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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)

**ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE
LISTING RULES AND PART XIVA OF THE SFO**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO.

The Board hereby announces that the Company has been informed by CE Hong Kong, the indirect controlling shareholder of the Company, that pursuant to the approval of the State Council in respect of the restructuring plan of CE Beijing (the “**Restructuring Plan**”), CE Beijing will be transformed from a state-wholly-owned enterprise to a joint stock limited company, which will be established by the MOF and Huijin Limited and the name of which will be changed to China Everbright Group Corporation*. MOF will make contributions by and through injecting (1) its equity interest in CE Beijing; (2) its equity interest in CE Hong Kong, the indirect controlling shareholder of the Company; and (3) a loan and its interest accrued to CE Beijing. Huijin Limited will make contributions by and through injecting the assets as specified in the Restructuring Plan (the “**Proposed Restructuring**”).

The Proposed Restructuring is led by the PRC government. As at the date of this announcement, the Proposed Restructuring has not yet commenced. If the Proposed Restructuring is materialized, change of control of the Company may occur and it is expected that a waiver application will be made by the relevant new controlling shareholders to the Executive Director of the Corporate Finance Division of the SFC

in respect of any mandatory general offer which would arise under Rule 26 of the Takeovers Code. The Company will make further announcement in this regard pursuant to the Takeovers Code, the Listing Rules and the SFO, as and when appropriate.

As at the date of this announcement, the Company has been informed that no legally binding agreement for the Proposed Restructuring has been entered into. Accordingly, the Proposed Restructuring may or may not proceed. Shareholders and potential investors are urged to exercise caution when dealing in the shares of the Company.

DEFINITIONS

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

“Board”	the board of Directors
“CE Beijing”	China Everbright Group Limited* (中國光大(集團)總公司), a wholly state-owned enterprise incorporated under the laws of the PRC
“CE Hong Kong”	China Everbright Holdings Company Limited, a company incorporated in Hong Kong with limited liability and the indirect controlling shareholder of the Company
“Company”	China Everbright International Limited (中國光大國際有限公司), a company incorporated under the laws of Hong Kong, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huijin Limited”	Central Huijin Investment Limited* (中央匯金投資有限責任公司), a company incorporated under the laws of the PRC with limited liability

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“MOF”	Ministry of Finance of the PRC
“PRC”	the People’s Republic of China (excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	the shareholders of the Company
“State Council”	State Council of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

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

Hong Kong, 1 August 2014

As at the date of this announcement, the Board comprises: (i) six executive directors, namely Mr. Tang Shuangning (Chairman), Mr. Zang Qiutao (Vice-chairman), Mr. Chen Xiaoping (Chief Executive Officer), Mr. Wang Tianyi, Mr. Raymond Wong Kam Chung and Mr. Cai Shuguang; and (ii) four independent non-executive directors, namely Mr. Philip Fan Yan Hok, Mr. Selwyn Mar, Mr. Aubrey Li Kwok Sing and Mr. Zhai Haitao.

** For identification purposes only*