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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**

**GLOBAL OFFERING**

## **APPLICATION AND ALLOCATION OF THE GLOBAL OFFERING**

Please refer to the announcement published by CEGL on its website at <http://www.ebgreentech.com> and the website of the Stock Exchange at <http://www.hkexnews.hk> on 5 May 2017 for information in respect of, among other things, the application and allocation of the Global Offering.

### **GLOBAL OFFERING AND OVER-ALLOTMENT OPTION**

The Global Offering will comprise of the Hong Kong Public Offering and the International Offering. An aggregate of 560,000,000 Offer Shares (representing approximately 28% of the issued share capital of CEGL immediately before the Global Offering) will initially be made available under the Global Offering, of which 504,000,000 Offer Shares will be initially offered for subscription or purchase under the International Offering (which includes 56,000,000 Reserved Shares under the Preferential Offering), and 56,000,000 Offer Shares will initially be offered for subscription under the Hong Kong Public Offering.

The Company has granted to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters, an option to issue up to an aggregate of 84,000,000 CEGL Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price under the International Offering to, among others, cover over-allocations in the International Offering, if any.

## **1. INTRODUCTION**

The Company refers to the announcements made by it dated 10 November 2015, 8 June 2016, 29 March 2017, 30 March 2017, 12 April 2017, 13 April 2017, 21 April 2017 and 28 April 2017 (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. APPLICATION AND ALLOCATION OF GLOBAL OFFERING**

Please refer to the announcement published by CEGL on its website at <http://www.ebgreentech.com> and the website of the Stock Exchange at <http://www.hkexnews.hk> on 5 May 2017 for information in respect of, among other things, the application and allocation of the Global Offering.

## **3. GLOBAL OFFERING AND OVER-ALLOTMENT OPTION**

The Global Offering will comprise of the Hong Kong Public Offering and the International Offering. An aggregate of 560,000,000 Offer Shares (representing approximately 28% of the issued share capital of CEGL immediately before the Global Offering) will initially be made available under the Global Offering, of which 504,000,000 Offer Shares (which includes 56,000,000 Reserved Shares under the Preferential Offering), representing 90% of the total number of Offer Shares initially being offered under the Global Offering, will be initially offered for subscription or purchase under the International Offering. The remaining 56,000,000 Offer Shares, representing 10% of the total number of Offer Shares initially being offered under the Global Offering, will initially be offered for subscription under the Hong Kong Public Offering.

The Company has granted to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters, an option to issue up to an aggregate of 84,000,000 CEGL Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price under the International Offering to, among others, cover over-allocations in the International Offering, if any.

#### **4. LISTING DATE**

Assuming completion of the Global Offering takes place in accordance with the current timetable, dealings in the CEGL Shares are expected to commence on the Main Board of the Stock Exchange on 8 May 2017.

#### **5. GENERAL**

**The Global Offering (including the Preferential Offering) is subject to, among other things, the obligations of the Underwriters under the Hong Kong Underwriting Agreement and the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the respective terms of the agreements. 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. Shareholders and potential investors of the Company are recommended to consult their professional advisors if they are in any doubt about their position.**

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off, as and when appropriate.

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

Hong Kong, 5 May 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.*