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CNNC INTERNATIONAL LIMITED

中核國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2302)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of CNNC International Limited (the “**Company**”) will be held at Victoria Room 3, 3/F, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 19 March 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

“**THAT**

- (a) the sale and purchase agreement (the “**Agreement**”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) dated 23 January 2010 entered into between CNNC Overseas Uranium Holding Limited as vendor and China Nuclear International Corporation, a direct wholly-owned subsidiary of the Company, as purchaser relating to the acquisition of 50,000 issued ordinary shares of US\$1.00 each in the capital of Ideal Mining Limited, representing its entire issued share capital, at the consideration of HK\$414,000,000 which will be fully settled by the Convertible Notes (copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) by the Company as set out in the circular (the “**Circular**”) of the Company dated 4 March 2010 and the transactions contemplated thereunder, be and hereby approved, confirmed and ratified;
- (b) the creation and issue of the Convertible Notes (as defined in the Circular), on and subject to the terms of the Agreement, be and is hereby approved;
- (c) the directors of the Company be and are hereby authorised to allot and issue the Conversion Shares (as defined in the Circular); and

- (d) the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents which in their opinion may be necessary or expedient to give effect to the terms of the Agreement, the issue of the Convertible Notes, the allotment and issue of the Conversion Shares or any of the transactions contemplated under the Agreement.”

By order of the Board
CNNC International Limited
中核國際有限公司*
Li Philip Sau Yan
Company Secretary

Hong Kong, 4 March 2010

Notes:

1. The instrument appointing proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer hereof if shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
2. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a registered shareholder of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
3. To be valid, the instrument appointing proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 138 Queen's Road East, Wanchai, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Completion and return of the instrument appointing proxy will not preclude a member of the Company from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should the member so desires, and in such event, the instrument appointing proxy shall be deemed to be revoked.
5. Where there are joint holders of any share in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As of the date of this announcement, the board of directors of the Company comprises non-executive director and chairman, namely, Mr. Qiu Jiangan, executive directors, namely, Mr. Han Ruiping and Mr. Xu Hongchao, non-executive director, namely, Mr. Huang Mingang and independent non-executive directors, namely, Mr. Cheong Ying Chew Henry, Mr. Cui Liguang and Mr. Zhang Lei.

* For identification purpose only