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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)

**FURTHER ANNOUNCEMENT
IN RESPECT OF THE PROPOSED RESTRUCTURING**

Reference is made to the announcements of the Company dated 1 August 2014, 10 November 2014 and 25 November 2014 respectively. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the Company's announcement dated 10 November 2014.

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

The Board hereby announces that the Company has been informed by CE Hong Kong, the indirect controlling shareholder of the Company, that in respect of the Proposed Restructuring, on 8 December 2014, China Everbright Group Ltd.* had been established under the laws of the PRC.

The capital contributions to China Everbright Group Ltd.* by MOF and Huijin Limited pursuant to the Proposed Restructuring are still in progress. The Company will make further announcement(s) in relation to the Proposed Restructuring pursuant to the Takeovers Code, the Listing Rules and the SFO, as and when appropriate.

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

Hong Kong, 8 December 2014

As at the date of this announcement, the Board comprises: (i) six Executive Directors, namely Mr. Tang Shuangning (Chairman), Mr. Liu Jun (Vice-chairman), Mr. Chen Xiaoping (Chief Executive Officer), Mr. Wang Tianyi, Mr. Raymond Wong Kam Chung and Mr. Cai Shuguang; and (ii) four Independent Non-executive Directors, namely Mr. Philip Fan Yan Hok, Mr. Selwyn Mar, Mr. Aubrey Li Kwok Sing and Mr. Zhai Haitao.

* For identification purpose only