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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)**

## **PROPOSED SPIN-OFF AND SEPARATE LISTING OF THE GREENTECH BUSINESS ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

### **RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS**

The Board announces that the Record Date for the purpose of determining the Assured Entitlement of the Qualifying Shareholders to the CEGL Shares pursuant to the Preferential Offering is 13 April 2017. The register of members of the Company will be closed on 13 April 2017 when no transfers of Shares will be registered. The last day for dealing in the Shares on a cum-entitlement basis to the Preferential Offering is 10 April 2017.

As the final dates of registration and issue of the Prospectus have not yet been determined, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement of the Qualifying Shareholders set out in this announcement may change depending on the final timetable of the Proposed Spin-off.

**The Board wishes to emphasise that, notwithstanding this announcement of the Record Date and the closure of the register of members of the Company, the Listing and the final structure of the Proposed Spin-off are subject to, among other things, the listing approval of the Stock Exchange, the final decision of the Board and the board of directors of CEGL which are dependent upon, among others, market conditions during the period from now and up to the proposed date of the Listing, market considerations and other considerations. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and the Listing will take place and, if so, when they may take place. Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.**

## **1. INTRODUCTION**

The Company refers to the announcements made by it dated 10 November 2015 and 8 June 2016 (the “**Announcements**”) relating to the Proposed Spin-off. Unless otherwise defined herein, capitalized terms in this announcement have the same respective meanings given to them in the Announcements.

## **2. RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS**

As disclosed in the Announcement dated 8 June 2016, the Board proposes that if the Proposed Spin-off proceeds, Qualifying Shareholders will be provided with the Assured Entitlement to the CEGL Shares by way of the Preferential Offering. The terms of such Assured Entitlement have not yet been finalised and a further announcement will be made by the Company when details of the Assured Entitlement are determined.

The Board announces that the Record Date for the purpose of the Preferential Offering is 13 April 2017. For the purpose of determining the Assured Entitlement of the Qualifying Shareholders to the CEGL Shares in the Preferential Offering, the register of members of the Company will be closed on 13 April 2017 when no transfers of Shares will be registered.

In order to qualify for the Assured Entitlement, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration by no later than 4:30 p.m. on 12 April 2017. The last day for dealing in the Shares on a cum-entitlement basis to the Preferential Offering is 10 April 2017.

As the final dates of registration and issue of the Prospectus have not yet been determined, the Record Date and the closure date in respect of the register of members of the Company for the purpose of determining the Assured Entitlement of the Qualifying Shareholders set out in this announcement may change depending on the final timetable of the Proposed Spin-off.

**In the event that there is any change in the details including the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of the Qualifying Shareholders, a further announcement will be made by the Company and such revised Record Date and closure of the register of members of the Company will supersede and replace the Record Date and the closure date in respect of the register of members of the Company for determining the Assured Entitlement of the Qualifying Shareholders set out in this announcement.**

### **3. GENERAL**

It is expected that immediately following the completion of the Global Offering, the Company will control an aggregate of approximately 72.0% of the enlarged issued share capital of CEGL through China Everbright Green Holdings Limited, assuming the Over-allotment Option is not exercised. CEGL will remain as a subsidiary of the Company.

Details of the Proposed Spin-off and the Listing, including their structure and expected timetable, have not yet been finalised. The Company will make further announcement(s) in relation to the Proposed Spin-off and the Listing in accordance with the requirements of the Listing Rules as and when appropriate.

The Board wishes to emphasise that, notwithstanding this announcement of the Record Date and the closure of the register of members of the Company, the Listing and the final structure of the Proposed Spin-off are subject to, among other things, the listing approval of the Stock Exchange, the final decision of the Board and the board of directors of CEGL which are dependent upon, among others, market conditions during the period from now and up to the proposed date of the Listing, market considerations and other considerations. The Board will only proceed with the Proposed Spin-off if the Board considers that the price of the CEGL Shares to be obtained in the Listing (subject to market conditions) and other terms thereunder are such that proceeding with the Proposed Spin-off would be in the interests of the Company and the Shareholders as a whole.

Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and the Listing will take place and, if so, when they may take place. If the Proposed Spin-off and the Listing do not proceed for any reason, the Preferential Offering will not proceed. If the Proposed Spin-off and the Listing proceed, the timetable for the Listing, including the Preferential Offering, will be set out in the Prospectus and in a further announcement to be made by the Company.

**Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.**

## 4. DEFINITIONS

“Assured Entitlement”	the entitlement of the Qualifying Shareholder(s) to apply for the CEGL Shares under the Preferential Offering on an assured basis to be determined on the basis of their respective shareholdings in the Company as at 4:30 p.m. on the Record Date
“CEGL Share(s)”	the ordinary share(s) in the share capital of CEGL available in the Preferential Offering being offered to the Qualifying Shareholder(s) pursuant to the Preferential Offering as Assured Entitlement
“Listing”	the listing of CEGL Shares on the Main Board of the Stock Exchange
“Non-Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company at 4:30 p.m. on the Record Date and whose address(es) as shown on such register is/are in any of the jurisdictions which CEGL and its directors consider it necessary or expedient to exclude from the Preferential Offering on account of the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction
“Preferential Offering”	the preferential offering of CEGL Shares to the Qualifying Shareholders for subscription as Assured Entitlement in the Listing
“Prospectus”	the prospectus to be issued by CEGL in respect of the Listing
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company at 4:30 p.m. on the Record Date, excluding the Non-Qualifying Shareholder(s)
“Record Date”	13 April 2017 (or such later date as may be determined and announced by the Company), being the record date for ascertaining the Assured Entitlement

“Share(s)”

the ordinary share(s) of the Company with no nominal value

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

Hong Kong, 29 March 2017

*As at the date of this announcement, the Board comprises: (i) five executive directors, namely Mr. Cai Yunge (Chairman), Mr. Chen Xiaoping (Chief Executive Officer), Mr. Wang Tianyi, Mr. Wong Kam Chung, Raymond and Mr. Cai Shuguang; (ii) a non-executive director, namely Mr. Tang Shuangning; and (iii) four independent non-executive directors, namely Mr. Fan Yan Hok, Philip, Mr. Mar Selwyn, Mr. Li Kwok Sing, Aubrey and Mr. Zhai Haitao.*