

To be valid, the whole of this PAL must be returned.
本暫定配額通知書必須整份交回，方為有效。

IMPORTANT
重要提示

THIS PROVISIONAL ALLOTMENT LETTER (“THIS PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (THE “EAF”) EXPIRES AT 4:00 P.M. ON THURSDAY, 13 SEPTEMBER 2018 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” BELOW).

本暫定配額通知書(「本暫定配額通知書」)乃有價值及可轉讓，並須閣下即時處理。本暫定配額通知書及隨附的額外申請表格(「額外申請表格」)所載要約將於二零一八年九月十三日(星期四)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)截止。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES IN CHINA EVERBRIGHT INTERNATIONAL LIMITED (THE “COMPANY”), YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本暫定配額通知書的任何方面或應採取的行動有任何疑問，或閣下如已出售中國光大國際有限公司(「本公司」)的全部或部分股份，應諮詢閣下的股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

REFERENCE IS MADE TO THE PROSPECTUS (THE “PROSPECTUS”) ISSUED BY THE COMPANY DATED 30 AUGUST 2018 IN RELATION TO THE RIGHTS ISSUE. TERMS DEFINED IN THE PROSPECTUS SHALL HAVE THE SAME MEANINGS WHEN USED HEREIN UNLESS THE CONTEXT OTHERWISE REQUIRES.

茲提述本公司就供股所刊發日期為二零一八年八月三十日的供股章程(「供股章程」)。除文義另有所指外，供股章程所界定詞彙應與本通知書所採用者具有相同涵義。

A copy of the Prospectus, together with copies of this PAL, the EAF and other documents specified in the section headed “GENERAL INFORMATION — 14. Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility as to the contents of any of the documents referred to above.

供股章程連同本暫定配額通知書、額外申請表格及供股章程附錄三「一般資料 — 14. 送呈公司註冊處處長文件」一節內所指明的其他文件，已遵照香港法例第32章《公司(清盤及雜項條文)條例》第38D條的規定送呈香港公司註冊處處長登記。香港公司註冊處處長、香港證券及期貨事務監察委員會及香港聯合交易所有限公司(「聯交所」)對上文所述的任何文件的內容概不負責。

Dealings in the Shares and Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS operated by HKSCC and you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份及供股股份以未繳股款及繳足股款形式進行的買賣可透過香港結算營運的中央結算系統進行交收，有關該等交收安排的詳情以及該等安排對閣下的權利及權益可能造成的影響，敬請諮詢閣下的股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:00 p.m. on Thursday, 13 September 2018. All remittances must be made by cheque or banker’s cashier order in Hong Kong Dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “**China Everbright International Ltd — Rights Issue Account**” and crossed “**Account Payee Only**”.

倘閣下有意行使閣下的權利認購本暫定配額通知書指定的所有供股股份，閣下應不遲於二零一八年九月十三日(星期四)下午四時正按照本通知書印列的指示將本暫定配額通知書連同須於接納時繳付之全部股款送交過戶登記處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款均須以港幣支票或銀行本票繳付。有關支票須以香港持牌銀行的戶口開出，而銀行本票須由香港持牌銀行發出，並註明抬頭人為「**China Everbright International Ltd — Rights Issue Account**」及以「只准入抬頭人賬戶」劃線方式開出。

CHINA EVERBRIGHT INTERNATIONAL LIMITED

中國光大國際有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code: 257)

(股份代號: 257)

Registrar:
Tricor Tengis Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

過戶登記處:
卓佳登捷時有限公司
香港
皇后大道東183號
合和中心
22樓

**RIGHTS ISSUE OF
CHINA EVERBRIGHT INTERNATIONAL LIMITED
OF 1,660,263,592 RIGHTS SHARES ON THE BASIS OF
10 RIGHTS SHARES FOR EVERY 27 EXISTING SHARES
HELD ON THE RECORD DATE AT HK\$6.00 PER RIGHTS SHARE**

中國光大國際有限公司
按於記錄日期每持有二十七股現有股份
獲配發十股供股股份的基準
以每股供股股份港幣6.00元進行供股
發行1,660,263,592股供股股份

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

註冊辦事處:
香港
夏慤道16號
遠東金融中心
27樓2703室

30 August 2018

**PAYABLE IN FULL ON ACCEPTANCE NOT LATER THAN
4:00 P.M. ON THURSDAY, 13 SEPTEMBER 2018**
股款須不遲於二零一八年九月十三日(星期四)下午四時正
於接納時全數繳足

二零一八年
八月三十日

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

[]

Number of Share(s) registered in your name(s) on
Wednesday, 29 August 2018
於二零一八年八月二十九日(星期三)登記
於閣下名下的股份數目

BOX A
甲欄

[]

Number of Rights Shares provisionally allotted to you
subject to payment in full on acceptance not later than
4:00 p.m. on Thursday, 13 September 2018
暫定配發予閣下的供股股份數目, 股款須不
遲於二零一八年九月十三日(星期四)下午四時
正於接納時全數繳足

BOX B
乙欄

[]

Total subscription monies payable
應繳認購股款總額

BOX C
丙欄

[]

Provisional Allotment Letter No.
暫定配額通知書編號

[]

Name of bank on which cheque/cashier's order is drawn:
支票/銀行本票的付款銀行名稱: _____

Cheque/cashier's order number:
支票/銀行本票號碼: _____

Please insert your contact telephone no.:
請填上閣下的聯絡電話號碼: _____

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓認購供股股份的權利，每項買賣均須繳付從價印花稅。除以出售形式外，饋贈或轉讓實益權益亦須繳付從價印花稅。在登記任何轉讓本文件代表之供股股份配額之前，須出示已繳付從價印花稅的證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/their right(s) to subscribe for the Rights Share(s) comprised herein)

(僅供有意悉數轉讓其認購本暫定配額通知書所列供股股份權利之合資格股東填寫及簽署)

To: The Directors
China Everbright International Limited

致：中國光大國際有限公司
列位董事 台照

Dear Sirs,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等謹將認購本暫定配額通知書所列本人／吾等的供股股份的權利悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)的人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) (all joint Shareholders must sign)
簽署(所有聯名股東均須簽署)

Date : _____ 2018

日期：二零一八年 _____ 月 _____ 日

Hong Kong stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.

如已填妥本表格，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港印花稅。

(To be completed and signed only by the person(s) to whom the right(s) to subscribe for the Rights Share(s) have been transferred)
(僅供承讓認購供股股份權利的人士填寫及簽署)

To: The Directors
China Everbright International Limited (the "Company")

致：中國光大國際有限公司(「貴公司」)
列位董事 台照

Dear Sirs,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the articles of association of the Company.

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列的供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在貴公司的組織章程細則規限下，接納此等供股股份。

				Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號			
To be completed in BLOCK LETTERS in ENGLISH. Joint applicants should give the address of the first-named applicant only. For Chinese applicant, please provide your name in both English and Chinese. 請用英文正楷填寫。聯名申請人只須填報首名申請人之地址。華裔申請人須填寫中英文姓名。							
Name in English 英文姓名		Family name or company name 姓氏或公司名稱			Other name(s) 名字		Name in Chinese 中文姓名
Name continuation and/or full name(s) of joint applicant(s) (if applicable) 姓名(續)及／或聯名申請人全名(如適用)							
Address in English 英文地址 (Joint applicants should give the address of the first-named applicant only) (聯名申請人只須填報首名申請人之地址)							
Occupation 職業					Tel. No. 電話號碼		
Dividend Instructions 派息指示							
Name and address of bank 銀行名稱及地址		Bank Account no. 銀行賬戶號碼					
		BANK 銀行		BRANCH 分行		ACCOUNT 賬戶	

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) (all joint applicants must sign)
簽署(所有聯名申請人均須簽署)

Date : _____ 2018

日期：二零一八年 _____ 月 _____ 日

Hong Kong stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.

如已填妥本表格，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港印花稅。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣並符合香港結算的股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自彼等各自於聯交所開始買賣的日期或由香港結算釐定的有關其他日期起在中央結算系統寄存、結算及交收。聯交所參與者之間在任何交易日進行的交易，須於其後第二個交易日在中央結算系統內交收。在中央結算系統內進行之一切活動均須依照不時生效的中央結算系統一般規則及中央結算系統運作程序規則。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不就本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

THE RIGHTS ISSUE DOCUMENTS WILL NOT BE REGISTERED OR FILED UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OF ANY JURISDICTION OTHER THAN (I) HONG KONG AND (II) THE PRC (IN ACCORDANCE WITH THE CSRC NOTICE).

除(I)香港及(II)中國(根據中國證監會通知)外，供股文件將不會根據任何司法權區的任何適用證券法例或同等法例登記或備案。

DISTRIBUTION OF THE RIGHTS ISSUE DOCUMENTS INTO JURISDICTIONS OTHER THAN HONG KONG MAY BE RESTRICTED BY LAW. ANY PERSON WHO RECEIVES THE RIGHTS ISSUE DOCUMENTS (INCLUDING, WITHOUT LIMITATION, ANY AGENT, CUSTODIAN, NOMINEE AND TRUSTEE) SHOULD BE AWARE OF AND COMPLY WITH THE APPLICABLE RESTRICTION IN THE RELEVANT JURISDICTION(S). SUBJECT TO CERTAIN EXCEPTIONS, THE RIGHTS ISSUE DOCUMENTS ARE NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR ANY OTHER SPECIFIED TERRITORIES. THE RIGHTS ISSUE DOCUMENTS DO NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF ANY OFFER TO ACQUIRE, THE RIGHTS SHARES IN THEIR NIL-PAID OR FULLY-PAID FORM OR TO TAKE UP OR EXERCISE ANY ENTITLEMENTS TO THE RIGHTS SHARES IN THEIR NIL-PAID OR FULLY-PAID FORM IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS UNLAWFUL. THE RIGHTS ISSUE DOCUMENTS, THE NIL-PAID RIGHTS SHARES AND THE RIGHTS SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE US SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, ABSENT REGISTRATION OR AN AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT AND APPLICABLE US STATE SECURITIES LAWS. THERE IS NO INTENTION TO REGISTER ANY PORTION OF THE RIGHTS ISSUE OR ANY SECURITIES DESCRIBED HEREIN IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES.

派發供股文件至香港以外的司法權區可能受法律限制。收取供股文件的任何人士(包括但不限於任何代理、託管人、代名人及受託人)應了解並遵守相關司法權區的適用限制。除若干例外情況外，供股文件並非供直接或間接於美國或任何其他指定地區境內或向美國或任何其他指定地區發放、刊發或派發。供股文件並不構成或組成於作出有關要約或招攬即屬違法的任何司法權區內出售或發行未繳股款或繳足股款供股股份的任何要約或邀請，或任何招攬購買未繳股款或繳足股款供股股份或承購或行使未繳股款或繳足股款供股股份任何配額的任何要約的一部分。供股文件、未繳股款供股股份及供股股份並無且不會根據美國證券法或美國任何州或其他司法權區的證券法登記，亦不會於未作登記或未獲適用豁免遵守美國證券法及適用美國州證券法的登記規定的情況下於美國境內提呈發售或出售。現時無意將供股的任何部分或其中所述的任何證券於美國進行登記或於美國進行公開證券發售。

NO PERSON RECEIVING ANY RIGHTS ISSUE DOCUMENT IN ANY TERRITORY OUTSIDE HONG KONG MAY TREAT IT AS AN OFFER OR INVITATION TO APPLY FOR THE RIGHTS SHARES OR EXCESS RIGHTS SHARES, UNLESS IN A TERRITORY WHERE SUCH AN OFFER OR INVITATION COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL OR REGULATORY REQUIREMENTS THEREOF. IT IS THE RESPONSIBILITY OF ANYONE OUTSIDE HONG KONG WISHING TO ACCEPT THE PROVISIONALLY ALLOTTED RIGHTS SHARES OR MAKE AN APPLICATION FOR EXCESS RIGHTS SHARES TO SATISFY ITSELF/HIMSELF/HERSELF/THEMSELVES, BEFORE ACQUIRING NIL-PAID RIGHTS SHARES OR APPLYING FOR RIGHTS SHARES, AS TO THE OBSERVANCE OF THE LAWS AND REGULATIONS OF ALL RELEVANT TERRITORIES, INCLUDING OBTAINING ANY GOVERNMENTAL OR OTHER CONSENTS, AND TO PAY ANY TAXES AND DUTIES REQUIRED TO BE PAID IN SUCH TERRITORY IN CONNECTION THEREWITH WITHOUT PREJUDICE TO THE FOREGOING. THE COMPANY RESERVES THE RIGHT TO REFUSE TO ACCEPT ANY ACCEPTANCE OF NIL-PAID RIGHTS SHARES OR ANY APPLICATION FOR EXCESS RIGHTS SHARES WHERE IT BELIEVES THAT DOING SO WOULD VIOLATE APPLICABLE SECURITIES LEGISLATION OR OTHER LAWS OR REGULATION OF ANY JURISDICTION.

任何人士在香港以外任何地區收取任何供股文件，除非在該有關地區可合法提呈有關要約或邀請而毋須辦理任何登記手續或遵守該地區的其他法例或監管規定，否則不可視之為申請供股股份或額外供股股份的要約或邀請。任何身處香港以外地區的人士如有意接納獲暫定配發的供股股份或提出申請額外供股股份，在取得未繳股款供股股份或申請供股股份前，必須自行遵守所有有關地區的法例及規例，包括在不影響前述規定的情況下取得任何政府或其他方面的同意，及就此繳付該地區規定須繳付的任何稅項及徵費。倘本公司相信接納任何未繳股款供股股份或任何額外供股股份的申請會違反任何司法權區的適用證券法例或其他法例或規例，則本公司保留拒絕接納有關申請的權利。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR TENGIS LIMITED, AT LEVEL 22, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG, TOGETHER WITH A REMITTANCE FOR THE FULL AMOUNT PAYABLE ON ACCEPTANCE, SHOWN IN BOX C OF FORM A OF THIS PAL SO AS TO BE RECEIVED BY THE REGISTRAR NOT LATER THAN 4:00 P.M. ON THURSDAY, 13 SEPTEMBER 2018 OR SUCH LATER TIME AND/OR DATE AS MAY BE AGREED BETWEEN THE COMPANY AND THE SOLE UNDERWRITER. ALL REMITTANCES MUST BE MADE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS. CHEQUES MUST BE DRAWN ON A BANK ACCOUNT WITH, AND CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG, AND MADE PAYABLE TO "China Everbright International Ltd — Rights Issue Account" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN AN ENCLOSED SEPARATE SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES.

閣下如欲悉數接納本供股股份的暫定配額，須將本暫定配額通知書整份連同本暫定配額通知書表格甲內丙欄所示須於接納時繳付並由過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心22樓)收取的全數股款，不遲於二零一八年九月十三日(星期四)下午四時正或本公司與獨家包銷商可能協定的有關較後時間及/或日期交回過戶登記處。所有股款須以港幣支票或銀行本票繳付。有關支票須以香港持牌銀行的銀行戶口開出，而銀行本票須由香港持牌銀行發出，並註明抬頭人為「China Everbright International Ltd — Rights Issue Account」及以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆的指示載於另一附頁。本公司將不另發股款收據。

The Rights Issue is conditional upon several conditions. If the conditions are not fulfilled (or waived) or the Underwriting Agreement is terminated pursuant to its terms, the Rights Issue will not proceed.

供股須待若干條件獲達成後，方告作實。倘條件未獲達成(或獲豁免)或包銷協議按其條款被予以終止，則供股將不會進行。

The Sole Underwriter has the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination, in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Sole Underwriter has the right to terminate the Underwriting Agreement are set out below in this PAL in the section headed “Termination of the Underwriting Agreement”.

根據包銷協議，獨家包銷商有權在包銷協議所載的若干情況下，於最後終止時間前隨時向本公司發出書面通知終止包銷協議。獨家包銷商有權終止包銷協議的情況詳情載於本暫定配額通知書下文「終止包銷協議」一節。

If prior to the Latest Time for Termination, the Sole Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed.

倘獨家包銷商於最後終止時間前終止包銷協議，則供股將不會進行。

Shareholders should note that the Shares have been dealt in on an ex-rights basis on the Stock Exchange from Tuesday, 21 August 2018. The nil-paid Rights Shares will be dealt in from Monday, 3 September 2018 to Monday, 10 September 2018 (both dates inclusive).

股東務須注意，股份已由二零一八年八月二十一日(星期二)起於聯交所按除權基準買賣。未繳股款供股股份將於二零一八年九月三日(星期一)至二零一八年九月十日(星期一)(包括首尾兩日)止期間內買賣。

Any dealings in the Shares from the date of the Prospectus up to the date on which all the conditions of the Rights Issue are fulfilled or waived as applicable), which is currently expected to be 5:00 p.m. on Friday, 14 September 2018, and any dealings in the nil-paid Rights Shares between Monday, 3 September 2018 to Monday, 10 September 2018 (both dates inclusive) are accordingly subject to the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares and/or nil-paid Rights Shares, and if they are in any doubt about their position, they are recommended to consult their professional advisers.

於供股章程日期起直至供股的所有條件達成或獲豁免(如適用)當日(目前預期為二零一八年九月十四日(星期五)下午五時正)止期間內任何股份買賣，及於二零一八年九月三日(星期一)至二零一八年九月十日(星期一)(包括首尾兩日)止期間內任何未繳股款供股股份買賣，須承擔供股未必成為無條件及未必進行的相應風險。因此，股東及準投資者於買賣股份及/或未繳股款供股股份時，務請審慎行事，倘彼等對其本身的情況有任何疑問，建議諮詢其專業顧問。

NO RECEIPT WILL BE GIVEN

本公司將不另發股款收據



CHINA EVERBRIGHT INTERNATIONAL LIMITED

中國光大國際有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code: 257)

(股份代號: 257)

30 August 2018

Dear Qualifying Shareholder(s),

INTRODUCTION

In accordance with the terms and conditions of this PAL and those set out in the Prospectus and subject to the articles of association of the Company, the Directors have provisionally allotted to you the number of Rights Shares indicated in Form A of this PAL on the basis of 10 Rights Shares for every 27 Existing Shares registered in your name in the register of members of the Company on Wednesday, 29 August 2018. Your holding of Existing Shares as at that date is set out in Box A of Form A of this PAL and the number of Rights Shares provisionally allotted to you is set out in Box B of Form A of this PAL. Terms defined in the Prospectus have the same meanings when adopted herein unless the context otherwise requires.

You have the right to acquire the Rights Shares provisionally allotted to you at a price of HK\$6.00 per Rights Share payable in full on acceptance, in the manner set out below, by no later than 4:00 p.m. on Thursday, 13 September 2018.

You may, subject to the section headed “Qualifying Shareholders and Non-Qualifying Shareholders” below, accept all or any number of the Rights Shares provisionally allotted to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisional allotment and to transfer the remainder or to transfer your provisional allotment to more than one person, you should refer to the instructions in the section headed “Splitting” below. If you wish to transfer all of your provisional allotment you should refer to the instructions in the section headed “Transfer” below.

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated. If the conditions of the Rights Issue are not fulfilled or waived (as applicable), the Rights Issue will not proceed.

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully-paid (including credited as fully-paid as the case may be), will rank *pari passu* in all respects with the Existing Shares then in issue such that holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of issue and allotment of the Rights Shares in their fully-paid form.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

PROCEDURE FOR ACCEPTANCE

Any person (including, without limitation, any agent, custodian, nominee and trustee) wishing to take up his/her/its rights under the Rights Issue must satisfy himself/herself/itself as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories. The attention of Shareholders whose registered addresses are in any of the Specified Territories or who are holding Shares on behalf of persons with such addresses is drawn to the section headed “Notice” in the Prospectus and the sections below headed “Qualifying Shareholders and Non-Qualifying Shareholders”.

Qualifying Shareholders who wish to take up their provisional allotment of Rights Shares in full, must lodge the whole of this PAL intact with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with a remittance for the full amount payable on acceptance, as shown in Box C of Form A of this PAL, so as to be received by no later than 4:00 p.m. on Thursday, 13 September 2018 or such later time and/or date as may be agreed between the Company and the Sole Underwriter. All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “China Everbright International Ltd — Rights Issue Account” and crossed “Account Payee Only”. Such payment will constitute acceptance of the provisional allotment on the terms of this PAL and the Prospectus and subject to the articles of association of the Company. No receipt will be given for such remittances.

It should be noted that, unless a PAL, duly completed, together with the appropriate remittance shown in Box C of Form A of this PAL, has been lodged with the Registrar by 4:00 p.m. on Thursday, 13 September 2018, whether from the original allottee or any person in whose favour the rights have been validly transferred, your provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by Qualifying Shareholders. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation with a covering letter stating clearly the number of split PALs required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares

provisionally allotted to you as set out in Box B of Form A of this PAL), by no later than 4:30 p.m. on Wednesday, 5 September 2018 with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection at the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

TRANSFER

If you wish to transfer all of your provisional allotment to another person you should complete and sign the "Form of Transfer and Nomination" (Form B) in this PAL and hand the completed and signed PAL to the person to or through whom you are transferring your provisional allotment. The transferee must then complete and sign the "Registration Application Form" (Form C) in this PAL and lodge this PAL intact together with a remittance for the full amount payable on acceptance with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to effect the transfer by no later than 4:00 p.m. on Thursday, 13 September 2018.

It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believe such transfer may violate applicable legal or regulatory requirements.

EFFECT OF BAD WEATHER

The latest time for acceptance of, and payment for, the Rights Shares will not take place at 4:00 p.m. on Thursday, 13 September 2018 if there is a typhoon signal No. 8 or above, or a "black" rainstorm warning: (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 13 September 2018. Instead, the latest time for acceptance of, and payment for, the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 13 September 2018. Instead, the latest time for acceptance of, and payment for, the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. If the latest time for acceptance of, and payment for, the Rights Shares does not take place on Thursday, 13 September 2018, the dates mentioned in this PAL may be affected. The Company will notify the Shareholders by way of an announcement of any change to the expected timetable as soon as practicable.

TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the Underwriting Agreement grants the Sole Underwriter the right to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Sole Underwriter has the right to terminate the Underwriting Agreement are set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus.

If the Sole Underwriter exercises such right and a notice to terminate the Underwriting Agreement is given by the Sole Underwriter prior to the Latest Time for Termination, save in respect of certain rights or obligations under the Underwriting Agreement, the Company shall not be under any obligation or liability under the Underwriting Agreement and the Sole Underwriter shall be under no obligation or liability to the Company and the Rights Issue will not proceed.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES FOR RIGHTS SHARES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfilment of the conditions of the Rights Issue as set out in the section headed "LETTER FROM THE BOARD — Underwriting Arrangements — Conditions of the Rights Issue" in the Prospectus, share certificates for all fully-paid (including credited as fully paid as the case may be) Rights Shares are expected to be posted on, Friday, 21 September 2018 to those Qualifying Shareholders who have accepted and (where applicable) applied for, and paid for, the Rights Shares by ordinary post at their own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on Friday, 21 September 2018 to the applicants by ordinary post at their own risk.

EXCESS RIGHTS SHARES

The Qualifying Shareholders (excluding the PRC Southbound Trading Investors) may apply, by way of excess application, for any Rights Shares provisionally allotted but not validly accepted by Qualifying Shareholders or otherwise subscribed for by renounees or transferees of nil-paid Rights Shares, any Rights Shares representing any unsold entitlements of the Non-Qualifying Shareholders, and any unsold Rights Shares created by aggregating fractions of nil-paid Rights Shares.

Application for excess Rights Shares can be made only by Qualifying Shareholders (other than the PRC Southbound Trading Investors). If a Qualifying Shareholder (other than a PRC Southbound Trading Investor) wishes to apply for excess Rights Shares in addition to his/her/its provisional allotment, he/she/it must complete and sign an EAF (in accordance with the instructions printed thereon) and lodge it with the Registrar, together with a separate cheque or banker's cashier order, for the amount payable on application in respect of the excess Rights Shares applied for by no later than 4:00 p.m. on Thursday, 13 September 2018, or such later time and/or date as may be agreed between the Company and the Sole Underwriter. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "China Everbright International Ltd — Excess Application A/C" and crossed "Account Payee Only". The Company may at its discretion treat an EAF as valid and binding on the person(s) by himself/herself/itself/themselves or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

The Directors will allocate the excess Rights Shares (if any) at their sole discretion on a fair and equitable basis, and as far as practicable on the following principles: (1) no preference will be given to applications for topping up odd-lot holdings to whole-lot holdings as the giving of such preference may potentially be abused by certain investors by splitting their nil-paid Rights Shares and thereby receiving more Rights Shares than they would receive if such preference is not given, which is an unintended and undesirable result; and (2) subject to the availability of sufficient excess Rights Shares, any excess Rights Shares will be allocated to Qualifying Shareholders (other than the PRC Southbound Trading Investors) who apply for them on a pro-rata basis by reference to the number of excess Rights Shares applied for under each application. Reference will only be made to the number of excess Rights Shares being applied for, and no reference will be made to Rights Shares comprised in applications under any PAL or the existing number of Shares held by Qualifying Shareholders. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PALs is greater than the aggregate number of excess Rights Shares applied for under EAFs, the Directors will allocate to each Qualifying Shareholder (other than the PRC Southbound Trading Investors) who applies for excess Rights Shares in full application.

Beneficial owners whose Shares are held by a Registered Owner, or which are held in CCASS, should note that the Registered Owner (including HKSCC Nominees Limited) is regarded as a single Shareholder according to the register of members of the Company. Accordingly, the Beneficial Owners should note that the aforesaid arrangement for the allocation of the excess Rights Shares will not be extended to the Beneficial Owners individually (including those Beneficial Owners holding the Shares through HKSCC Nominees Limited).

FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot and will not accept applications for any fractions of the Rights Shares. All fractions of Rights Shares will be aggregated (and rounded down to the nearest whole number). Fractional entitlements to any Rights Shares will be disregarded and will be aggregated and allocated to satisfy excess applications (if any) and/or disposed of in such manner as the Directors in their absolute discretion deem appropriate and for the benefits and interests of the Company.

DISTRIBUTION OF THIS PAL AND THE OTHER RIGHTS ISSUE DOCUMENTS

This PAL shall only be sent to the Qualifying Shareholders.

Distribution of this PAL and the other Rights Issue Documents into jurisdictions other than Hong Kong may be restricted by law. Any person who receives the Rights Issue Documents (including, without limitation, any agent, custodian, nominee and trustee) should be aware of and comply with the applicable restriction in the relevant jurisdiction(s). Any failure to comply with those restrictions may constitute a violation of the securities laws or other laws or regulations of any such jurisdiction. Any Shareholder or Beneficial Owner who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay. In particular, subject to certain exceptions as determined by the Company, this PAL and the other Rights Issue Documents should not be distributed, forwarded to or transmitted in, into or from any of the Specified Territories.

The Rights Issue Documents will not be registered or filed under any applicable securities or equivalent legislation of any jurisdiction other than (i) Hong Kong and (ii) the PRC, in accordance with the CSRC Notice.

QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS

To qualify for the Rights Issue and to accept the Rights Shares provisionally allotted under this PAL, a Shareholder must have been registered as a member of the Company on Wednesday, 29 August 2018 and not be a Non-Qualifying Shareholder.

The Non-Qualifying Shareholders are Shareholders whose name(s) appeared in the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are in any of the Specified Territories or any Beneficial Owners, as the case may be, except for those Shareholders or Beneficial Owners, as the case may be, who fulfil, to the satisfaction of the Company, the relevant requirements specified in the section headed "Limited categories of persons in the Specified Territories who may be able to take up their nil-paid Rights Shares and subscribe for the Rights Shares under the Rights Issue" below.

Beneficial Owners may or may not be eligible to take part in the Rights Issue.

Notwithstanding any other provision in the Rights Issue Documents, the Company reserves the right to permit any Shareholder or Beneficial Owner (including a Shareholder or Beneficial Owner in any of the Specified Territories) to participate in the Rights Issue and take up his/her/its entitlement to the Rights Shares if the Company, in its absolute discretion, is satisfied that the offer under the Rights Issue is exempt from or not subject to or can otherwise be lawfully made without contravention of any relevant legal or regulatory requirements.

The Company also reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

Receipt of this PAL and/or any other Rights Issue Documents or the crediting of Rights Shares in nil-paid form to a stock account in CCASS does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this PAL and/or the other Rights Issue Documents must be treated as sent for information purposes only and should not be copied or redistributed. Persons (including, without limitation, any agent, custodian, nominee and trustee) who receive a copy of this PAL and/or any other Rights Issue Documents should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer Rights Shares in nil-paid form to any person in, any of the Specified Territories or any territory in which it would be unlawful to extend the Rights Issue. If a PAL and/or any other Rights Issue Documents are received by, or any Rights Shares in nil-paid form are credited to the stock account in CCASS of any person in any such territory or his/her agent, custodian, nominee or trustee, he/she must not seek to take up such Rights Shares in nil-paid form or transfer this PAL (or apply for any excess Rights Shares under the EAF) or transfer such Rights Shares in nil-paid form in CCASS (if applicable) unless such person is able to demonstrate to the satisfaction of the Company, or the Company determines, in its absolute discretion, that such actions would not violate applicable legal or regulatory requirements. Any person (including, without limitation, any agent, custodian, nominee and trustee) who does forward this PAL or any other Rights Issue Documents in, into or from any of the Specified Territories (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

LIMITED CATEGORIES OF PERSONS IN THE SPECIFIED TERRITORIES WHO MAY BE ABLE TO TAKE UP THEIR NIL-PAID RIGHTS SHARES AND SUBSCRIBE FOR THE RIGHTS SHARES UNDER THE RIGHTS ISSUE

Notwithstanding what is said in the section headed "Qualifying Shareholders and Non-Qualifying Shareholders" above, the following limited categories of persons in the Specified Territories may be able to take up their rights under the Rights Issue:

- (i) Shareholders and Beneficial Owners in the United States are generally Non-Qualifying Shareholders. However Shareholders and Beneficial Owners in the United States whom the Company believes to be "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act) may be able to take up their nil-paid Rights Shares and subscribe for the Rights Shares under the Rights Issue in transactions exempt from the registration requirements under the US Securities Act, provided that they fulfil the relevant requirements to the satisfaction of the Company; and
- (ii) the Company reserves the absolute discretion in determining whether to allow any participations in the Rights Issue as well as the identity of the persons who may be allowed to participate in any of the Specified Territories. Shareholders and Beneficial Owners in any of the Specified Territories may still participate in the Rights Issue, subject to the Company's absolute discretion, provided that such Shareholders and Beneficial Owners are able to provide the Company with evidence, to the Company's satisfaction, that they fulfil the relevant requirements in the relevant jurisdiction(s). For Beneficial Owners in any of the Specified Territories who want to participate in the Rights Issue, please contact your Intermediary to make the necessary arrangements.

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this PAL, each subscriber of the Rights Shares being offered and sold outside the United States represents and warrants to the Company and the Sole Underwriter and to any person acting on their behalf, unless in their sole discretion the Company and the Sole Underwriter waive such requirement expressly in writing that:

- he/she/it was a Shareholder on the Record Date, or he/she/it lawfully acquired or may lawfully acquire the nil-paid Rights Shares, directly or indirectly, from such a person;
- he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil-paid Rights Shares and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- subject to certain exceptions, he/she/it is not resident or located in, or a citizen of the United States;
- subject to certain exceptions, he/she/it is not accepting an offer to acquire or take up the nil-paid Rights Shares or Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of the United States at the time the instruction to accept was given;
- he/she/it is not taking up the nil-paid Rights Shares and/or the Rights Shares for the account of any person who is located in the United States, unless:
 - (a) the instruction to acquire or take up the nil-paid Rights Shares or to subscribe for or accept Rights Shares was received from a person outside the United States; and
 - (b) the person giving such instruction has confirmed that it (i) has the authority to give such instruction, and (ii) either (x) has investment discretion over such account or (y) is an investment manager or investment company that is acquiring the Rights Shares in an “offshore transaction” within the meaning of Regulation S under the US Securities Act;
- he/she/it is acquiring the nil-paid Right Shares and/or the Right Shares in an “offshore transaction” within the meaning of Regulation S under the US Securities Act;
- he/she/it has not been offered the Rights Shares by means of any “directed selling efforts” as defined in Regulation S under the US Securities Act;
- he/she/it is not acquiring the nil-paid Rights Shares and/or Rights Shares with a view to the offer, sale, transfer or distribution, directly or indirectly, of such nil-paid Rights Shares or Rights Shares into the United States; and
- he/she/it understands that neither the nil-paid Rights Shares nor the Rights Shares have been or will be registered under the US Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and the nil-paid Rights Shares and the Rights Shares are being offered and sold outside the United States in reliance on Regulation S under the US Securities Act. Consequently, he/she/it understands the nil-paid Rights Shares and the Rights Shares may not be offered, sold, pledged or otherwise transferred in or into the United States, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties above. Notwithstanding the representations above, the Company may offer the Rights Shares in nil-paid or fully-paid forms in the United States to persons the Company reasonably believes to be “qualified institutional buyers” (as defined in Rule 144A under the US Securities Act) in transactions exempt from the registration requirements under the US Securities Act, provided that such persons fulfil the relevant requirements to the satisfaction of the Company.

The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Shares comprised in, or transfer or purported transfer of, a PAL if it: (a) appears to the Company to have been executed in, or despatched from, any of the Specified Territories and the acceptance or transfer may involve a breach of the laws of the relevant places or Specified Territories, or the acceptance or transfer is otherwise in a manner which may involve a breach of the laws of any jurisdiction, or if it or its agents believe the same may violate any applicable legal or regulatory requirements; (b) provides an address in any of the Specified Territories for delivery of definitive share certificates for Rights Shares and such delivery would be unlawful or provides an address for delivery of definitive share certificates in any other jurisdiction outside Hong Kong in which it would violate any applicable legal or regulatory requirements to deliver such certificates; or (c) purports to exclude the representation and/or warranty required by the paragraph above.

GENERAL

Lodgement of this PAL with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split PAL and/or the share certificates for the Rights Shares. Further copies of the Prospectus are available at the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

All documents, including cheques for refund, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

This PAL and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong. Nil-paid Rights Shares are expected to be traded in board lots of 1,000 shares. References in this PAL to time are to Hong Kong time unless otherwise stated.

By completing, signing and submitting this PAL, you agree to disclose to the Company and/or its Registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or its Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and its Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its registered office at Room 2703, 27th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the Registrar.

On behalf of the Board
China Everbright International Limited
Wang Tianyi
Chief Executive Officer



CHINA EVERBRIGHT INTERNATIONAL LIMITED

中國光大國際有限公司

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)

(Stock Code: 257)

(股份代號：257)

列位合資格股東：

緒言

根據本暫定配額通知書及供股章程所載的條款及條件，並在本公司組織章程細則的規限下，董事已暫定配發本暫定配額通知書表格甲所載數目的供股股份予閣下，基準為於二零一八年八月二十九日(星期三)以閣下名義在本公司股東登記冊上登記每二十七股現有股份可獲配發十股供股股份。閣下於該日持有的現有股份列於本暫定配額通知書表格甲內甲欄，而暫定配發予閣下的供股股份數目則列於本暫定配額通知書表格甲內乙欄。除文義另有所指外，於供股章程中已界定的詞彙與本通知書所採用者具相同涵義。

閣下有權在不遲於二零一八年九月十三日(星期四)下午四時正根據下文所載之方式按每股供股股份港幣6.00元的價格(須於接納時全數繳足)購買暫定配發予閣下的供股股份。

在下文「合資格股東及不合資格股東」一節的規限下，閣下可接納據此暫定配發予閣下的全部或任何數目的供股股份，或出售閣下的全部或任何有關股份的權利。倘閣下有意僅接納閣下的部分暫定配額並將餘額轉讓，或將閣下的暫定配額轉讓予超過一名人士，則閣下應參閱下文「分拆」一節內之指示。閣下如欲轉讓閣下的全部暫定配額，則閣下應參閱下文「轉讓」一節內之指示。

供股須待包銷協議成為無條件且並未被終止後，方可作實。倘供股條件未獲達成或獲豁免(如適用)，則供股將不會進行。

供股股份

供股股份一經配發、發行及繳足股款後(包括入賬列作繳足者，視乎情況而定)，將在各方面與當時已發行的現有股份享有同等地位，致使繳足股款供股股份持有人將有權收取於發行及配發繳足股款供股股份日期後所宣派、作出或派付的所有日後股息及分派。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣後，及在符合香港結算的股份收納規定的前提下，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自其各自於聯交所開始買賣的日期或由香港結算釐定的有關其他日期起，於中央結算系統寄存、結算及交收。聯交所參與者之間在任何交易日進行的交易，須於該日後第二個交易日在中央結算系統進行交收。所有中央結算系統活動均須遵守不時有效的中央結算系統一般規則及中央結算系統運作程序規則。

接納手續

任何人士(包括但不限於任何代理、託管人、代名人及受託人)如欲承購其供股項下的權利，必須使其信納其已全面遵守任何相關地區的適用法律，包括取得任何所需的政府或其他同意、符合任何其他所需的正式手續，以及於有關地區繳納任何發行、轉讓或其他應繳稅項。其登記地址位於任何指定地區或代表位於有關地址的人士持有股份的股東，務請注意供股章程「注意事項」一節及下文「合資格股東及不合資格股東」一節。

合資格股東如欲全數承購其供股股份暫定配額，必須在不遲於二零一八年九月十三日(星期四)下午四時正或本公司與獨家包銷商可能協定的有關較後時間及/或日期，將整份本暫定配額通知書連同本暫定配額通知書表格甲內丙欄所示須於接納時繳付的全數股款送交過戶登記處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港幣繳付。有關支票須以香港持牌銀行的銀行賬戶開出，而銀行本票則須由香港持牌銀行開出，並註明抬頭人為「China Everbright International Ltd — Rights Issue Account」及以「只准入抬頭人賬戶」劃線方式開出。有關付款將構成按照本暫定配額通知書及供股章程的條款以及在本公司組織章程細則的規限下接納暫定配額。本公司將不另發有關股款收據。

務請注意，除非原承配人或已獲有效轉讓該等權利的任何人士已在二零一八年九月十三日(星期四)下午四時正前將填妥的暫定配額通知書連同本暫定配額通知書表格甲內丙欄所示的適當股款送交過戶登記處，否則閣下的暫定配額及其項下的一切權利將被視作已遭拒絕及將被取消，而有關供股股份將可供合資格股東以額外申請表格申請認購。本公司可(全權酌情)將並未按相關指示填妥的暫定配額通知書視作有效，並對自行或由代表送交該通知書的人士具有約束力。

分拆

倘閣下有意僅接納閣下的部分暫定配額或轉讓閣下部分可認購據此暫定配發予閣下的供股股份的權利或轉讓閣下全部或部分權利予超過一名人士，則原有暫定配額通知書必須在不遲於二零一八年九月五日(星期三)下午四時三十分，連同清楚註明所需分拆暫定配額通知書數目及每份分拆暫定配額通知書包含的未繳股款供股股份數目(兩者合計應相等於本暫定配額通知書表格甲內乙欄所載暫定配發予閣下的

供股股份數目)的信件交回及送交過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心22樓),以供註銷,過戶登記處繼而將註銷原有暫定配額通知書,並按所要求的數額發出新暫定配額通知書,該通知書將於交回原有暫定配額通知書後第二個營業日上午九時正後在過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心22樓)可供領取。

務請注意,閣下於轉讓可認購相關供股股份的權利予承讓人及承讓人於接納有關權利時均須繳付香港印花稅。本公司可(全權酌情)將並未按相關指示填妥的暫定配額通知書視作有效,並對自行或由代表送交該通知書的人士具有約束力。

轉讓

倘閣下有意轉讓閣下全部暫定配額予另一名人士,則閣下應填妥及簽署本暫定配額通知書內的「轉讓及提名表格」(表格乙),並將填妥及簽署的暫定配額通知書轉交閣下的暫定配額的承讓人或經手轉讓的人士。承讓人其後必須填妥及簽署本暫定配額通知書內的「登記申請表格」(表格丙),並在不遲於二零一八年九月十三日(星期四)下午四時正將整份本暫定配額通知書連同須於接納時繳付的全數股款送交過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心22樓),以進行轉讓。

務請注意,閣下於轉讓可認購相關供股股份的權利予承讓人及承讓人於接納有關權利時均須繳付香港印花稅。本公司可(全權酌情)將並未按相關指示填妥的暫定配額通知書視作有效,並對自行或由代表送交該通知書的人士具有約束力。

本公司保留權利拒絕以任何人士為受益人登記任何轉讓,如本公司就此認為有關轉讓可能違反適用法律或監管規定。

惡劣天氣的影響

倘在下列時間懸掛8號或以上颱風信號,或發出「黑色」暴雨警告,則接納供股股份及支付股款的最後時間將不會於二零一八年九月十三日(星期四)下午四時正發生:(i)在二零一八年九月十三日(星期四)中午十二時正之前任何本地時間在香港懸掛或發出上述警告信號,但在中午十二時正之後取消。接納供股股份及支付股款的最後時間將順延至同一個營業日下午五時正;或(ii)在二零一八年九月十三日(星期四)中午十二時正至下午四時正期間任何本地時間,在香港懸掛或發出上述警告信號。接納供股股份及支付股款的最後時間將改為下一個營業日(在該日上午九時正至下午四時正期間任何時間並無懸掛或發出任何該等警告信號)下午四時正。倘接納供股股份及支付股款的最後時間並未於二零一八年九月十三日(星期四)發生,則本暫定配額通知書所述的日期可能受到影響。本公司將在切實可行的情況下盡快就預期時間表的任何變動以公告形式知會股東。

終止包銷協議

敬請注意,包銷協議給予獨家包銷商權利在包銷協議所載的若干情況下,於最後終止時間前任何時間向本公司發出書面通知終止包銷協議。獨家包銷商有權終止包銷協議的情況詳情載於供股章程「終止包銷協議」一節。

倘獨家包銷商於最後終止時間前行使有關權利並發出終止包銷協議的通知,除包銷協議項下的若干權利或義務外,本公司於包銷協議項下再無任何義務或責任,獨家包銷商對本公司亦再無任何義務或責任,而供股將不會進行。

支票及銀行本票

所有支票及銀行本票將於收訖後隨即過戶,而有關股款所賺取的全部利息將撥歸本公司所有。隨附支票或銀行本票於首次過戶時未獲兌現的任何暫定配額通知書可遭拒絕受理,在此情況下,該暫定配額及其項下的一切權利將被視為已遭拒絕及將被取消。

供股股份的股票及供股的退款支票

待達成供股章程內「董事會函件—包銷安排—供股條件」一節所載的供股條件後,預期所有繳足股款供股股份(包括入賬列作繳足者,視乎情況而定)的股票將於二零一八年九月二十一日(星期五)以平郵方式寄發予已接納及(如適用)已申請供股股份並已繳付股款的該等合資格股東,郵誤風險概由彼等自行承擔。有關全部或部分不被接納的額外供股股份申請的退款支票(如有),預期將於二零一八年九月二十一日(星期五)以平郵方式寄發予申請人,郵誤風險概由彼等自行承擔。

額外供股股份

合資格股東(中國港股通投資者除外)可透過額外申請的方式申請任何已暫定配發但未獲合資格股東有效接納或未獲未繳股款供股股份可予放棄人士或承讓人另行認購的供股股份、任何屬不合資格股東任何未出售配額的供股股份及彙集零碎未繳股款供股股份產生之任何未售出供股股份。

額外供股股份僅可由合資格股東(中國港股通投資者除外)作出申請。倘合資格股東(中國港股通投資者除外)有意申請其暫定配額以外的額外供股股份,其必須根據額外申請表格上印列的指示填妥及簽署額外申請表格,並在不遲於二零一八年九月十三日(星期四)下午四時正或本公司與獨家包銷商可能協定的有關較後時間及/或日期前將額外申請表格連同有關所申請的額外供股股份於申請時應付款項的獨立支票或銀行本票送交過戶登記處。所有股款必須以港幣繳付。支票必須以香港持牌銀行的賬戶開出,而銀行本票由香港持牌銀行發出,並註明抬頭人為「China Everbright International Ltd — Excess Application A/C」及以「只准入抬頭人賬戶」劃線方式開出。本公司可酌情將並未按相關指示填妥的額外申請表格視作有效,並對自行或由代表送交該表格的人士具有約束力。

董事將根據以下原則，於切實可行的情況下按公平公正基準有權全權酌情分配額外供股股份(如有)：(1)概不會優先處理用以補足所持碎股至完整買賣單位之申請，因若干投資者可能濫用有關優先機制，透過分拆不等的未繳股款供股股份，從而收取較倘不予優先處理所收者為多的供股股份，而此並非本公司的意願及希望見到的結果；及(2)視乎是否有足夠的額外供股股份可供認購而定，任何額外供股股份將參考各申請項下所申請的額外供股股份數目按比例分配予申請額外供股股份的合資格股東(中國港股通投資者除外)。僅將參考所申請的額外供股股份數目，而將不會參考透過任何暫定配額通知書所作出申請包含的供股股份或合資格股東所持的現有股份數目。倘未獲合資格股東透過暫定配額通知書承購的供股股份總數多於透過額外申請表格申請的額外供股股份總數，則董事將向每名申請額外供股股份的合資格股東(中國港股通投資者除外)分配所申請的全部股份數目。

由登記擁有人或透過中央結算系統持有股份的實益擁有人務請注意，登記擁有人(包括香港中央結算(代理人)有限公司)將按照本公司的股東名冊被視為單一股東。因此，實益擁有人務須注意，上述分配額外供股股份的安排將不會個別適用於實益擁有人(包括透過香港中央結算(代理人)有限公司持有股份的實益擁有人)。

零碎配額

本公司將不會暫定配發及將不會接納任何供股股份碎股的申請。供股股份的所有碎股將予彙集(及下調至最接近的整數)。任何供股股份的零碎配額將不予配發，並將予彙集及分配以滿足額外申請(如有)及/或以董事全權酌情認為合適及符合本公司裨益及利益的有關方式出售。

派發本暫定配額通知書及其他供股文件

本暫定配額通知書只可寄發予合資格股東。

派發本暫定配額通知書及其他供股文件至香港以外的司法權區可能受法律限制。取得供股文件的任何人士(包括但不限於任何代理、託管人、代名人及受託人)應瞭解並遵守相關司法權區的適用限制。未能遵守有關限制或會構成違反任何該等司法權區的證券法或其他法例或規例。任何股東或實益擁有人如對其狀況有任何疑問，應立即諮詢合適的專業顧問。尤其是，除本公司釐定的若干例外情況外，本暫定配額通知書及其他供股文件不應在、向或由任何指定地區分發、轉發或傳送。

除(i)香港及(ii)中國(根據中國證監會通知)外，供股文件將不會根據任何司法權區的任何適用證券法例或同等法例登記或備案。

合資格股東及不合資格股東

為符合資格參與供股及接納根據本暫定配額通知書所暫定配發的供股股份，股東須於二零一八年八月二十九日(星期三)登記為本公司的股東，而非不合資格股東。

不合資格股東為於記錄日期名列本公司股東名冊且其於該名冊內所示地址位於任何指定地區之股東或任何實益擁有人(視乎情況而定)(惟本公司信納符合下文「指定地區內或可根據供股承購其未繳股款供股股份及認購供股股份的有限類別人士」一節訂明的有關規定的股東或實益擁有人(視乎情況而定)除外)。

實益擁有人未必符合資格參與供股。

儘管供股文件有任何其他規定，倘本公司全權酌情信納根據供股提出的要約獲豁免或毋須或可另行合法作出且並無抵觸任何相關法定或監管規定，則本公司保留允許任何股東或實益擁有人(包括任何指定地區的股東或實益擁有人)參與供股及承購其供股股份配額的權利。

倘本公司相信接納任何供股股份申請會違反任何司法權區的適用證券或其他法律或法規，則其亦保留拒絕接納有關申請的權利。

收取本暫定配額通知書及/或任何其他供股文件或將未繳股款供股股份計入中央結算系統的股份戶口並不會亦將不會構成在提呈要約即屬違法的該等司法權區提呈要約，而在該等情況下，本暫定配額通知書及/或其他供股文件必須被視為僅供參考而發出，且不應複印或轉發。收取本暫定配額通知書及/或任何其他供股文件副本的人士(包括但不限於任何代理、託管人、代名人及受託人)，不應就供股在、向或自任何指定地區或進行供股即屬違法的任何地區分發或寄發有關文件，或在有關地區向任何人士轉讓未繳股款供股股份。倘於任何有關地區的任何人士或其代理、託管人、代名人或受託人收取暫定配額通知書及/或任何其他供股文件，或將任何未繳股款供股股份計入其在中央結算系統的股份戶口，則其不應尋求承購有關未繳股款供股股份或轉讓本暫定配額通知書(或根據額外申請表格申請認購任何額外供股股份)或轉讓該等於中央結算系統的未繳股款供股股份(如適用)，除非該名人士能以本公司信納的方式展示或本公司全權酌情釐定有關行動將不會違反適用法律或監管規定。在、向或自任何指定地區轉發本暫定配額通知書或任何其他供股文件的任何人士(包括但不限於任何代理、託管人、代名人及受託人)，不論基於訂約或法定責任或其他理由，均應提醒收件人留意本節內容。

指定地區內或可根據供股承購其未繳股款供股股份及認購供股股份的有限類別人士

儘管上文「合資格股東及不合資格股東」一節所述，指定地區內的下列有限類別人士或可承購彼等在供股項下的供股權：

- (i) 美國境內的股東及實益擁有人通常為不合資格股東。然而，本公司認為美國境內屬「合資格機構買家」(定義見美國證券法第144A條)的股東及實益擁有人可於獲豁免遵守美國證券法的登記規定的交易中承購其未繳股款供股股份及認購供股項下的供股股份，惟彼等須符合本公司信納的有關規定；及
- (ii) 本公司保留絕對酌情權以釐定是否准許任何供股的參與以及可能獲准在任何指定地區參與的人士的身份。在任何指定地區的股東及實益擁有人仍可參與供股(須由本公司全權酌情釐定)，惟該等股東及實益擁有人可向本公司提供證據並獲本公司信納，證明彼等符合相關司法權區的相關規定。如任何指定地區內的實益擁有人有意參與供股，請聯絡 閣下的中介人以作出所需安排。

聲明及保證

填妥、簽署及提交本暫定配額通知書，在美國境外獲提呈發售及出售供股股份之每名認購人向本公司及獨家包銷商以及代其行事之任何人士作出以下聲明及保證，除非本公司及獨家包銷商按彼等之全權酌情決定以書面形式明確豁免有關規定：

- 彼於記錄日期為股東，或彼已依法或可依法直接或間接從有關人士收購未繳股款供股股份；
- 彼可合法在其居住或目前身處之司法權區獲提呈、承購、取得、認購及收取未繳股款供股股份及／或供股股份；
- 在若干例外情況的規限下，彼並非居於或身處於美國，亦非美國的公民；
- 在若干例外情況的規限下，彼並非按非酌情基準為給予接納指示時居於或身處美國或為美國公民之人士接納收購或承購未繳股款供股股份或供股股份之要約；
- 彼並非代身處美國之任何人士承購未繳股款供股股份及／或供股股份，除非：
 - (a) 接到美國境外地區人士之收購或承購未繳股款供股股份或認購或接納供股股份之指示；及
 - (b) 發出該項指示之人士確認彼(i)有權發出該項指示，及(ii)(x)對有關賬戶擁有投資決定權，或(y)為在美國證券法S規例界定之「境外交易」中收購供股股份之投資經理或投資公司；
- 彼正在以美國證券法S規例所界定之「境外交易」中收購未繳股款供股股份及／或供股股份；
- 彼並非以美國證券法S規例所界定之任何「定向銷售行動」獲提呈發售供股股份；
- 彼收購未繳股款供股股份及／或供股股份之目的並非直接或間接向美國境內發售、出售、轉讓或分發有關未繳股款供股股份或供股股份；及
- 彼知悉，未繳股款供股股份及供股股份均無亦將不會根據美國證券法或在美國任何州或其他司法權區之任何證券監管當局登記，而未繳股款供股股份及供股股份乃依據美國證券法S規例在美國境外發售及出售。因此，彼知悉，未繳股款供股股份及供股股份不可在或向美國發售、出售、質押或以其他方式轉讓，惟依據美國證券法登記規定之豁免或在毋須遵守美國證券法登記規定之交易除外。

為免生疑問，香港結算及香港中央結算(代理人)有限公司均不受上述任何聲明及保證所規限。儘管存在上述聲明，本公司可於美國於獲豁免遵守美國證券法之登記規定之交易中向本公司合理認為屬「合資格機構買家」(定義見美國證券法第144A條)之人士發售未繳股款或繳足股款供股股份，惟有關人士須符合本公司信納之有關規定。

出現下列情況，則本公司可視任何接納或聲稱接納配發暫定配額通知書所包含的供股股份或轉讓或聲稱轉讓該通知書為無效：(a)本公司認為其為於任何指定地區簽立或自有關地區寄發，而有關接納或轉讓可能涉及違反相關地方或指定地區的法律，或接納或轉讓乃以可能涉及違反任何司法權區的法律的其他方式進行，或倘其或其代理相信上述兩者可能違反任何適用法律或監管規定；(b)就交付供股股份正式股票提供位於任何指定地區的地址，而交付有關股票即屬違法，或就交付正式股票提供位於香港以外任何其他司法權區的地址，而交付該等股票將違反任何適用法律或監管規定；或(c)聲稱拒絕上一段所規定的聲明及／或保證。

一般事項

本暫定配額通知書連同(如相關)由獲發本暫定配額通知書的人士所簽署的轉讓及提名表格一經交回，即為交回的一名或多名人士有權處理暫定配額通知書及收取分拆的暫定配額通知書及／或供股股份股票的最終憑證。如需額外的供股章程副本，可於過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心22樓)索取。

所有文件(包括退款支票)將以平郵方式寄予相關申請人或其他應得的人士，郵誤風險概由彼等自行承擔。

本暫定配額通知書及接納其中所載的所有要約均須受香港法例管轄及按香港法例詮釋。預期未繳股款供股股份將以1,000股的每手買賣單位進行買賣。除另有說明者外，本暫定配額通知書內所提及的時間均為香港時間。

填妥、簽署及交回本暫定配額通知書，即閣下同意向本公司及／或其過戶登記處及彼等各自的顧問及代理披露個人資料及彼等所需而有關閣下或閣下為其利益而接納暫定配發的供股股份的人士的任何資料。《個人資料(私隱)條例》給予證券持有人權利可確定本公司或其過戶登記處是否持有其個人資料、索取有關資料的副本，以及更正任何不準確的資料。根據《個人資料(私隱)條例》，本公司及其過戶登記處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類的資料的所有要求，應寄往本公司的註冊辦事處(地址為香港夏慤道16號遠東金融中心27樓2703室)或根據適用法律不時通知的地點，並註明收件人為公司秘書或(視乎情況而定)過戶登記處。

代表董事會
中國光大國際有限公司
王天義
行政總裁

二零一八年八月三十日