odd lots to whole board lots. Shareholders who have been offered odd lots of the Offer Shares should note that there is no guarantee that such odd lots of the Offer Shares will be topped up to create whole board lots pursuant to applications for excess Offer Shares.

In the event that the Board notes unusual patterns of excess Offer Shares applications and has reason to believe that any application may have been made with the intention to abuse the above mechanism, such application(s) for excess Offer Shares may be rejected at the sole discretion of the Board.

Any Offer Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement.

Fractional entitlements

Entitlement to Offer Shares will be rounded down to the nearest whole number and no fractional entitlements or allotments are expected to arise as a result of the Open Offer.

Application for listing

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Offer Shares.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange. Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of

transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements will be made to enable the Offer Shares will be admitted into CCASS.

Dealings in the Offer Shares in board lots of 2,000 Shares, which are registered in the register of members of the Company, will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

THE UNDERWRITING AGREEMENT

The Board is pleased to announce that on 23 November 2017 (after trading hours), the Company entered into the Underwriting Agreement with the Underwriter in relation to the underwriting and certain other arrangements in respect of the Open Offer. Details of the Underwriting Agreement are set out as follows:

Underwriting Agreement

Date: 23 November 2017 (after trading hours)

Parties: (i) the Company; and
(ii) the Underwriter.

As at the date of this announcement, the Underwriter, being a substantial Shareholder, is the legal and beneficial owner of 400,000,000 Shares, representing approximately 30.46% of the entire issued share capital of the Company.

Total number of Offer Shares underwritten by the Underwriter: The Underwriter has conditionally agreed pursuant to the Underwriting Agreement to underwrite the Underwritten Shares, being the total number of Offer Shares less the full entitlement of the Underwriter under the Open Offer being 50,000,000 Offer Shares agreed to be taken up by the Underwriter pursuant to the undertaking as stated below (assuming no Shares to be issued or repurchased by the Company from the date of this announcement up to the Record Date).

Irrevocable Undertaking: The Underwriter has undertaken to the Company that it shall remain as the legal and beneficial owner of a total of 400,000,000 Shares up to the Latest Time for Acceptance; and it shall subscribe for its full entitlement under the Open Offer being 50,000,000 Offer Shares.

Underwriting commission: No underwriting commission shall be paid to the Underwriter.

Conditions of the Open Offer

The Open Offer is conditional, among other things, on each of the following conditions being fulfilled:

- (a) the approval by Shareholders (other than those not permitted to vote on the relevant resolutions by the Listing Rules and/or the Takeovers Code) of the Underwriting Agreement, the transactions contemplated under the Underwriting Agreement and the Whitewash Waiver;
- (b) the Whitewash Waiver having been granted by the Executive and such Whitewash Waiver not having been subsequently revoked or withdrawn;
- (c) the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) not later than the Prospectus Posting Date and otherwise in compliance with the Listing Rules and section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong);

- (d) the posting of the Prospectus Documents to Qualifying Shareholders and the posting of the Prospectus stamped “For Information Only” to the Excluded Shareholders, if any, for information purpose only on or before the Prospectus Posting Date;
- (e) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Shares and the Offer Shares, either unconditionally or subject to such conditions which the Underwriter in its opinion accepts and satisfies (if any);
- (f) compliance with and performance of all undertakings and obligations of the Company under the Underwriting Agreement;
- (g) the obligations of the Underwriter under the Underwriting Agreement not being terminated by the Underwriter in accordance with the terms of the Underwriting Agreement;
- (h) none of the warranties contained in the Underwriting Agreement being breached, untrue, inaccurate or misleading in any material respect;
- (i) there being no event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the Underwriting Agreement untrue or incorrect in any material respect, occurring prior to the Latest Time for Termination; and
- (j) (if necessary) compliance with any other requirements under the applicable laws and regulations of Hong Kong and Bermuda.

In respect of paragraph (j) above, as at the date of this announcement, the Directors are not aware of any other requirements under the applicable laws and regulations of Hong Kong and Bermuda in relation to the Open Offer which shall be complied with.

The Company shall use all reasonable endeavours to procure the fulfilment of the conditions set out above (save for the above conditions under (f) and (h) which can only be waived by the Underwriter, all the other conditions precedent under the Underwriting Agreement are not waivable) and in particular shall furnish such information, supply such documents, pay such fees, give such undertakings and do all such acts and things as may be necessary in connection with the terms of the Underwriting Agreement.

If the conditions above are not satisfied on or before the Latest Time for Termination, the Underwriting Agreement shall terminate and no Party will have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

Termination of the Underwriting Agreement

Notwithstanding anything contained in the Underwriting Agreement, if at any time prior to the Latest Time for Termination:

- (a) the success of the Open Offer would be materially and adversely affected by the development, occurrence or enforcement of:
 - (i) any new law or regulation or any change in existing laws or regulations which in the reasonable opinion of the Underwriter has or is likely to have a material adverse effect on the financial position of the Group as a whole;
 - (ii) any significant change (whether or not permanent) in local, national or international economic, financial, political or military conditions which in the reasonable opinion of the Underwriter is or would be materially adverse to the success of the Open Offer;
 - (iii) any significant change (whether or not permanent) in local, national or international securities market conditions or currency exchange rates or exchange controls which in the reasonable opinion of the Underwriter is or would be materially adverse to the success of the Open Offer, or makes it impracticable or inadvisable or inexpedient to proceed therewith;
 - (iv) any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances or otherwise at any time prior to the Latest Time for Termination; or
- (b) any breach of any of the warranties contained in the Underwriting Agreement in any material respect by the Company comes to the knowledge of the Underwriter;
- (c) any event occurs or any matter arises on or after the date hereof and prior to the Latest Time for Termination which if it had occurred or arisen before the date hereof would have rendered any of such representations, warranties and undertakings untrue or incorrect in any material respect in such a manner as would in the absolute opinion of the Underwriter materially and adversely affect the financial position or business of the Group as a whole;

- (d) there is any such material adverse change in the general affairs, management, business, stockholders' equity or in the financial or trading position of the Group as a whole which in the absolute opinion of the Underwriter is materially adverse to the success of the Open Offer, or
- (e) there is any change in the composition of the Board which in the reasonable opinion of the Underwriter may affect the management and general affairs of the Company;

then and in any such case, the Underwriter may terminate the Underwriting Agreement without liability to the Company by giving notice in writing to the Company, served prior to the Latest Time for Termination.

Termination of the Underwriting Agreement shall be without prejudice to any rights of any party in respect of any breach by the other prior to such rescission or termination.

If the Underwriter gives a notice of termination to the Company in accordance with the terms of the Underwriting Agreement, all obligations of the Underwriter under the Underwriting Agreement shall cease and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement. If the Underwriter exercises its rights to terminate the Underwriting Agreement, the Open Offer will not proceed.

INFORMATION ON THE UNDERWRITER

The Underwriter is a company incorporated in Hong Kong with limited liability. It is principally engaged in investment holdings. As at the date of this announcement, the Underwriter, being a substantial Shareholder, is the legal and beneficial owner of 400,000,000 Shares, representing approximately 30.46% of the entire issued share capital of the Company.

As at the date of this announcement, save for the Underwriting Agreement, there is no arrangement or agreement to which the Underwriter is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Open Offer (other than those listed under the section headed "Conditions of the Underwriting Agreement" above) and/or the Underwriting Agreement.

REASONS FOR THE OPEN OFFER AND USE OF PROCEEDS

The Group is principally engaged in financing operations; solar power generation operations; design and consulting services, engineering, procurement and construction operations relating to photovoltaic power plant, and corporate management, investment and treasury services.

According to the annual report of the Company for the year ended 31 December 2016, the Group intends to explore other opportunities to expand its current clean energy generation and financial services business and develop new energy and related industrial finance business.

The Directors are of the view the Open Offer will enable the Company to raise funds and provide the Company with the financial flexibility necessary for the potential investment targets of the Group as and when suitable investment opportunities arise as well as expand its current clean energy generation and financial services business and develop new energy and related industrial finance business. In addition, the Open Offer would allow the Company to strengthen its capital base and provide an opportunity to all Shareholders (other than the Excluded Shareholders) to participate in the growth of the Company in proportion to their shareholdings.

To further illustrate, the Group has been putting efforts in strengthening its financial position, including but not limited to raising sufficient funding for the business development of the Group. As such, when formulating the structure of the Open Offer, the Directors had taken into account various factors including but not limited to raising sufficient funds to further develop its principal business, while at the same time, to improve the financial strength and position of the Group to capture the opportunity for future expansion should suitable investment opportunities arise.

The Company has considered the following fundraising alternatives in comparison to the Open Offer:

Fundraising alternatives	Reason(s) for not adopting the fundraising alternatives
(i) Placing of new Shares	The Board is of the view that placing of new Shares would only be available to certain places who were not necessarily the existing Shareholders and would dilute the shareholding of the existing Shareholders.

Fundraising alternatives	Reason(s) for not adopting the fundraising alternatives
(ii) Debt financing	The Company considers that favorable terms in relation to debt financing on a timely basis may not be achievable and it will result in additional interest burden, higher gearing ratio of the Group and the Group will be subject to repayment obligations.
(iii) Rights issue	The Company is of the view that rights issue will involve extra administrative work and cost for the trading arrangements in relation to the nil-paid rights sold in rights issue.

After considering the fundraising alternatives mentioned above and taking into account the benefits and cost of each of the alternatives, the Board (excluding the independent non-executive Directors whose views will be provided after taking into consideration of the advice from the independent financial adviser) is of the view that the Open Offer is more cost effective and efficient and beneficial to the Company and the Shareholders as a whole.

The Board considers that the Open Offer is in the interests of the Company and the Shareholders as a whole as it offers all the Qualifying Shareholders an equal opportunity to participate in the enlargement of the capital base of the Company and enables the Qualifying Shareholders to maintain their proportionate interests in the Company and continue to participate in the future development of the Company should they wish to do so. However, those Qualifying Shareholders who do not take up the Offer Shares to which they are entitled and Excluded Shareholders should note that their shareholdings in the Company will be diluted.

In the view of the above, the Directors (excluding the independent non-executive Directors whose view will be set out in the letter from the Independent Board Committee to be included in the Circular) consider that the Open Offer is fair and reasonable and in the interests of the Company and the Shareholders as a whole having taken into account the terms of the Open Offer.

Net proceeds of approximately HK\$220 million will be allocated as follows:

- (i) approximately 75%, amounting to approximately HK\$165 million, to support, develop and expand the Group's existing photovoltaic power generation business in China and the overseas. This year, the Group started to enter into the distributed photovoltaic power generation segment in China. Apart from the installation of distributed photovoltaic power system for farmers as disclosed in the announcement

dated 26 October 2017, the Group had pipelined a number of distributed photovoltaic power projects in Jiangsu, China with a planned capacity of about 90 MW, whereby the filing of 19MW and 5MW distributed photovoltaic projects in Suining and Yizheng respectively with the relevant government authorities had been completed and the application for grid connection approval is underway. As an industrial practice, the Group forms/will form respective project companies for these pipelined projects with an estimated registered capital of USD22.5 million (equivalent to approximately HK\$175.5 million) in aggregate. Moreover, the Company had entered into a memorandum of undertaking with BGR Group London LLP for the development of solar power plant projects in Ukraine as disclosed in the announcement dated 19 September 2017. The Group is currently negotiating with the relevant parties in Ukraine for concrete terms and conditions. Given that the photovoltaic power industry is capital intensive and the construction or installation cycle is relatively short, it is imperative for the Group to maintain sufficient cash resources to finance these projects on a timely manner and the application of the net proceeds of the Open Offer on these photovoltaic solar projects would lower the Group's finance cost.

- (ii) approximately 15%, amounting to approximately HK\$33 million, to develop a manufacture base in Xuzhou to produce parts and components for photovoltaic power generation system as part of the Group's vision to diversify its business horizontally. In 2016, Xuzhou Herun agreed to acquire a piece of land and the structure erected thereon in Peixian. Following the completion of the transfer of ownership and obtaining the 不動產權證 (translated as Real Estate Ownership Certificate) in 2017, the Group commenced the modification work on the manufacturing plant and the purchase of machinery to facilitate the production lines. It is estimated an additional of USD4.5 million (equivalent to approximately HK\$35.1 million) is required to supplement the registered capital of Xuzhou Herun.
- (iii) approximately 10%, amounting to approximately HK\$22 million, as general working capital of the Group (including operating expenses such as staff costs, professional fees and interests of bank loans), for maintaining the liquidity of the Group to carry out regular business and compliance activities, and/or for future investment opportunities available for the Group. As at the Latest Practicable Date, the Group had not identified any potential investment target.

As at the Latest Practicable Date, the Company and its Directors did not have any intention, arrangement, agreement, understanding, negotiation (concluded or otherwise) on any potential corporate action in the forthcoming 12 months. However, in the event the business plan does not roll out as planned resulting in a need for further capital for the Group's photovoltaic business or when other investment opportunities arise, the Company may in the circumstances have the need to call for further fund-raising exercise to cater for the increased working capital or capital expenditure requirements. The Directors will ensure that all future fund raising activities, if any, will be conducted on terms that are justifiable taking into account the then circumstances, in the best interests of the Company and the Shareholders as a whole, and in compliance with the applicable Listing Rules.

EXPECTED TIMETABLE OF THE OPEN OFFER

Set out below is the expected timetable of the Open Offer:

Event	(Hong Kong time)
Expected despatch date of circular with notice and form of proxy for the SGM	Thursday, 14 December 2017
Latest time for lodging transfer of shares to qualify for attendance and voting at the SGM	4:30 p.m. on Wednesday, 3 January 2018
Closure of register of members of the Company for attending the SGM (both dates inclusive)	Thursday, 4 January 2018 to Tuesday, 9 January 2018
Latest time for lodging forms of proxy for the purpose of the SGM	11:00 a.m. on Sunday, 7 January 2018
Expected date and time of the SGM	11:00 a.m. on Tuesday, 9 January 2018
Announcement of the poll results of the SGM	Tuesday, 9 January 2018
Last day of dealings in Shares on a cum-entitlement basis	Wednesday, 10 January 2018

First day of dealings in Shares on
an ex-entitlement basis Thursday, 11 January 2018

Latest time for lodging transfer of Shares
in order to be qualified for the Open Offer 4:30 p.m. on
Friday, 12 January 2018

Register of members of the Company closes
(both dates inclusive) Monday, 15 January 2018 to
Wednesday, 17 January 2018
(both dates inclusive)

Record Date Wednesday, 17 January 2018

Register of members of the Company re-opens Thursday, 18 January 2018

Despatch of the Prospectus Documents Thursday, 18 January 2018

Latest time for Acceptance of,
and payment of Offer Shares and application for
excess Offer Shares 4:00 p.m. on
Thursday, 1 February 2018

Latest time for Open Offer
to become unconditional 4:00 p.m. on
Friday, 2 February 2018

Announcement of the results of
the Open Offer and excess application Thursday, 8 February 2018

Despatch of share certificates for
Offer Shares or/and refund cheques Friday, 9 February 2018

Dealings in Offer Shares commence 9:00 a.m. on
Monday, 12 February 2018

All times and dates stated above refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.

WARNING OF THE RISK OF DEALINGS IN THE SHARES

Shareholders and potential investors of the Company should note that the Open Offer is conditional, among others, upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer may or may not proceed.

Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Open Offer are fulfilled will bear the risk that the Open Offer may not become unconditional or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS FROM THE DATE OF THIS ANNOUNCEMENT

The Company has conducted the following fund raising activities in the past 12 months immediately preceding the date of this announcement:

Date of announcements	Event	Approximate net proceeds	Intended use of net proceeds as stated in the announcements	Actual use of net proceeds/Remarks
9 June 2017 and 12 June 2017	The placing of 180,000,000 Shares at HK\$1.01 per Share	Approximately HK\$179.1 million	For repayment of bank loan, supplementing the registered capital of an indirect wholly-owned subsidiary of the Company and general working capital	HK\$50.0 million was used for repayment of bank loan; HK\$110.0 million was used to supplement the registered capital of an indirect wholly-owned subsidiary; and approximately HK\$6.0 million was used for general working capital

Saved as disclosed above, the Company has not conducted any fund raising activities in the past 12 months immediately preceding the date of this announcement.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below depicts the possible shareholding structure of the Company as at the date of this announcement and the possible changes upon completion of the Open Offer (assuming there is no other changes in the shareholding structure of the Company between the date of this announcement and completion of the Open Offer):

Shareholders	(i) As at the date of this announcement		(ii) Immediately after completion of the Open Offer			
			(a) Assuming the Offer Shares are fully taken up by all Qualifying Shareholders under the Open Offer		(b) Assuming none of the Offer Shares are taken up by the Qualifying Shareholders (other than the Underwriter) under the Open Offer	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Underwriter ^(Note 1)	400,000,000	30.46	450,000,000	30.46	564,136,774	38.19
Public Shareholders	<u>913,094,192</u>	<u>69.54</u>	<u>1,027,230,966</u>	<u>69.54</u>	<u>913,094,192</u>	<u>61.81</u>
Total	<u>1,313,094,192</u>	<u>100.00</u>	<u>1,477,230,966</u>	<u>100.00</u>	<u>1,477,230,966</u>	<u>100.00</u>

Notes:

1. 中國核工業建設集團公司 (transliterated as China Nuclear Engineering & Construction Corporation) is deemed to be interested in the 400,000,000 Shares by virtue of its holding 100% interests in 中核投資有限公司 (transliterated as ZOC Investment Co., Ltd), which in turn is deemed to be interested in 400,000,000 Shares held by the Underwriter, which is its wholly-owned subsidiary.

The Company will take all appropriate steps to ensure that sufficient public float be maintained upon the completion of the Open Offer in compliance with Rule 8.08(1)(a) of the Listing Rules.

LISTING RULES IMPLICATIONS

Since the Open Offer will not increase the issued share capital or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of this announcement, the Open Offer is not subject to Shareholders' approval under the Listing Rules.

The Underwriter, being a substantial Shareholder, is a connected person of the Company and the entering into of the Underwriting Agreement by the Company and the Underwriter constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As the Company has made arrangement for application of the Offer Shares by the Qualifying Shareholders in excess of their assured entitlements under the Open Offer as referred to in Rule 7.26A(1) of the Listing Rules, the allotment and issue of the Offer Shares to the Underwriter (as an underwriter) pursuant to the Underwriting Agreement is fully exempted from the reporting, announcement and independent shareholders' approval requirements under Rule 14A.92(2) of the Listing Rules.

THE WHITEWASH WAIVER

As at the date of this announcement, the Underwriter, being a substantial Shareholder, is the legal and beneficial owner of 400,000,000 Shares, representing approximately 30.46% of the entire issued share capital of the Company.

Assuming (i) no further Shares will be issued or repurchased by the Company prior to the close of the Open Offer; and (ii) none of the Qualifying Shareholders other than the Underwriter (in its capacity as a Shareholder) have taken up their respective entitlements under the Open Offer, the minimum interests in the Company held by the Underwriter and the parties acting in concert with it upon the close of the Open Offer will increase from approximately 30.46% to approximately 38.19% of the issued share capital of the Company as enlarged by the allotment and issue of the Offer Shares. The Underwriter and the parties acting in concert with it will, in the absence of the Whitewash Waiver, be obliged to make a mandatory cash offer for all issued Shares not already owned or agreed to be acquired by them pursuant to Rule 26 of the Takeovers Code. The Underwriter will apply to the Executive for the Whitewash Waiver, which shall be subject to, among others, the approval by the Independent Shareholders at the SGM. If the Whitewash Waiver is not granted by the Executive, the Open Offer will not proceed.

IMPLICATIONS UNDER THE TAKEOVERS CODE AND THE WHITEWASH WAIVER

An application will be made by the Underwriter to the Executive for the Whitewash Waiver in connection with the underwriting of the Open Offer by the Underwriter. The Whitewash Waiver, if granted by the Executive, would be subject to, among other things, the approval of the Open Offer and the Whitewash Waiver by the Independent Shareholders at the SGM by way of poll.

It is one of the conditions of the Underwriting Agreement that the Whitewash Waiver be granted by the Executive and approved by the Independent Shareholders at the SGM by way of poll. If the Whitewash Waiver is not granted by the Executive or not approved by the Independent Shareholders, the Underwriting Agreement will not become unconditional and the Open Offer will not proceed. None of the Underwriter and the parties acting in concert with it has dealt in the relevant securities (as defined under Note 4 to Rule 22 under Takeovers Code) of the Company in the six months prior to the date of this announcement.

As at the date of this announcement, the Company does not believe that the proposed Open Offer and the Underwriting Agreement give rise to any concerns in relation to compliance with other applicable rules or regulations (including the Listing Rules). If a concern should arise after the release of this announcement, the Company will endeavor to resolve the matter to the satisfaction of the relevant authority as soon as possible but in any event before the despatch of the Circular. The Company notes that the Executive may not grant the Whitewash Waiver if the proposed Open Offer and the Underwriting Agreement do not comply with other applicable rules and regulations.

DEALING AND INTEREST OF THE UNDERWRITER AND PARTIES ACTING IN CONCERT WITH IT IN THE SECURITIES OF THE COMPANY

As at the date of this announcement, neither the Underwriter nor any parties acting in concert with it:

- (a) save for the Shares held by the Underwriter as set out in the section headed “Shareholding structure of the Company” above, owns, controls or has direction over any Shares and right over Shares, outstanding options, warrants, or any securities that are convertible into Shares or any derivatives in respect of securities in the Company, or hold any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company;

- (b) has received an irrevocable commitment to vote for the Open Offer, the Underwriting Agreement and the Whitewash Waiver;
- (c) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company;
- (d) save for the Underwriting Agreement, has any arrangement referred to in Note 8 to Rule 22 of the Takeovers Code (whether by way of option, indemnity or otherwise) in relation to the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Underwriter and of the Company, which might be material to the Open Offer, the Underwriting Agreement and the Whitewash Waiver, with any other persons;
- (e) save for the Underwriting Agreement, has any agreement or arrangement to which any of them is a party which relates to the circumstances in which he may or may not invoke or seek to invoke a precondition or a condition to the Open Offer, the Underwriting Agreement and the Whitewash Waiver; or
- (f) had dealt in Shares, outstanding options, derivatives, warrants or other securities convertible or exchangeable into Shares, during the six months prior to the date of the Underwriting Agreement.

GENERAL

The Independent Board Committee comprising all the independent non-executive Directors has been established to provide recommendations to the Independent Shareholders in connection with the Open Offer, the Underwriting Agreement and the Whitewash Waiver. An independent financial adviser will be appointed with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Open Offer, the Underwriting Agreement and the Whitewash Waiver, and an announcement will be made upon its appointment.

The SGM will be held to approve the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder, as well as the Whitewash Waiver. The Underwriter and any of its associates or parties acting in concert with it and those who are involved in and /or interested in the Open Offer, the Underwriting Agreement and the Whitewash Waiver will abstain from voting at the SGM. As at the date of this announcement, the Underwriter, being a substantial Shareholder, is the legal and beneficial owner of 400,000,000 Shares, representing approximately 30.46% of the entire issued share capital of the Company.

A circular containing, among others, (i) further details of the Open Offer, the Underwriting Agreement and the Whitewash Waiver; (ii) a letter of recommendations from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Open Offer, the Underwriting Agreement and the Whitewash Waiver; and (iv) a notice convening the SGM will be despatched by the Company to the Shareholders in accordance with the Takeovers Code on or before Thursday, 14 December 2017.

Subject to, among others, the Open Offer, the Underwriting Agreement and the Whitewash Waiver being approved at the SGM, the Prospectus Documents or the Prospectus, whichever is appropriate, will be dispatched to the Qualifying Shareholders and, for information only, the Excluded Shareholders in due course.

The Prospectus Documents setting out details of the proposed Open Offer are expected to be despatched to the Qualifying Shareholders on or about Thursday, 18 January 2018. The Company will send the Prospectus to the Excluded Shareholders for information only.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“acting in concert”	has the meaning ascribed to this term under the Takeovers Code
“Application Form(s)”	the application form(s) to be used by the Qualifying Shareholders to apply for the Offer Shares
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are open for business other than a Saturday or Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Circular”	the circular to be issued by the Company in relation to, among others, the Open Offer and the SGM
“Company”	China Nuclear Energy Technology Corporation Limited 中國核能科技集團有限公司, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	director(s) of the Company for the time being
“EAF(s)”	the excess application form(s) to be issued to the Qualifying Shareholders, pursuant to which the Qualifying Shareholders may apply for the Offer Shares in excess of such Shareholders’ assured entitlements under the Open Offer
“Excluded Shareholders”	those Overseas Shareholders whom the Directors, after making relevant enquiry as required under the Listing Rules, consider their exclusion from the Open Offer to be necessary or expedient on account of either the legal restrictions under the law of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or of his any delegate(s)
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Board Committee”	the independent committee of the Board comprising Mr. Chan Ka Ling Edmond, Mr. Wang Jimin, Mr. Tian Aiping and Mr. Li Dakuan, established to give recommendations to the Independent Shareholders on the Open Offer, the Underwriting Agreement and the Whitewash Waiver
“Independent Shareholder(s)”	the Shareholders other than the Underwriter, any of its associates and persons acting in concert with the Underwriter, and those who are involved in or interested in the Open Offer, the Underwriting Agreement and the Whitewash Waiver
“Last Trading Day”	23 November 2017, being the last trading day for the Shares before the date of release of this announcement
“Latest Time for Acceptance”	4:00 p.m. on Thursday, 1 February 2018 or such later time or date as may be agreed between the Company and the Underwriter, being the latest time for acceptance of, and payment for, the Offer Shares
“Latest Time for Termination”	4:00 p.m. on the Friday, 2 February 2018, being the first Business Day after (but excluding) the Latest Time for Acceptance or such later time or date as may be agreed between the Company and the Underwriter, being the latest time to terminate the Underwriting Agreement
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Offer Share(s)”	164,136,774 Shares proposed to be offered to the Qualifying Shareholders under the Open Offer for subscription on the basis of one (1) Offer Share for every eight (8) existing Shares held on the Record Date and payable in full on acceptance pursuant to the terms and subject to the conditions set out in the Underwriting Agreement and to be set out in the Prospectus
“Open Offer”	the proposed offer for subscription by the Qualifying Shareholders for the Offer Shares at the Subscription Price on the terms and subject to the conditions set out in the Underwriting Agreement and to be set out in the Prospectus
“Overseas Shareholder(s)”	shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose registered address(es) on that date is/are in (a) place(s) outside Hong Kong
“PRC” or “China”	The People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus”	the prospectus to be issued by the Company in relation to the Open Offer
“Prospectus Documents”	the Prospectus, the Application Form and the EAF in respect of the Offer Shares to be issued by the Company in relation to the Open Offer
“Prospectus Posting Date”	Thursday, 18 January 2018 or such later date as may be agreed between the Underwriter and the Company for the despatch of the Prospectus Documents
“Qualifying Shareholder(s)”	the Shareholders, other than the Excluded Shareholders, whose names appear on the register of members of the Company on the Record Date

“Record Date”	Wednesday, 17 January 2018 or such other date as may be agreed between the Company and the Underwriter for the determination of the entitlements under the Open Offer
“Registrar”	Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held for considering and, if though fit, approving, among others, the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder, as well as the Whitewash Waiver
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$1.36 per Offer Share at which the Offer Shares are proposed to be offered for subscription
“substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC

“Underwriter”	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, a substantial Shareholder and a company wholly-owned by 中核投資有限公司 (transliterated as ZOC Investment Co., Ltd.) (which is in turn wholly owned by 中國核工業建設集團公司 (transliterated as China Nuclear Engineering & Construction Corporation) which is a state-owned enterprise established in the PRC)
“Underwriting Agreement”	the underwriting agreement dated 23 November 2017 entered into between the Company and the Underwriter in relation to the Open Offer
“Underwritten Shares”	114,136,774 being the total number of Offer Shares less such number of Offer Shares agreed to be taken up by the Underwriter under its assured entitlement under the Open Offer as a Shareholder
“Whitewash Waiver”	the whitewash waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code in respect of any obligation of the Underwriter to make a mandatory general offer (for all the issued Shares and other securities of the Company not already owned or agreed to be acquired by the Underwriter and any parties acting in concert with it) as a result of the Underwriter subscribing for the Shares pursuant to the Underwriting Agreement
“Xuzhou Herun”	徐州核潤光能有限公司 (transliterated as Xuzhou Herun Solar Energy Limited), an indirect wholly-owned subsidiary of the Company incorporated in the PRC
“%”	per cent.

By Order of the Board
China Nuclear Energy Technology Corporation Limited
Ai Yilun
Chairman

Hong Kong, 23 November 2017

As at the date of this announcement, the Directors are Mr. Ai Yilun (Chairman), Mr. Liu Genyu (Vice Chairman), Mr. Bai Xuefei (Co-chief Executive Officer), Ms. Jian Qing, Mr. Chung Chi Shing, Mr. Li Jinying, Mr. Li Feng and Mr. Tang Jianhua, all of whom are executive Directors; and Mr. Chan Ka Ling Edmond, Mr. Wang Jimin, Mr. Tian Aiping and Mr. Li Dakuan, all of whom are independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.