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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: 00257)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of China Everbright International Limited (the “Company”) dated December 11, 2013 in respect of, among others, placing of existing Shares and subscription of new Shares under general mandate (the “Announcement”). Unless otherwise defined herein, all capitalized terms used in this announcement shall have the same meanings as ascribed to them in the Announcement.

TAKEOVERS CODE IMPLICATIONS

As set out in the Announcement, as at the date of the Placing and Subscription Agreement, the Vendor together with the parties acting in concert with it (the “Vendor Concert Party Group”) held an aggregate of 1,853,951,910 Shares, representing approximately 45.73% of the entire issued share capital of the Company. Immediately after completion of the Placing, the shareholding of the Vendor Concert Party Group in the Company will decrease to approximately 35.12% and after completion of the Placing and the Subscription, the shareholding of the Vendor Concert Party Group in the Company will increase to approximately 41.35%. Accordingly, the Vendor Concert Party Group, in the absence of a waiver granted by the Takeovers Executive, would be obliged to make a general offer under Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”) for all the securities of the Company not already owned or agreed to be acquired by it.

The Vendor has confirmed that an application will be made to the Takeovers Executive for a waiver under Note 6 on dispensations from Rule 26 of the Takeovers Code. As set out in the Announcement, completion of the Subscription is conditional upon the fulfilment of certain conditions including, among others, the confirmation/waiver by the Takeovers Executive that the Placing and the Subscription will not trigger a change of control requiring a mandatory

general offer to be made pursuant to Rule 26 of the Hong Kong Code on Takeovers and Mergers. The Vendor has confirmed that such condition cannot be waived. Further, pursuant to the terms of the Placing and Subscription Agreement, all the placees under the Placing and their ultimate beneficial owners shall be independent of and not acting in concert with the Vendor Concert Party Group.

FURTHER INFORMATION

The Group is principally engaged in the business of environmental protection project investment, construction, operation and management in the PRC.

The Vendor, a company incorporated in the British Virgin Islands, is an investment holding company and is owned by Datten Investments Limited, a wholly-owned subsidiary of CEHCL, as to 55% and owned by CEHCL, as to 45%. CEHCL is the ultimate controlling shareholder of the Vendor and the Company.

As at the date of the Placing and Subscription Agreement, the closing price of the Share as quoted on the Stock Exchange is HK\$9.08.

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

Hong Kong, December 11, 2013

As at the date of this announcement, the Board is composed of the following members:

Executive Directors

Mr. TANG Shuangning (*Chairman*)

Mr. ZANG Qiutao (*Vice-chairman*)

Mr. CHEN Xiaoping (*Chief Executive Officer*)

Mr. WANG Tianyi

Mr. WONG Kam Chung, Raymond

Mr. CAI Shuguang

Independent non-executive Directors

Mr. FAN Yan Hok, Philip

Mr. MAR Selwyn

Mr. LI Kwok Sing, Aubrey

Mr. ZHAI Haitao

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and the Announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement and the Announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement and the Announcement, the omission of which would make any statement in this announcement and the Announcement misleading.