

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 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 2007 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 Concord Rooms 2-3, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 25th April, 2008 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, 28th March, 2008

DEFINITIONS

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

“AGM Notice”	the notice dated 28th March, 2008 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 Concord Rooms 2–3, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 25th April, 2008 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 Companies Ordinance (Chapter 32 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 5 in the AGM Notice up to 20% of the issued share capital of the Company as at the date of passing the Ordinary Resolution No.(1)
“Latest Practicable Date”	20th March, 2008, 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 resolutions set out in item 5 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 5 in the AGM Notice up to 10% of the issued share capital of the Company 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 HK\$0.10 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	holder(s) of Share(s)
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Codes 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*)

LI Xueming (*Vice-chairman*)

CHEN Xiaoping (*Chief Executive Officer*)

FAN Yan Hok, Philip (*General Manager*)

WONG Kam Chung, Raymond

ZHANG Weiyun

Registered Office:

Room 2703, 27th Floor

Far East Finance Centre

16 Harcourt Road

Hong Kong

Independent non-executive directors:

Sir David AKERS-JONES

LI Kwok Sing, Aubrey

MAR Selwyn

28th March, 2008

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 Concord Rooms 2-3, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 25th April, 2008 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, 2007, 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 5 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 share capital of the Company as at the date of passing the Ordinary Resolution No.(1) set out in item 5 in the AGM Notice and adding to the Issue Mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the issued share capital of the Company as at the date of the Ordinary Resolution No.(2) set out in item 5 in the AGM Notice. The Issue Mandate shall be exercisable during the period from the passing of the Ordinary Resolution (1) set out in item 5 in the AGM Notice until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (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 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 5 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 share capital of the Company as at the date of passing the Ordinary Resolution No.(2) set out in item 5 in the AGM Notice. The Repurchase Mandate shall be exercisable during the period from the passing of the Ordinary Resolution (2) set out in item 5 in the AGM Notice until whichever is the earliest of:

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

LETTER FROM THE BOARD

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 5 in the AGM Notice in respect of the Repurchase Mandate is set out in the Appendix I hereto.

4. PROCEDURES TO DEMAND A POLL

Pursuant to Article 56 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or unless a poll is taken as may from time to time be required under the Listing Rules or under any other applicable laws, rules or regulations. Subject to the Companies Ordinance, a poll may be demanded by:-

- (a) the chairman of the meeting; or
- (b) at least three members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or
- (d) any member or members present in person or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

5. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of ten Directors, namely Mr. Tang Shuangning, Mr. Zang Qiutao, Mr. Li Xueming, Mr. Chen Xiaoping, Mr. Fan Yan Hok, Philip, Mr. Wong Kam Chung, Raymond, Ms. Zhang Weiyun, Sir David Akes-Jones, Mr. Li Kwok Sing, Aubrey and Mr. Mar Selwyn.

Pursuant to the Articles of Association, Mr. Tang Shuangning, Mr. Zang Qiutao, Mr. Fan Yan Hok, Philip, Mr. Li Kwok Sing, Aubrey and Mr. Mar Selwyn shall retire from office at the AGM and shall be eligible and offer themselves for re-election. Details of retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

6. ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is the AGM Notice containing, inter alia, three ordinary resolutions 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

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,
By Order of the Board
Tang Shuangning
Chairman

This appendix serves as an explanatory statement as required to be sent to the Shareholders under the Share Repurchase Rules and constitutes the memorandum required under section 49BA(3)(b) of the Companies Ordinance and contains the requisite information for your consideration of the Repurchase Mandate.

(a) Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,136,271,700 Shares.

Subject to the passing of the Ordinary Resolution No.(2) set out in item 5 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 313,627,170 Shares during the period as set out in Ordinary Resolution No.5(2) representing not more than 10% of the issued capital of the Company 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 Memorandum and Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a 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 repurchase and any premium payable on repurchase shall be paid out of distributable profits of the Company. If such repurchased Shares were issued at a premium, any premium payable on repurchase may be paid out of the proceeds of a fresh issue of Shares made for the purpose of the 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, 2007 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>
2007		
March	2.210	1.470
April	2.390	2.110
May	3.200	2.050
June	3.330	2.710
July	3.550	3.010
August	3.250	1.980
September	3.430	2.800
October	4.070	2.830
November	4.500	3.200
December	4.070	3.500
2008		
January	4.340	3.030
February	3.850	3.190
March 1 and up to the Latest Practicable Date	4.160	2.200

(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 1,758,595,910 Shares representing approximately 56.07% of the issued share capital of the Company. 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 62.30% of the issued share capital of the Company.

The Directors are not aware of any consequences, which may arise under the Takeover Code as a result of any repurchases made under the Repurchase Mandate. In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public will not fall below 25%. The Directors have no present intention to repurchase Shares to such extent as to result in the number of Shares held by public being reduced to less than 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.

TANG SHUANGNING, aged 53, is the Chairman and Executive Director of the Company. He is also the Chairman of China Everbright Group Limited, China Everbright Holdings Company Limited, China Everbright Bank Company Limited and Everbright Securities Company Limited. Mr. Tang is also the Director of Sun Life Everbright Life Insurance Company Limited and the Chairman of China Everbright Limited, the shares of which are listed on the Stock Exchange. He 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 North-east 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 and remuneration committee of the Company. Save as disclosed above, he does not hold any position with the Company and other members of the Group.

There is no director's service contract entered into between the Company and Mr. Tang and he was not appointed for a specific term except that he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Articles of Association. 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. 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. Save as disclosed above, Mr. Tang 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. 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 there are no other information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

ZANG QIUTAO, aged 55, is the Vice-chairman and Executive Director of the Company. He is also the Vice-chairman and General Manager of China Everbright Group Limited and China Everbright Holdings Company Limited. Mr. Zang is the Chairman of China Everbright Industry Group Limited and China Everbright Investment Management Corporation. He is the Deputy Chairman of China Everbright Limited, the shares of which are listed on the Stock Exchange. 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, he did not hold any directorship in other listed public companies in the past three years.

Mr. Zang is a member of the executive committee and 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 has personal interest in share option granted by the Company to subscribe for 4,000,000 Shares at the exercise price of HK\$0.85. 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. There is no director's service contract entered into between the Company and Mr. Zang and he was not appointed for a specific term except that he is subject to retirement by rotation and re-election at the annual general meeting of the Company 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 there are no other information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

FAN YAN HOK, PHILIP, aged 58, is the Executive Director and General Manager of the Company and a non-executive director of HKC (Holdings) Limited, the shares of which are listed on the Stock Exchange. 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. He joined the Board in November 1997. Save as disclosed above, he did not hold any directorship in other listed public companies in the past three years.

Mr. Fan is a member of the executive committee and management committee of the Company. He is also a director in a number of subsidiaries of the Group.

As at the Latest Practicable Date, Mr. Fan has personal interest in 8,000,000 Shares and share option granted by the Company to subscribe for 2,000,000 Shares at the exercise price of HK\$0.85. Mr. Fan is the General Manager of the Company. He is entitled to an annual remuneration package including housing of HK\$1,787,500 and a meeting allowance of HK\$5,000 for each meeting. He is also entitled to a year end discretionary bonus determined by the Board at its absolute discretion having regard to the Company's performance and the market situation. There is no director's service contract entered into between the Company and Mr. Fan and he was not appointed for a specific term except

that he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Articles of Association. There is no agreement in respect of the director's remuneration of Mr. Fan 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. Fan 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. Fan 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 there are 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 58, is Independent Non-executive Director of the Company. He is also a director of MCL Capital Limited, a Hong Kong based financial advisory and direct investment firm, and has over 30 years' experience in merchant banking and commercial banking. He is also a non-executive director of ABC Communications (Holdings) Limited, The Bank of East Asia, Limited, Cafe de Coral Holdings Limited, CNPC (Hong Kong) Limited and Kowloon Development Company Limited. The shares of these five companies are listed on the Stock Exchange. He is also a non-executive director of Pokfulam Development Company Limited and non-executive Chairman of Atlantis Asian Recovery Fund Plc. 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 a member of the audit committee and 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. Li has personal interest in 1,000,000 Shares. Mr. Li was appointed for a term of two years until 31st December, 2009 and subject to retirement and re-election provisions in the Articles of Association. He is entitled to a director fee of HK\$120,000 per annum which is subject to the approval of the Board by reference to the prevailing market conditions and the Shareholder's approval at an annual general meeting. 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 there are no other information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

MAR SELWYN, aged 72, is Independent Non-executive Director of the Company. He 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 an independent non-executive director and chairman of the board audit committee of Standard Bank Asia Limited. He is also an independent non-executive director and chairman of the audit committee of Minmetals Land Limited and Man Yue International Holdings Limited. The shares of these two companies are listed on the Stock Exchange. He was the President of Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) in 1991. He was formerly an Independent Non-Executive Director of several listed companies in Hong Kong and in the United States. Mr. Mar is an Honorary Fellow of the Lingnan University. 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 a member of the audit committee and remuneration 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, 2009 and subject to retirement and re-election provisions in the Articles of Association. He is entitled to have a director fee of HK\$120,000 per annum which is subject to the approval of the Board by reference to the prevailing market conditions and the Shareholder's approval at an annual general meeting. 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 there are no other information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.



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 Concord Rooms 2–3, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 25th April, 2008 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 2007.
2. To declare a final dividend.
3. To re-elect directors and to authorize the board of directors to fix the directors’ remuneration.
4. To re-appoint auditors and to authorize the board of directors to fix their remuneration of auditors.
5. To consider as special businesses and, if thought fit, pass the following Ordinary Resolutions:

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 additional shares of HK\$0.10 each in the capital 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 of the Company) which would or might require shares to be allotted be and hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Company) which would or might require shares to be allotted after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital 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 nominal amount of the issued share capital of the Company 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
- (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

NOTICE OF ANNUAL GENERAL MEETING

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 HK\$0.10 each in the capital of the Company (“Shares”) on the Stock Exchange or on any other stock exchange on which the shares of the Company 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 nominal amount 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 nominal amount of the issued share capital of the Company 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
- (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

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- (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 HK\$0.10 each in the Company (“Shares”) pursuant to the Ordinary Resolution No.(1) set out in item 5 in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company 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 amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Ordinary Resolution No.(2) set out in item 5 in the notice convening this meeting.”

By Order of the Board
POON Yuen Ling
Company Secretary

Hong Kong, 28th March, 2008

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, on a poll, 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 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.

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4. The register of members will be closed from Tuesday, 22nd April, 2008 to Friday, 25th April, 2008, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers 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 by no later than 4:30 p.m. on Monday, 21st April, 2008.

5. With regard to item 3 in this notice, the Board of the Company proposed that the retiring Directors, namely Mr. Tang Shuangning, Mr. Zang Qiutao, Mr. Fan Yan Hok, Philip, Mr. Li Kwok Sing, Aubrey and Mr. Mar Selwyn 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 28th March, 2008.