

## CHINA EVERBRIGHT LIMITED

### Procedures for shareholders to propose a person for election as a director

1. For the purpose of these procedures, the following capitalized terms shall have the following meanings unless otherwise specified:

“Articles”	means the Articles of Association of the Company and the amendments applicable thereto from time to time;
“Board”	means the Board of Directors of the Company;
“Candidate”	means the person proposed by a Member for election as a Director;
“Company”	means China Everbright Limited;
“Company Secretary”	means the company secretary of the Company;
“Director”	means the Director of the Company;
“General Meeting”	means the general meeting of the Company;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the amendments applicable thereto from time to time;
“Member”	means a shareholder of the Company;
“Nomination Committee”	means the Nomination Committee of the Board;
“Notice”	means the notice mentioned in Clause 3 of these procedures; and
“Office”	means the registered office of the Company. i.e. 46/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong

2. In compliance with the Listing Rules, these procedures are for a Member to propose a person for election as a Director in an informed manner.
3. Article 122 of Articles provides that:

“No person other than a Director retiring at the meeting shall unless recommended by the Director be eligible for election to the office of Director at any General Meeting unless not less than seven days before the date appointed for the meeting there shall have been left at the Office notice in writing signed by a Member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected. For the purpose of this Article, the notice shall be lodged at the Office on a day no earlier than the day after the dispatch of the notice of the meeting appointed for such election and no later than 7 days prior to the date of such meeting.”
4. The Notice should include the following details:
  - (a) Full name, correspondence address and contact number of the Member;
  - (b) Evidence of shareholding of the Member;
  - (c) Full name, correspondence address, contact number and particulars of identification document (such as Hong Kong Identity Card Number or Passport Number) of the Candidate;
  - (d) Details of the Candidate’s qualifications and experience, etc. and other information required under Rule 13.51(2) of the Listing Rules;
  - (e) Any additional information which the Member believes is relevant.
5. Upon receipt of the Notice and accompanying documents, the Company Secretary should use his best endeavors to verify the contents thereof. If the contents thereof could not be verified, the Company Secretary should reject the Notice and notify the Member submitting the proposal accordingly.
6. If the Company Secretary could verify the contents thereof, he/she should then refer the matter to the Nomination Committee for its consideration. The Nomination Committee shall in its absolute discretion accept or reject the Notice with or without cause or request further information or take any other action as the Nomination

Committee thinks fit.

7. If the Nomination Committee accepts the Notice, the Company Secretary should notify the Member submitting such proposal accordingly and ask the Board to include the resolution in the agenda for the forthcoming General Meeting provided that the Member submitting such proposal has deposited a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the Notice in accordance with the statutory requirements to all other Members, subject to the compliance with the notice requirements of the applicable laws and regulations.
8. If the Nomination Committee rejects the Notice, the Company Secretary should inform the Member submitting such proposal accordingly.
9. The Company Secretary should keep a register of such proposals.
10. These procedures shall be effective from 1 April 2012.