

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed 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 and proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



CHINA EVERBRIGHT INTERNATIONAL LIMITED

中國光大國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 257)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary General Meeting of China Everbright International Limited to be held at 38/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 14 August 2020 at 11 a.m. is set out on pages 7 to 8 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 Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, 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 the Shareholders from attending and voting in person at the meeting should they so wish.

PRECAUTIONARY MEASURES FOR THE EGM

Please refer to page 1 of this circular for the measures to be implemented at the EGM by the Company to safeguard the health and safety of the attendees and to prevent the spreading of the Novel Coronavirus ("COVID-19") pandemic, including:

- (1) compulsory body temperature check**
- (2) compulsory wearing of surgical face mask**
- (3) limitation on the number of attendees at the EGM as permitted by law**
- (4) no refreshments or drinks will be served**

Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry into the EGM venue, at the absolute discretion of the Company as permitted by law. The Company wishes to advise the Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attend the EGM in person.

Hong Kong, 20 July 2020

PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at www.chp.gov.hk/en/features/102742.html and the directions under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and other applicable laws and regulations), the Company will implement necessary preventive measures at the EGM to protect attending Shareholders, Directors, proxies and other attendees from the risk of infection, including:

- (1) Compulsory body temperature check will be conducted on every Shareholder, proxy and other attendees at the entrance of the EGM venue. Any person with a body temperature of over 37.2 degrees Celsius, or is exhibiting flu-like symptoms may be denied entry into the EGM venue and be required to leave the EGM venue.
- (2) Attendees are required to wear surgical face masks inside the EGM venue at all times.
- (3) To maintain a safe distance between seats and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding.
- (4) No refreshments or drinks will be served.

Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry into the EGM venue, at the absolute discretion of the Company as permitted by law, or be required to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, the Shareholders may appoint the Chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM instead of attending the EGM in person.

The proxy form is attached to this circular, which can be downloaded from the Company's website (www.ebchinaintl.com/en/ir/circulars.php). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If the Shareholders have any questions relating to the business of the EGM that they would like to be addressed, the Company encourages the Shareholders to submit their questions in writing by email to ir@ebchinaintl.com (please quote the Shareholder reference number as printed under the address on the envelope, such reference number is the 6-digit number after "00257") from Monday, 3 August 2020 at 9:00 a.m. to Tuesday, 4 August 2020 at 6:00 p.m. The Company will endeavor to address the questions raised. However, due to time constraints, unanswered questions will be responded to after the EGM as appropriate.

If the Shareholders choosing not to attend the EGM in person have any questions about the relevant resolution(s), or about the Company or any matters for communication with the Board, they are welcome to contact the Company via its investor relations department as follows:

Investor Relations

Email: ir@ebchinaintl.com
Tel: 852 2804 1886
Fax: 852 2528 4228

If the Shareholders have any questions relating to the procedures of the EGM, please contact Tricor Tengis Limited, the Company's share registrar as follows:

Tricor Tengis Limited

Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong
E-mail: is-enquiries@hk.tricorglobal.com
Tel: 852 2980 1333
Fax: 852 2980 8185

DEFINITIONS

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

“Board”	the board of directors of the Company or a duly authorised committee thereof for the time being
“Change of Company Name”	the change of the Company’s name in which the English name of the Company be changed from “China Everbright International Limited” to “China Everbright Environment Group Limited” and the Chinese name of the Company be changed from “中國光大國際有限公司” to “中國光大環境(集團)有限公司”
“Companies Registry”	Companies Registry in Hong Kong
“Company”	China Everbright International Limited (中國光大國際有限公司), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company for the time being
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 38/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 14 August 2020 at 11 a.m.
“EGM Notice”	the notice dated 20 July 2020 for convening the EGM as set out on pages 7 to 8 of this circular
“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

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	share(s) of the Company with no nominal value
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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:

CAI Yunge (*Chairman*)

WANG Tianyi (*Chief Executive Officer*)

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

HU Yanguo (*Deputy General Manager*)

QIAN Xiaodong (*Deputy General Manager*)

Registered Office:

Room 2703, 27th Floor

Far East Finance Centre

16 Harcourt Road

Hong Kong

Independent non-executive Directors:

FAN Yan Hok, Philip

MAR Selwyn

ZHAI Haitao

SUO Xuquan

20 July 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed Change of Company Name to seek your approval of the resolution relating to such matter at the EGM to be held at 38/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 14 August 2020 at 11 a.m., notice of which is set out on pages 7 to 8 of this circular.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 15 July 2020. As set out therein, the Board proposes to change the English name of the Company from “China Everbright International Limited” to “China Everbright Environment Group Limited” and the Chinese name of the Company from “中國光大國際有限公司” to “中國光大環境(集團)有限公司”.

Reasons for the Proposed Change of Company Name

The Board considered that the new English and Chinese names of the Company could more directly reflect the scope of business and core direction of future development of the Group, and also demonstrate our commitment on engaging in and focusing on environmental protection business. The essential word “Environment” in the new name succinctly signifies the Group’s mindset of full-cycle development, while symbolising our indication on accelerating strategic transformation, continuously expanding into new areas, cultivating new momentum and fostering new growth driver in addition to engaging in our traditional business. The new name offers the Group a new corporate image and identity, which is beneficial for the future business development of the Company and is of the best interest of the Company and the Shareholders as a whole.

Conditions for the Proposed Change of Company Name

The Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Companies Registry granting the approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of issuance of a certificate of change of name by the Companies Registry. The Company will carry out the necessary filing procedures with the Companies Registry.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the holders of the securities of the Company nor the Company’s daily business operation and its financial position. The existing certificates of the securities in issue bearing the present name of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the free exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new certificates of securities of the Company will be issued only in the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names for trading in the securities of the Company on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the Change of Company Name and the corresponding change in, among others, the stock short name of the Company as and when appropriate.

3. EXTRAORDINARY GENERAL MEETING

Set out on pages 7 to 8 of this circular is the EGM Notice containing a special resolution which will be proposed at the EGM to approve the Change of Company Name.

4. VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a 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.

5. ACTION TO BE TAKEN

A proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete the proxy form and return it to the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM if they so wish.

6. RECOMMENDATION

The Board believes that the proposal for the Change of Company Name as set out in the EGM Notice is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders should vote in favour of the relevant resolution set out in the EGM Notice.

Yours faithfully,
For and on behalf of the Board of
China Everbright International Limited
CAI Yunge
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 extraordinary general meeting of China Everbright International Limited (the “**Company**”) will be held at 38/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 14 August 2020 at 11 a.m. for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution (with or without modification) as a special resolution:

“THAT:

- (a) subject to and conditional upon the approval of the Companies Registry in Hong Kong having been obtained, the English name of the Company be changed from “China Everbright International Limited” to “China Everbright Environment Group Limited” and the Chinese name of the Company be changed from “中國光大國際有限公司” to “中國光大環境 (集團) 有限公司”; and
- (b) the directors, acting collectively and individually, be and are hereby authorised, for and on behalf of the Company, to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement the aforesaid change of Company name.”

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

Hong Kong, 20 July 2020

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any shareholder of the Company (the “**Shareholder**”) 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 the Shareholder.
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 Company’s share registrar, Tricor Tengis Limited (“**Tricor**”) at Level 54, Hopewell Centre, 183 Queen’s Road East, 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/she 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.
4. The register of members of the Company will be closed from Tuesday, 11 August 2020 to Friday, 14 August 2020, both days inclusive, on which no transfer of shares will be registered. In order to qualify for attending and voting at the extraordinary general meeting, all transfer documents must be lodged with Tricor at the above address by no later than 4:30 p.m. on Monday, 10 August 2020.
5. If the Shareholders have any questions relating to the business of the meeting that they would like to be addressed, the Company encourages the Shareholders to submit their questions in writing by email to ir@ebchinaintl.com (please quote the shareholder reference number as printed under the address on the envelope, such reference number is the 6-digit number after “00257”) from Monday, 3 August 2020 at 9:00 a.m. to Tuesday, 4 August 2020 at 6:00 p.m. The Company will endeavor to address the questions raised. However, due to time constraints, unanswered questions will be responded to after the meeting as appropriate.
6. In case the meeting is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, please refer to the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company’s website at (www.ebchinaintl.com/en/global/home.php) for announcement on bad weather arrangement for the meeting.