

Effective on 01/04/2012

CHINA EVERBRIGHT INTERNATIONAL LIMITED

**Procedures for Shareholders to Propose a Person
for Election as a Director**

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Written Notice by Shareholder

Article 75 of the articles of association of the Company provides that no person other than a director of the Company (the “Director”) retiring at the meeting shall, unless recommended by the board of directors (the “Board”), be eligible for election to the office of Director at any general meeting unless during the period commencing no earlier than the day after the dispatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date of such meeting, there has been given to the Secretary notice in writing by some Member (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

Any shareholder desiring to propose a person (“Candidate”) for election as a Director at a general meeting may do so by giving to the company secretary of the Company a written notice which identifies the Candidate and includes the information required below. The notice and supporting information should be sent to the Company Secretary at the registered address of the Company at Room 2703, 27th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Content of Notice

The written notice must include the following:

1. The name of the nominating shareholder, and the address(es) and phone number(s) at which the nominating shareholder can be contacted;
2. Evidence of shareholding of the nominating shareholder;
3. The candidate's full name, together with address(es) and phone number(s) where the Candidate can be contacted;
4. A statement of the candidate's qualifications and experiences, and any other qualities that the nominating shareholder believes that the Candidate would bring to the Board;

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5. The Candidate's resume, which must include at a minimum a detailed description of the candidate's business, professional or other appropriate experience, education background, a statement of whether he had convicted criminal offence(s) in the past, a list of other boards of directors of public companies (if any) on which the candidate currently serves or on which he or she served in the last three (3) years and other details of the Candidates as required under rule 13.52(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"); and
6. A written statement, signed by the candidate, agreeing that he or she will (i) be a nominee for election to the Board, and (ii) serve as Director if he or she is elected by shareholders.

The nominating shareholder may also include any additional information that the shareholder believes is relevant to the Nomination Committee's consideration of the Candidate. If a shareholder proposes a Candidate without submitting all of the foregoing items, the Nomination Committee may, in its discretion, reject the proposed Candidate, request more information from the nominating shareholder, or consider the proposed Candidate while reserving the right to request more information.

Nomination Committee's Consideration

It is the policy of the Nomination Committee to review and evaluate each candidate for nomination submitted by shareholders in accordance with these procedures on the same basis as candidates that are suggested by the Company's Board members.

When considering an individual Candidate's suitability for the Board, the Nomination Committee will evaluate each individual on a case-by-case basis. The Nomination Committee will make its determinations on whether to nominate an individual Candidate based on the Board's then-current needs, the merits of each such Candidate and the qualifications of other available Candidates.

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Timing of Proposals

The period for lodgment of above written notice shall commence not earlier than the day after the dispatch of the notice of relevant general meeting and end no later than seven (7) days prior to the date of the relevant general meeting. The Company is required under rule 13.70 of the Listing Rules to provide the information about the Proposal in a supplementary circular or by way of an announcement not later than 10 business days before the relevant general meeting. If the above written notice is received by the Company less than 21 days prior to the relevant general meeting, the Company may need to consider the adjournment of the relevant general meeting.

Note :

Shareholders may view the details of rules 13.51(2) and 13.70 of Chapter 13 of the Listing Rules at the Stock Exchange's website as follows :

http://www.hkex.com.hk/eng/rulesreg/listrules/mbrules/documents/chapter_13.pdf