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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of China Everbright International Limited (the “**Company**”) will be held at Concord Rooms 2-3, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 14 December 2009 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications or amendments, the following resolutions as ordinary resolutions on a vote taken by way of poll:

ORDINARY RESOLUTIONS

1. “**THAT** the continuing connected transactions contemplated under the Waste Water Treatment Agreement, a copy of which has been initialled by the chairman of this meeting (the “**Chairman**”) and for the purpose of identification marked as “A” together with the proposed Waste Water Treatment Annual Caps for the three years ending 31 December 2012 be and are hereby generally and unconditionally approved.”
2. “**THAT** the continuing connected transactions contemplated under the Operation and Maintenance Agreement, a copy of which has been initialled by the Chairman of this meeting and for the purpose of identification marked as “B” together with the proposed Operation and Maintenance Annual Caps for the three years ending 31 December 2012 be and are hereby generally and unconditionally approved.”
3. “**THAT** the Revised Cap for the continuing connected transactions contemplated under each of the Waste Water Treatment Agreement and the Operation Maintenance Agreement for the year ending 31 December 2009 be and is hereby generally and unconditionally approved.”

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

Hong Kong, 26 November 2009

Registered Office:
Room 2703, 27th Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM may appoint one or more proxies to attend and, on a poll, to vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. Where there are joint registered holders of any shares, any one of such persons may attend and vote at the EGM, either personally 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 EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on it together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of it must be returned to the registered office of the Company at Room 2703, 27th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish.
4. The register of members of the Company will be closed from Friday, 11 December 2009 to Monday, 14 December 2009, both days inclusive, during which no transfer of shares will be registered. In order to qualify for attending the EGM, all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Thursday, 10 December 2009.
5. Unless otherwise defined, capitalised terms used herein have the same meaning as defined in the circular dated 26 November 2009.

As at the date of this announcement, the directors of the Company are :

Executive Directors

Mr. Tang Shuangning (*Chairman*)
Mr. Zang Qiutao (*Vice-chairman*)
Mr. Li Xueming (*Vice-chairman*)
Mr. Chen Xiaoping (*Chief Executive Officer*)
Mr. Philip Fan Yan Hok
Mr. Raymond Wong Kam Chung
Ms. Zhang Weiyun

Independent Non-executive Directors

Sir David Akers-Jones
Mr. Aubrey Li Kwok Sing
Mr. Selwyn Mar