



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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of China Everbright International Limited (the “**Company**”) will be held at Gloucester Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Thursday, 18 December 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications or amendments, the following resolution as ordinary resolutions on a vote taken by way of poll and China Everbright Holdings Company Limited and its associates will abstain from voting:

ORDINARY RESOLUTIONS

“**THAT** (i) the sale and purchase agreement entered into between the Company as vendor and Everbright Real Estate Limited (a wholly-owned subsidiary of a controlling shareholder of the Company, China Everbright Holdings Company Limited) (“**Everbright Real Estate**”) as purchaser on 10 November 2008 in respect of the sale and purchase of the entire issued share capital of, and shareholder’s loan to, Sino Villa Holdings Limited for a consideration of HK\$193,273,000 (the “**Sino Villa Agreement**”), a copy of which has been produced at the Meeting marked “**A**” and signed by the chairman of the Meeting for identification purpose, and (ii) the sale and purchase agreement entered into between the Company as vendor and Everbright Real Estate as purchaser on 10 November 2008 in respect of the sale and purchase of the entire issued share capital of Riseland Limited for a consideration of HK\$2,634,000 (the “**Riseland Agreement**”), a copy of which has been produced at the Meeting marked “**B**” and signed by the chairman of the Meeting for identification purpose, be and are hereby approved, confirmed and/or ratified; the transactions contemplated under the Sino Villa Agreement and the Riseland Agreement be and are hereby approved; and the directors of the Company (the “**Directors**”) be and are hereby authorized to do such acts and things, to sign and execute such other documents and to take such steps as they may consider necessary, appropriate, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Sino Villa Agreement and the Riseland Agreement.”

By order of the board of directors
China Everbright International Limited
FAN Yan Hok, Philip
Executive Director

Hong Kong, 1 December 2008

Registered Office:
Room 2703, 27th Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, on a poll, to vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. Where there are joint registered holders of any shares, any one of such persons may attend and vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on it together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of it must be returned to the office of the Company's share registrars Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish.
4. The register of members of the Company will be closed from Tuesday, 16 December 2008 to Thursday, 18 December 2008, both days inclusive, during which no transfer of shares will be registered. In order to qualify for attending the Meeting, all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Monday, 15 December 2008.

As at the date of this announcement, the board of directors of the Company comprises: (i) seven executive directors, namely Mr. TANG Shuangning (Chairman), Mr. ZANG Qiutao (Vice-chairman), Mr. LI Xueming (Vice-chairman), Mr. CHEN Xiaoping (Chief Executive Officer), Mr. FAN Yan Hok, Philip, Mr. WONG Kam Chung, Raymond and Ms. ZHANG Weiyun; and (ii) three independent non-executive directors, namely Sir David AKERS-JONES, Mr. LI Kwok Sing, Aubrey and Mr. MAR Selwyn.