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CHINA EVERBRIGHT INTERNATIONAL LIMITED

中國光大國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 257)

RE-DESIGNATION OF DIRECTOR

The board of directors (the “Board”) of China Everbright International Limited (the “Company”, together with its subsidiaries, the “Group”) announces that Mr. Philip Fan Yan Hok has been re-designated as an independent non-executive director of the Company with effect from 13 December 2012. He has also been appointed as a member of the Audit Committee of the Company with effect from the same date. Mr. Fan will continue to serve as a member of the Nomination Committee of the Company.

Mr. Fan was an executive director of the Company and was re-designated as a non-executive director of the Company in January 2010. During the two years immediately prior to the re-designation of Mr. Fan as an independent non-executive director of the Company, Mr. Fan did not have any executive or management role or functions in the Group nor had he throughout such period been under the employment of any member of the Group, and he has only attended meetings of the Board in the capacity of a non-executive director. The Board considers that Mr. Fan is independent and satisfies the independence criteria in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) except Rule 3.13(7) as he is a non-executive director of the Company.

Mr. Fan, aged 63, had been an executive director of the Company since 1 November 1997 and thereafter re-designated as a non-executive director of the Company on 20 January 2010. He has become a member of the Nomination Committee since the establishment of the Nomination Committee of the Company on 1 April 2012. He is an independent non-executive director of HKC (Holdings) Limited and Hysan Development Company Limited, the shares of these two companies are listed on The Stock Exchange of Hong Kong Limited. Mr. Fan is also an independent director of Zhuhai Zhongfu Enterprise Co., Ltd., a Shenzhen listed company, and Goodman Group, an Australia listed company. He is a member of the Asian Advisory Committee of AustralianSuper, a pension fund established in Australia. Mr. Fan holds a Bachelor’s Degree in

Industrial Engineering, a Master's Degree in Operations Research from Stanford University and a Master's Degree in Management Science from Massachusetts Institute of Technology. Prior to joining the Group, Mr. Fan had been an executive director of CITIC Pacific Limited in charge of industrial projects in China. Save as disclosed aforesaid, he did not hold any directorship in other listed public companies in the past three years.

Mr. Fan had a personal interest in 8,500,000 shares of the Company. Mr. Fan's term of service as the independent non-executive director of the Company is for a period from 13 December 2012 until 31 December 2013 and he will seek re-election by the shareholders of the Company at the forthcoming annual general meeting to be held in April 2013. Mr. Fan's appointment as an independent non-executive director is also subject to retirement and re-election provisions in the Articles of Association of the Company. During his term of service, he is entitled to have a director fee of HK\$200,000 which is subject to the approval of the Board by reference to the prevailing market conditions and the shareholders' approval at an annual general meeting of the Company. He is also entitled to a meeting allowance of HK\$5,000 for each meeting. Save as disclosed above, Mr. Fan does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company nor does he have any interest in shares within the meaning of Part XV of the Securities and Future Ordinance.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board would like to express its gratitude to Mr. Fan for his continuing directorship in the Company.

By Order of the Board
China Everbright International Limited
Chen Xiaoping
Chief Executive Officer

Hong Kong, 13 December 2012

As at the date of this announcement, the Board comprises the following members:

Executive Directors

Mr. TANG Shuangning (Chairman)

Mr. ZANG Qiutao (Vice-chairman)

Mr. CHEN Xiaoping (Chief Executive Officer)

Mr. WANG Tianyi

Mr. WONG Kam Chung, Raymond

Mr. CAI Shuguang

Independent non-executive Directors

Mr. FAN Yan Hok, Philip

Mr. MAR Selwyn

Mr. LI Kwok Sing, Aubrey

Mr. ZHAI Haitao