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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Everbright International Limited**, you should at once hand this circular, the 2013 annual report and proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Everbright International Limited to be held at Oasis Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28th April, 2014 at 3:00 p.m. is set out on pages 14 to 18 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same 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 later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the meeting should they so wish.

Hong Kong, 17th March, 2014

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“AGM Notice”	the notice dated 17th March, 2014 convening the AGM as set out in pages 14 to 18 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Oasis Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28th April, 2014 at 3:00 p.m.
“Articles of Association”	the articles of association of the Company from time to time
“Board”	the board of directors of the Company or a duly authorised committee thereof for the time being
“Companies Ordinance”	the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	China Everbright International Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company for the time being
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution No.(1) in item 7 in the AGM Notice up to 20% of the issued Shares as at the date of passing the Ordinary Resolution No.(1)
“Latest Practicable Date”	12th March, 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Ordinary Resolution(s)”	the proposed ordinary resolution(s) set out in item 7 in the AGM Notice
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Ordinary Resolution No.(2) in item 7 in the AGM Notice up to 10% of the issued Shares as at the date of passing the Ordinary Resolution No.(2)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company with no nominal value
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



CHINA EVERBRIGHT INTERNATIONAL LIMITED

中國光大國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 257)

Directors:

Executive directors:

TANG Shuangning (*Chairman*)

ZANG Qiutao (*Vice-chairman*)

CHEN Xiaoping (*Chief Executive Officer*)

WANG Tianyi (*General Manager*)

WONG Kam Chung, Raymond (*Chief Financial Officer*)

CAI Shuguang (*Deputy General Manager*)

Independent non-executive directors:

FAN Yan Hok, Philip

MAR Selwyn

LI Kwok Sing, Aubrey

ZHAI Haitao

Registered Office:

Room 2703, 27th Floor

Far East Finance Centre

16 Harcourt Road

Hong Kong

17th March, 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed renewal of the general mandates to allot, issue and deal with Shares and to repurchase Shares and to seek your approval of the resolutions relating to these matters at the AGM to be held at Oasis Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28th April, 2014 at 3:00 p.m., notice of which is set out on pages 14 to 18 of this circular.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 26th April, 2013, general mandates were given to the Directors to allot, issue and deal with Shares and to exercise the powers of the Company to repurchase its own Shares in accordance with the Share Repurchase Rules. Such general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval at the AGM to renew these general mandates to allot, issue and deal with Shares and to repurchase Shares.

It will be proposed at the AGM the Ordinary Resolutions Nos.(1) and (3) set out in item 7 in the AGM Notice for granting to the Directors the Issue Mandate to allot, issue and deal with new Shares not exceeding 20% of the issued Shares as at the date of passing the Ordinary Resolution No.(1) set out in item 7 in the AGM Notice and adding to the Issue Mandate so granted to the Directors any Shares representing the aggregate number of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the issued Shares as at the date of the Ordinary Resolution No.(2) set out in item 7 in the AGM Notice. The Issue Mandate shall be exercisable during the period from the passing of the Ordinary Resolution No.(1) set out in item 7 in the AGM Notice until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of Hong Kong to be held; or
- (iii) the date on which the authority set out in such Ordinary Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

3. GENERAL MANDATE TO REPURCHASE SHARES

It will also be proposed at the AGM the Ordinary Resolution No.(2) set out in item 7 in the AGM Notice for granting to the Directors Repurchase Mandate to exercise the powers of the Company to repurchase Shares up to 10% of the issued Shares as at the date of passing the Ordinary Resolution No.(2) set out in item 7 in the AGM Notice. The Repurchase Mandate shall be exercisable during the period from the passing of the Ordinary Resolution No.(2) set out in item 7 in the AGM Notice until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of Hong Kong to be held; or

LETTER FROM THE BOARD

- (iii) the date on which the authority set out in such Ordinary Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement, as required to be sent to the Shareholders under the Share Repurchase Rules and under the Companies Ordinance, to provide requisite information to you for your consideration of the Ordinary Resolution No.(2) set out in item 7 in the AGM Notice in respect of the Repurchase Mandate is set out in the Appendix I hereto.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of ten Directors, namely Mr. Tang Shuangning, Mr. Zang Qiutao, Mr. Chen Xiaoping, Mr. Wang Tianyi, Mr. Wong Kam Chung, Raymond, Mr. Cai Shuguang, Mr. Fan Yan Hok, Philip, Mr. Mar Selwyn, Mr. Li Kwok Sing, Aubrey and Mr. Zhai Haitao.

Pursuant to the Articles of Association, Mr. Tang Shuangning, Mr. Zang Qiutao, Mr. Mar Selwyn and Mr. Li Kwok Sing, Aubrey, being the Directors longest in office since their last re-election, shall retire by rotation from office at the AGM and shall be eligible and offer themselves for re-election.

Mr. Mar Selwyn and Mr. Li Kwok Sing, Aubrey were appointed and has served as independent non-executive Directors for more than nine years since September 2004 and November 1998 respectively. Pursuant to Code A.4.3 of the Corporate Governance Code, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders.

The Company has received respectively from Mr. Mar Selwyn and Mr. Li Kwok Sing, Aubrey a confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. Mr. Mar Selwyn and Mr. Li Kwok Sing, Aubrey have not engaged in any executive management of the Group. Taking into consideration of their independent scope of works in the past years, the Directors consider Mr. Mar Selwyn and Mr. Li Kwok Sing, Aubrey to be independent under the Listing Rules despite the fact that they have served the Company for more than nine years. Accordingly, Mr. Mar Selwyn and Mr. Li Kwok Sing, Aubrey shall be subject to retirement rotation and re-election by way of a separate resolution to be approved by the Shareholders in the AGM.

Details of retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

5. ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is the AGM Notice containing, inter alia, three ordinary resolutions which will be proposed at the AGM to approve respectively the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate.

LETTER FROM THE BOARD

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Shareholders' general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the registered office of the Company in Hong Kong at Room 2703, 27th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

8. RECOMMENDATION

The Board believes that the proposal for granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors as set out in the AGM Notice are all in the best interests of the Company and its Shareholders. Accordingly, the Board recommends that all Shareholders should vote in favour of the relevant resolutions set out in the AGM Notice.

Yours faithfully,
China Everbright International Limited
Tang Shuangning
Chairman

This appendix serves as an explanatory statement as required to be sent to the Shareholders under the Share Repurchase Rules to provide the requisite information for your consideration of the Repurchase Mandate and also constitutes the memorandum as required under section 239(2) of the Companies Ordinance.

(A) SHARES

As at the Latest Practicable Date, the number of the issued Shares is 4,483,711,700 Shares.

Subject to the passing of the Ordinary Resolution No.(2) set out in item 7 in the AGM Notice in respect of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 448,371,170 Shares during the period as set out in Ordinary Resolution No.(2) set out in item 7 in the AGM Notice representing not more than 10% of the issued Shares at the Latest Practicable Date.

(B) REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders.

(C) FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the payment in respect of share repurchase may only be paid from distributable profits of the Company or the proceeds of a new issue of Shares made for the purpose of share repurchase to such extent allowable under the Companies Ordinance.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31st December 2013 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(D) SHARE PRICE

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
March	6.020	4.950
April	6.110	5.100
May	6.550	5.870
June	6.420	5.000
July	7.250	5.810
August	7.410	6.590
September	7.360	6.620
October	7.750	6.700
November	8.710	7.210
December	11.000	8.400
2014		
January	11.420	9.410
February	11.400	9.520
March 1 and up to the Latest Practicable Date	12.120	11.220

(E) UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Companies Ordinance and any other applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate if such Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell the Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

(F) TAKEOVER CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeover Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. As at the Latest Practicable Date, China Everbright Holdings Company Limited together with its associates are beneficially interested in 1,853,951,910 Shares representing approximately 41.35% of the issued Shares. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (if the present shareholdings remain the same), the shareholdings of China Everbright Holdings Company Limited together with its associates will be increased to approximately 45.94% of the issued Shares.

Based on such shareholding and in the event the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, an obligation to make a general offer by China Everbright Holdings Company Limited to Shareholders under Rule 26 of the Takeovers Code may arise. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in takeover obligations.

In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public will not fall below 25%.

(G) SHARES PURCHASES MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

TANG SHUANGNING aged 59, is the Chairman of the Company. Mr. Tang is the representative of the 12th National People's Congress and the Vice-chairman of the Agriculture and Rural Affairs Committee of the 12th National People's Congress. He is also the Chairman of China Everbright Group Limited, China Everbright Holdings Company Limited and China Everbright Bank Company Limited. Mr. Tang is also the Director of Everbright Securities Company Limited, Sun Life Everbright Life Insurance Company Limited and the Chairman of China Everbright Limited. He also serves as the Vice Chairman of China Society for Finance and Banking and the Consultant of China Society for Investment. Prior to joining the China Everbright Group, he was the Vice Chairman of the China Banking Regulatory Commission, the Director-General of the Banking Supervision Department I, the Director-General of the Currency, Gold and Silver Bureau and the Director-General of the Credit Management Division of the People's Bank of China. He holds a Master's Degree in Economics from China Northeast University of Finance & Economics. Mr. Tang has extensive knowledge and experience in banking and finance management. Mr. Tang joined the Board in July 2007. Save as disclosed above, he did not hold any directorship in other listed public companies in the past three years.

Mr. Tang is the Chairman of the Executive Committee of the Company. Save as disclosed above, he does not hold any position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Tang does not have any interest in Shares within the meaning of Part XV of the SFO. In accordance with the service contract between the Company and Mr. Tang, he is not appointed for a specific term except that he is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association. There is no agreement in respect of the director's remuneration of Mr. Tang and his director's remuneration will be determined by the Board by reference to the market conditions and subject to the Shareholders' approval at the AGM. There is no director's emolument and salary for Mr. Tang as an executive director of the Company except that he is entitled to a meeting allowance of HK\$5,000 for each meeting. Save as disclosed above, Mr. Tang does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Tang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

ZANG QIUTAO aged 61, is the Vice-chairman of the Company. Mr. Zang is a member of the National Committee of the 12th Chinese People's Political Consultative Conference. He is also the Vice-chairman of China Everbright Holdings Company Limited. He is the Deputy Chairman of China Everbright Limited. Mr. Zang graduated from the Graduate School of the Chinese Academy of Social Sciences. He was formerly the Division Chief of the State Economic Commission and Deputy Division Director of the State Planning Commission. He joined the Board in September 2004. Save as disclosed above, Mr. Zang did not hold any other directorship in any listed company during the past three years.

Mr. Zang is a member of the Executive Committee and the Remuneration Committee of the Company. Save as disclosed above, he does not hold any position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Zang had a personal interest in 2,000,000 Shares. Mr. Zang has entered into an employment contract of no fixed term with the Company on 1st April, 2004. Under the employment contract, the Company has employed Mr. Zang as a consultant of the Company. Mr. Zang is entitled to an annual remuneration package of HK\$1,669,200 and a meeting allowance of HK\$5,000 for each meeting. In accordance with the service contract between the Company and Mr. Zang, he is not appointed for a specific term except that he is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association. There is no agreement in respect of the director's remuneration of Mr. Zang and his director's remuneration will be determined by the Board by reference to the market conditions and subject to the Shareholders' approval at the AGM. Save as disclosed above, Mr. Zang does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and does not have any interest in Shares, within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Zang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

MAR SELWYN aged 78, is Independent Non-executive Director of the Company. Mr. Mar graduated from the London School of Economics, University of London. He is a fellow member of the Institute of Chartered Accountants of United Kingdom and the Hong Kong Institute of Certified Public Accountants. He is a partner of Nexia Charles Mar Fan & Co. He is also an independent non-executive director and chairman of the audit committee of Minmetals Land Limited and Man Yue International Holdings Limited. He was the President of Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) in 1991. Mr. Mar is an Honorary Fellow of the Lingnan University and appointed member of the Court of Lingnan University by the Chief Executive of the HKSAR. He joined the Board in September 2004. Save as disclosed above, he did not hold any directorship in other listed public companies in the past three years.

Mr. Mar is the Chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. Save as disclosed above, he does not hold any position with the Company and other members of the Group.

Mr. Mar was appointed for a term of two years until 31st December, 2015 and subject to retirement and re-election provisions in the Articles of Association of the Company. He is entitled to have a director fee of HK\$250,000 per annum which is subject to the approval of the Board by reference to the prevailing market conditions and the Shareholder's approval at AGM. He is also entitled to a meeting allowance of HK\$5,000 for each meeting.

Mr. Mar does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and does not have any interest in Shares, within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Mar has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

LI KWOK SING, AUBREY aged 64, is Independent Non-executive Director of the Company. He is the Chairman of MCL Partners Limited, a Hong Kong based investment firm, and has over 40 years' experience in merchant banking and commercial banking. He is also a non-executive director of The Bank of East Asia, Limited and an independent non-executive director of Café de Coral Holdings Limited, Kunlun Energy Company Limited, Kowloon Development Company Limited, Pokfulam Development Company Limited and Tai Ping Carpets International Limited. Mr. Li has a Master of Business Administration from Columbia University and a Bachelor of Science in Civil Engineering from Brown University. He joined the Board in November 1998. Save as disclosed above, he did not hold any directorship in other listed public companies in the past three years.

Mr. Li is the Chairman of remuneration committee and a member of the audit committee and nomination committee of the Company. Save as disclosed above, he does not hold any position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Li has personal interest in 1,000,000 Shares. Mr. Li was appointed for a term of two years until 31st December, 2015 and subject to retirement and re-election provisions in the Articles of Association of the Company. He is entitled to have a director fee of HK\$250,000 per annum which is subject to the approval of the Board by reference to the prevailing market conditions and the Shareholder's approval at AGM. He is also entitled to a meeting allowance of HK\$5,000 for each meeting. Save as disclosed above, Mr. Li does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and does not have any interest in Shares, within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Li has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

In the opinion of the Directors, other than the aforesaid matters, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring directors.



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 IS HEREBY GIVEN that the Annual General Meeting of China Everbright International Limited (the “Company”) will be held at Oasis Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28th April, 2014 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the report of the directors and independent auditor’s report for the year ended 31st December, 2013.
2. To declare a final dividend for the year ended 31st December, 2013.
3. (a) To re-elect the following retiring directors:
 - (i) Mr. Tang Shuangning; and
 - (ii) Mr. Zang Qiutao.
- (b) To authorize the board of directors of the Company to fix the remuneration of the directors.
4. To re-elect Mr. Mar Selwyn (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his remuneration.
5. To re-elect Mr. Li Kwok Sing, Aubrey (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his remuneration.
6. To re-appoint KPMG as auditors and to authorise the board of directors to fix their remuneration.
7. To consider as special businesses and, if thought fit, pass the following Ordinary Resolutions:

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

(1) **“THAT:**

- (A) subject to paragraph (C) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with shares of the Company (“Shares”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted be and hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted after the end of the Relevant Period;
- (C) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantee as specified in such scheme or similar arrangement of Shares or rights to acquire the Shares; or (iii) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate number of the issued Shares as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (D) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company and the applicable laws of Hong Kong to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of Shares or issue of option, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors the holders of Shares, or any class of Shares, whose name appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(2) **“THAT:**

- (A) subject to paragraph (B) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (“Shares”) on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the aggregate number of the Shares to be repurchased by the Company pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (C) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company and the applicable laws of Hong Kong to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
- (3) “**THAT** the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional Shares of the Company (“Shares”) pursuant to the Ordinary Resolution No.(1) set out in item 7 in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the Ordinary Resolution No.(2) set out in the notice convening this meeting, provided that such extended number shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of passing the Ordinary Resolution No.(2) set out in item 7 in the notice convening this meeting.”

By Order of the Board
China Everbright International Limited
POON Yuen Ling
Company Secretary

Hong Kong, 17th March, 2014

Registered Office:

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

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and speak and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged with the registered office of the Company at Room 2703, 27th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Where there are joint holders of any share in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of 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 the 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.

NOTICE OF ANNUAL GENERAL MEETING

4. The register of members will be closed from Wednesday, 23rd April, 2014 to Monday, 28th April, 2014, both days inclusive, on which no transfer of shares will be effected. In order to qualify for attendance of the annual general meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong before 31st March 2014 or at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on or after 31st March 2014 but no later than 4:30 p.m. on Tuesday, 22nd April, 2014.
5. The register of members will be closed on Wednesday, 7th May, 2014 to Friday, 9th May, 2014, both days inclusive on which no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong before 31st March 2014 or at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on or after 31st March 2014 but no later than 4:30 p.m. on Monday, 5th May, 2014.
6. With regard to items 3 to 5 in this notice, the Board of the Company proposed that the retiring Directors, namely Mr. Tang Shuangning, Mr. Zang Qiutao, Mr. Mar Selwyn and Mr. Li Kwok Sing, Aubrey be re-elected as Directors of the Company. Details of these retiring Directors are set out in Appendix II of the circular to shareholders dated 17th March, 2014.