

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Everbright International Limited, you should at once hand this circular, the 2019 annual report and proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE NEW SHARES
AND BUY BACK SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Everbright International Limited to be held at 38/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 May 2020 at 3:00 p.m. is set out on pages 15 to 18 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the meeting should they so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page 1 of this circular for the measures to be implemented at the AGM by the Company to safeguard the health and safety of the attendees and to prevent the spreading of the Novel Coronavirus ("COVID-19") pandemic, including:

- (1) compulsory body temperature check
- (2) compulsory wearing of surgical face mask
- (3) no refreshments or drinks will be served

Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by law. The Company wishes to advise the Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attend the AGM in person.

Hong Kong, 15 April 2020

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at www.chp.gov.hk/en/features/102742.html), the Company will implement necessary preventive measures at the AGM to protect attending Shareholders, Directors, proxies and other attendees from the risk of infection, including:

- (1) Compulsory body temperature check will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.2 degrees Celsius, or is exhibiting flu-like symptoms may be denied entry into the AGM venue or be required to leave the AGM venue.
- (2) Attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.
- (3) No refreshments or drinks will be served.

Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by law, or be required to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, the Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to this circular, which can be downloaded from the Company's website (www.ebchinaintl.com/en/ir/circulars.php). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If the Shareholders have any questions relating to the business of the AGM that they would like to be addressed, the Company encourages the Shareholders to submit their questions in writing by email to ir@ebchinaintl.com (please quote the Shareholder reference number as printed under the address on the envelope, such reference number is the 6-digit number after "00257") from Monday, 11 May 2020 at 9:00 a.m. to Thursday, 14 May 2020 at 6:00 p.m. The Company will endeavor to address the questions raised. However, due to time constraints, unanswered questions will be responded to after the AGM as appropriate.

If the Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via its investor relations department as follows:

Investor Relations

Email: ir@ebchinaintl.com
Tel: 852 2804 1886
Fax: 852 2528 4228

If the Shareholders have any questions relating to the procedures of the AGM, please contact Tricor Tengis Limited, the Company's Share Registrar as follows:

Tricor Tengis Limited

Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong
E-mail: is-enquiries@hk.tricorglobal.com
Tel: 852 2980 1333
Fax: 852 2980 8185

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“AGM Notice”	the notice dated 15 April 2020 convening the AGM as set out on pages 15 to 18 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 38/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 May 2020 at 3:00 p.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company or a duly authorized committee thereof for the time being
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to buy back Shares during the period as set out in the ordinary resolution no. 5(2) in the AGM Notice up to 10% of the total number of issued Shares as at the date of passing of the ordinary resolution no. 5(2)
“close associates”	has the meaning ascribed to it in the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	China Everbright International Limited (中國光大國際有限公司), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“core connected persons”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company for the time being
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares during the period as set out in the ordinary resolution no. 5(1) in AGM Notice up to 20% of the total number of issued Shares as at the date of passing of the ordinary resolution no. 5(1)
“Latest Practicable Date”	7 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company with no nominal value
“Share Buy-back Rules”	the relevant rules set out in the Listing Rules to regulate the buy-back by companies with primary listing of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“%”	per cent.



CHINA EVERBRIGHT INTERNATIONAL LIMITED

中國光大國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 257)

Directors:

Executive Directors:

CAI Yunge (*Chairman*)

WANG Tianyi (*Chief Executive Officer*)

WONG Kam Chung, Raymond (*Chief Financial Officer*)

HU Yanguo (*Deputy General Manager*)

QIAN Xiaodong (*Deputy General Manager*)

Registered Office:

Room 2703, 27th Floor

Far East Finance Centre

16 Harcourt Road

Hong Kong

Independent non-executive Directors:

FAN Yan Hok, Philip

MAR Selwyn

ZHAI Haitao

SUO Xuquan

15 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE NEW SHARES
AND BUY BACK SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding, inter alia, the proposed renewal of the Issue Mandate, the Buy-back Mandate, re-election of the retiring Directors and to seek your approval of the resolutions relating to these matters at the AGM to be held at 38/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 May 2020 at 3:00 p.m., notice of which is set out on pages 15 to 18 of this circular.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES

At the annual general meeting of the Company held on 22 May 2019, general mandates were given to the Directors to allot, issue and deal with Shares and to exercise the powers of the Company to buy back Shares in accordance with the Share Buy-back Rules. Such general mandates will lapse at the conclusion of the AGM. Therefore, it is proposed to seek your approval at the AGM to renew these general mandates to:

- (i) grant to the Directors the Issue Mandate to allot, issue and deal with new Shares up to 20% of the total number of issued Shares as at the date of passing of the ordinary resolution no. 5(1) set out in the AGM Notice;
- (ii) grant to the Directors the Buy-back Mandate to exercise the powers of the Company to buy back Shares up to 10% of the total number of issued Shares as at the date of passing of the ordinary resolution no. 5(2) set out in the AGM Notice; and
- (iii) extend the Issue Mandate by adding to it an amount representing the total number of Shares which are bought back or otherwise acquired by the Company pursuant to the Buy-back Mandate.

Such general mandates proposed to be granted to the Directors will continue in force until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of Hong Kong to be held; or
- (iii) the date on which the authority set out in such ordinary resolutions no. 5(1) and no. 5(2) in the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Details of the Issue Mandate and Buy-back Mandate are set out in the ordinary resolutions no. 5(1) and no. 5(2) in the AGM Notice. An explanatory statement, as required to be sent to the Shareholders under the Share Buy-back Rules and under the Companies Ordinance, to provide you with requisite information in respect of the Buy-back Mandate is set out in the Appendix I hereto.

Details of the extension of the Issue Mandate are set out in the ordinary resolution no. 5(3) in the AGM Notice.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors, comprising (i) five executive Directors, namely Mr. Cai Yunge, Mr. Wang Tianyi, Mr. Wong Kam Chung, Raymond, Mr. Hu Yanguo and Mr. Qian Xiaodong; and (ii) four independent non-executive Directors, namely Mr. Fan Yan Hok, Philip, Mr. Mar Selwyn, Mr. Zhai Haitao and Mr. Suo Xuquan.

Pursuant to the article 77 of the Articles of Association, Mr. Wong Kam Chung, Raymond, Mr. Fan Yan Hok, Philip and Mr. Mar Selwyn, being the Directors longest in office since their last re-election, will retire by rotation from office at the AGM and, being eligible, offer themselves for re-election.

Mr. Mar Selwyn was appointed and has served as independent non-executive Director for more than nine years since September 2004. Pursuant to code A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive Director's independence and (b) if an independent non-executive Director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by the Shareholders.

The Company has received from Mr. Mar Selwyn a confirmation of his independence pursuant to rule 3.13 of the Listing Rules. Mr. Mar Selwyn has not engaged in any executive management of the Group. Mr. Mar Selwyn is a fellow member of the Institute of Chartered Accountants of United Kingdom and the Hong Kong Institute of Certified Public Accountants with many years of experience in professional accounting and corporate finance. Throughout his directorship with the Company, Mr. Mar has participated in the meetings of the Board and Board committees to give objective views and impartial advices as well as exercise independent judgment. He continues demonstrating a firm commitment to his role. Taking into consideration of his independent scope of works in the past years, the Directors consider Mr. Mar Selwyn to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, Mr. Mar Selwyn will be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2019 based on the independence criteria as set out in rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

The Nomination Committee had also considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the AGM. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Mr. Wong Kam Chung, Raymond, Mr. Fan Yan Hok, Philip and Mr. Mar Selwyn, stand for re-election as Directors at the

LETTER FROM THE BOARD

AGM. As a good corporate governance practice, each of the above retiring Directors abstained from voting at the relevant Board meeting on the respective proposals of their recommendations for re-election by the Shareholders at the AGM.

Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

Set out on pages 15 to 18 of this circular is the AGM Notice containing, inter alia, ordinary resolutions which will be proposed at the AGM to approve respectively the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate and the re-election of the retiring Directors.

5. VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

6. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM if they so wish.

7. RECOMMENDATION

The Board believes that the proposals for granting of the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the re-election of retiring Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders. Accordingly, the Board recommends that all Shareholders should vote in favour of the relevant resolutions set out in the AGM Notice.

Yours faithfully,
For and on behalf of the Board of
China Everbright International Limited
CAI Yunge
Chairman

This appendix serves as an explanatory statement required to be sent to the Shareholders under the Share Buy-back Rules to provide them with the requisite information for their consideration of the Buy-back Mandate and also constitutes the memorandum as required under section 239(2) of the Companies Ordinance.

(A) SHARES

As at the Latest Practicable Date, the number of issued Shares was 6,142,975,292 Shares.

Subject to the passing of the ordinary resolution no. 5(2) in the AGM Notice in respect of the Buy-back Mandate and on the basis of 6,142,975,292 Shares in issue and assuming no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 614,297,529 Shares during the period as set out in ordinary resolution no. 5(2) in the AGM Notice representing not more than 10% of the total number of issued Shares at the Latest Practicable Date.

(B) REASONS FOR THE BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders.

(C) FUNDING OF BUY-BACK

In Share buy-back, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the payment in respect of share buy-back may only be paid from distributable profits of the Company or the proceeds of a new issue of Shares made for the purpose of share buy-back to such extent allowable under the Companies Ordinance.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2019 in the event that the power to buy back Shares pursuant to the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(D) SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	8.190	7.430
May	7.830	7.090
June	7.630	7.160
July	7.670	6.950
August	7.000	5.910
September	6.350	5.930
October	6.190	5.800
November	6.270	5.820
December	6.380	5.850
2020		
January	6.380	5.450
February	5.910	5.180
March	5.330	3.700
April (up to and including the Latest Practicable Date)	4.540	4.180

(E) UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to buy back Shares pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the Companies Ordinance and any other applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates have any present intention to sell any Shares to the Company under the Buy-back Mandate if such mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell the Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

(F) TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Central Huijin Investment Ltd. ("**Huijin**") together with their close associates are beneficially interested in 2,580,666,137 Shares representing approximately 42.01% of the issued Shares. In the event that the Directors exercise in full the power to buy back Shares pursuant to the Buy-back Mandate, then (if the present shareholdings remain the same), the shareholdings of Huijin together with their close associates will be increased to approximately 46.68% of the issued Shares.

Based on such shareholding and in the event that the Directors exercised in full the power to buy back Shares pursuant to the Buy-back Mandate, an obligation to make a mandatory general offer by Huijin to the Shareholders under rule 26 of the Takeovers Code may arise. The Directors have no present intention to exercise the Buy-back Mandate to such an extent as would trigger the obligation under the Takeovers Code in the manner described above.

In the event that the Buy-back Mandate is exercised in full, the number of Shares held by the public will not fall below 25%.

(G) SHARE BUY-BACK MADE BY THE COMPANY

The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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The following are the particulars of the retiring Directors proposed to be re-elected at the AGM.

Mr. Wong Kam Chung, Raymond, aged 56, is the Executive Director and the Chief Financial Officer of the Company. He is also the Member of each of the Risk Management Committee and the Disclosure Committee of the Board, and a director of several subsidiaries of the Group. Mr. Wong holds a Master of Business Administration Degree, a Master of Management Degree in Information Technology Management from Macquarie University, Australia, and a Bachelor of Arts with Honours Degree in Accountancy from the City University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Institute of Chartered Accountants of England and Wales, a fellow member of the Association of Chartered Certified Accountants of United Kingdom and a member of the Chartered Professional Accountants of Canada. He has extensive experience in accounting, finance and auditing areas. Mr. Wong joined the Board in December 2002.

Save as disclosed above, Mr. Wong (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and he does not have any other major appointments or professional qualifications; and (ii) does not hold any position in the Company or any of its subsidiaries and does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong has personal interest in 2,740,740 Shares. He is not entitled to any director's fee in his capacity as the executive Director of the Company. For the year ended 31 December 2019, Mr. Wong received a total remuneration of HK\$5,328,000 which includes salary and a discretionary bonus for his employment as the Chief Financial Officer of the Company and his year-end discretionary bonus determined by the Remuneration Committee of the Company at its absolute discretion having regard to the Company's performance and the market situation. Details of his remuneration are set out in note 9 to the financial statements in the 2019 annual report. In accordance with the appointment letter between the Company and Mr. Wong, he is not appointed for a specific term of service except that he is subject to the arrangements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. There is no agreement in respect of the director's remuneration of Mr. Wong and his director's remuneration will be determined by the Board by reference to the prevailing market conditions and subject to the Shareholders' approval at the AGM.

Save as disclosed above, Mr. Wong has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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Mr. Fan Yan Hok, Philip, aged 70, is the Independent Non-executive Director of the Company, the Chairman of the Risk Management Committee, and the Member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Board. Mr. Fan is an independent non-executive director of the following Hong Kong listed public companies, namely Hysan Development Company Limited, First Pacific Company Limited, China Aircraft Leasing Group Holdings Limited and PFC Device Inc. Mr. Fan was formerly an independent director of Goodman Group, an Australian listed company, and a member of the Asian Advisory Committee of AustralianSuper, a pension fund established in Australia, until November 2017 and February 2017 respectively. Mr. Fan holds a Bachelor's Degree in Industrial Engineering, a Master's Degree in Operations Research from Stanford University and a Master's Degree in Management Science from Massachusetts Institute of Technology. Before joining the Company in 1997, he was an executive director of CITIC Pacific Limited in charge of industrial projects in China. Mr. Fan joined the Board in November 1997 and was re-designated as a Non-executive Director and an Independent Non-executive Director of the Company in January 2010 and December 2012 respectively.

Save as disclosed above, Mr. Fan (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and he does not have any other major appointments or professional qualifications; and (ii) does not hold any position in the Company or any of its subsidiaries.

Mr. Fan has given his annual written confirmation of independence to the Company and the Nomination Committee had assessed and reviewed it based on the independence criteria as set out in rule 3.13 of the Listing Rules. He does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, and has not engaged in any executive management of the Group. The Board is also not aware of any circumstance that might influence Mr. Fan in exercising independent judgment, and is satisfied that he has the required character, integrity, independence, experience and professional knowledge to fulfill the role of an Independent Non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent.

The Board is of the view that Mr. Fan is beneficial to the Board with diversity of his comprehensive experience and knowledge in corporate management, risk management and environmental protection industry that contribute to invaluable expertise, continuity and stability to the Board, and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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As at the Latest Practicable Date, Mr. Fan has personal interest in 11,154,810 Shares. In accordance with the appointment letter between the Company and Mr. Fan, he was appointed for a term of two years until 31 December 2021 that subject to the arrangements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. With effect from 1 January 2020, Mr. Fan is entitled to receive a director's fee of HK\$470,000 per annum which is subject to the approval of the Board by reference to the prevailing market conditions and subject to the Shareholders' approval at AGM. For the year ended 31 December 2019, he received a total remuneration of HK\$426,000 which included the director's fee and meeting allowance. Details of his remuneration are set out in note 9 to the financial statements in the 2019 annual report.

Save as disclosed above, Mr. Fan has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. Mar Selwyn, aged 84, is the Independent Non-executive Director of the Company, the Chairman of the Audit Committee of the Board, and the Member of each of the Remuneration Committee, the Nomination Committee and the Risk Management Committee of the Board. Mr. Mar graduated from the London School of Economics, University of London. He is a fellow member of the Institute of Chartered Accountants of United Kingdom and the Hong Kong Institute of Certified Public Accountants. Mr. Mar is a director of Nexia Charles Mar Fan Limited. He is also an independent non-executive director and chairman of the audit committee of Minmetals Land Limited and Man Yue Technology Holdings Limited, as well as an independent non-executive director of PanAsialum Holdings Company Limited. He was the President of Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) in 1991. Mr. Mar is an Honorary Fellow of the Lingnan University. He joined the Board in September 2004.

Save as disclosed above, Mr. Mar (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and he does not have any other major appointments or professional qualifications; and (ii) does not hold any position in the Company or any of its subsidiaries.

Mr. Mar has given his annual written confirmation of independence to the Company and the Nomination Committee had assessed and reviewed it based on the independence criteria as set out in rule 3.13 of the Listing Rules. He does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, and has not engaged in any executive management of the Group. The Board is also not aware of any circumstance that might influence Mr. Mar in exercising independent judgment, and is satisfied that he has the required character, integrity, independence, experience and professional knowledge to fulfill the role of an Independent Non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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The Board is of the view that Mr. Mar is beneficial to the Board with diversity of his comprehensive experience and knowledge in professional accounting and corporate finance that contribute to invaluable expertise, continuity and stability to the Board, and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

As at the Latest Practicable Date, Mr. Mar does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. In accordance with the appointment letter between the Company and Mr. Mar, he was appointed for a term of two years until 31 December 2021 that subject to the arrangements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. With effect from 1 January 2020, Mr. Mar is entitled to receive a director's fee of HK\$470,000 per annum which is subject to the approval of the Board by reference to the prevailing market conditions and subject to the Shareholders' approval at AGM. For the year ended 31 December 2019, he received a total remuneration of HK\$429,000 which included the director's fee and meeting allowance. Details of his remuneration are set out in note 9 to the financial statements in the 2019 annual report.

Save as disclosed above, Mr. Mar has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rule 13.51(2) of the Listing Rules.

In the opinion of the Directors, other than the aforesaid matters, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Directors.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the Annual General Meeting of China Everbright International Limited (the “**Company**”) will be held at 38/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 May 2020 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the report of the directors and independent auditor’s report for the year ended 31 December 2019.
2. To declare a final dividend of HK13.0 cents per share for the year ended 31 December 2019.
3.
 - (1) To re-elect Mr. Wong Kam Chung, Raymond as an executive director of the Company.
 - (2) To re-elect Mr. Fan Yan Hok, Philip as an independent non-executive director of the Company.
 - (3) To re-elect Mr. Mar Selwyn (who has served as an independent non-executive director of the Company for more than 9 years) as an independent non-executive director of the Company.
 - (4) To authorize the board of directors (the “**Directors**”) of the Company (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2020.
4. To re-appoint Ernst & Young as the auditor of the Company and to authorize the Board to fix its remuneration.
5. As special businesses, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

- (1) “**THAT:**
 - (A) subject to paragraph (C) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted be and hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted after the end of the Relevant Period;
- (C) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the total number of issued Shares as at the date of passing of this Resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (A) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (D) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to the holders of Shares, or any class of Shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or

NOTICE OF ANNUAL GENERAL MEETING

having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(2) “**THAT:**

(A) subject to paragraph (B) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(B) the aggregate number of the Shares to be bought back by the Company pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10 per cent. of the total number of issued Shares as at the date of passing of this Resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be bought back pursuant to the approval in paragraph (A) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(C) for the purposes of this Resolution,

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (3) “**THAT** the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the Ordinary Resolution no. 5(1) in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to the Ordinary Resolution no. 5(2) in the notice convening this meeting, provided that such extended number shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of passing of the Ordinary Resolution no. 5(2) in the notice convening this meeting.”

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

Hong Kong, 15 April 2020

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

Notes:

1. Any shareholder of the Company (the "**Shareholder**") entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and speak and, on a poll, to vote instead of him. A proxy need not be the Shareholder.
2. To be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged with the Company's share registrar, Tricor Tengis Limited ("**Tricor**") at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Where there are joint holders of any share in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for the purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. The register of members of the Company will be closed from Friday, 15 May 2020 to Wednesday, 20 May 2020, both days inclusive, on which no transfer of shares will be registered. In order to qualify for attending and voting at the annual general meeting, all transfer documents must be lodged with Tricor at the above address by no later than 4:30 p.m. on Thursday, 14 May 2020.
5. The register of members of the Company will also be closed from Wednesday, 27 May 2020 to Friday, 29 May 2020, both days inclusive, on which no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents must be lodged with Tricor at the above address by no later than 4:30 p.m. on Tuesday, 26 May 2020.
6. With regard to the Resolution no. 3 in this notice, the Board proposed that the retiring Directors, namely Mr. Wong Kam Chung, Raymond, Mr. Fan Yan Hok, Philip and Mr. Mar Selwyn be re-elected as Directors. Biographical details of these retiring Directors are set out in Appendix II to the circular dated 15 April 2020 to be despatched to the Shareholders.
7. If the Shareholders have any questions relating to the business of the meeting that they would like to be addressed, the Company encourages the Shareholders to submit their questions in writing by email to ir@ebchinaintl.com (please quote the shareholder reference number as printed under the address on the envelope, such reference number is the 6-digit number after "00257") from Monday, 11 May 2020 at 9:00 a.m. to Thursday, 14 May 2020 at 6:00 p.m. The Company will endeavor to address the questions raised. However, due to time constraints, unanswered questions will be responded to after the meeting as appropriate.
8. In case the meeting is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, please refer to the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company's website at (www.ebchinaintl.com/en/global/home.php) for announcement on bad weather arrangement for the meeting.