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中國光大控股有限公司

CHINA EVERBRIGHT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 165)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 23 MAY 2024,
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHANGE OF COMPOSITION OF THE BOARD COMMITTEES,
CHANGE OF AUDITOR
AND
ADOPTION OF THE NEW ARTICLES OF ASSOCIATION**

POLL RESULTS OF ANNUAL GENERAL MEETING

Reference is made to the circular of China Everbright Limited (the “**Company**”) dated 18 April 2024 (the “**Circular**”) and the notice of the annual general meeting dated 18 April 2024 (the “**AGM Notice**”). Unless the context otherwise required, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The Board announced that at the Annual General Meeting held on 23 May 2024 (“**AGM**”), all resolutions set out in the AGM Notice were duly put and passed by the Shareholders as ordinary resolutions and special resolution by way of poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)		Total Number of Shares Voted
		For	Against	
1.	To receive and consider the Audited Financial Statements, Directors’ Report and Independent Auditor’s Report for the year ended 31 December 2023.	992,936,497 (99.67%)	3,293,200 (0.33%)	996,229,697
2.	To declare a final dividend of HK\$0.10 per share for the year ended 31 December 2023.	993,772,497 (99.63%)	3,720,000 (0.37%)	997,492,497
3.	(a) To re-elect Mr. Lin Chun as an executive director.	990,279,309 (99.31%)	6,913,188 (0.69%)	997,192,497

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)		Total Number of Shares Voted
		For	Against	
	(b) To re-elect Mr. An Xuesong as an executive director	990,949,084 (99.52%)	4,761,413 (0.48%)	995,710,497
	(c) To re-elect Ms. Wang Yun as an executive director.	990,870,000 (99.53%)	4,684,497 (0.47%)	995,554,497
	(d) To re-elect Mr. Yin Yanwu as an executive director.	990,949,084 (99.54%)	4,581,413 (0.46%)	995,530,497
	(e) To re-elect Dr. Qin Hongyuan as a non-executive director.	970,667,944 (97.50%)	24,900,553 (2.50%)	995,568,497
	(f) To re-elect Mr. Law Cheuk Kin Stephen as an independent non-executive director.	962,583,194 (96.68%)	33,081,303 (3.32%)	995,664,497
	(g) To re-elect Mr. Wong Chun Sek Edmund as an independent non-executive director	992,436,363 (99.69%)	3,128,134 (0.31%)	995,564,497
	(h) To authorize the board of directors of the Company to fix the remuneration of directors for the year ending 31 December 2024.	992,072,392 (99.64%)	3,586,105 (0.36%)	995,658,497
4.	To appoint KPMG as the auditor of the Company in place of the retiring auditor, Ernst & Young, to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be fixed by the board of directors of the Company.	992,872,497 (99.68%)	3,148,000 (0.32%)	996,020,497
5.	To approve the general mandate to issue new shares of the Company — Ordinary Resolution as set out in item 5 in the notice of Annual General Meeting.	878,165,376 (88.17%)	117,855,121 (11.83%)	996,020,497
6.	To approve the general mandate to buy back shares of the Company — Ordinary Resolution as set out in item 6 in the notice of Annual General Meeting.	994,576,497 (99.86%)	1,422,000 (0.14%)	995,998,497
7.	To approve the extension of the general mandate to issue new shares of the Company — Ordinary Resolution as set out in item 7 in the notice of Annual General Meeting.	914,582,845 (91.83%)	81,337,652 (8.17%)	995,920,497

SPECIAL RESOLUTION		Number of Votes (Approximate %)		Total Number of Shares Voted
		For	Against	
8.	To approve the adoption of the new articles of association of the Company — Special Resolution as set out in item 8 in the notice of Annual General Meeting.	966,891,848 (97.09%)	29,028,649 (2.91%)	995,920,497

As at the date of the AGM, the total number of issued and fully paid up shares of the Company was 1,685,253,712 shares. In relation to all resolutions put at the AGM, the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM was 1,685,253,712 shares. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and no holder of shares was required under the Listing Rules to abstain from voting at the AGM.

Tricor Secretaries Limited, the Share Registrar of the Company, acted as the scrutineer for the poll at the AGM.

All other Directors attended the AGM in person or by video conference except Mr. Yu Fachang, the Chairman of the Board, who could not attend the AGM due to other important business commitments. In accordance with the Articles of Association, the Directors present elected Mr. Lin Chun to be the chairman of the AGM.

Shareholders may refer to the Circular for details of the above resolutions put at the AGM. The Circular may be viewed and downloaded from the Company's website at www.everbright.com or the designated website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

Reference is made to the announcement of the Company dated 22 March 2024. With effect from the conclusion of the AGM, Dr. Chung Shui Ming Timpson (“**Dr. Chung**”) has retired as an independent non-executive Director, the Chairman of the Audit and Risk Management Committee of the Board, and a member of each of the Nomination Committee, the Remuneration Committee and the Strategy Committee of the Board. Mr. Wong Chun Sek Edmund, an independent non-executive Director, has been appointed as the Chairman of the Audit and Risk Management Committee of the Board immediately following the retirement of Dr. Chung.

Dr. Chung has demonstrated dedication during his tenure as an independent non-executive Director, provided valuable professional and independent advice to the Board continuously and performed the duties as the Chairman of the Audit and Risk Management Committee of the Board at a high level. The Board would like to express its gratitude to Dr. Chung for his contributions to the Board.

CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 22 March 2024 in relation to the proposed change of the auditor of the Company. With effect from the conclusion of the AGM, KPMG has been appointed as the auditor of the Company in place of the retiring auditor, Ernst & Young.

The Board would like to take this opportunity to express its gratitude to Ernst & Young for its professional services and support in the past.

ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

The Board announced that the resolution on the adoption of the new Articles of Association has been duly passed as a special resolution at the AGM. For details of the proposed amendments, please refer to Appendix III of the Circular.

The new Articles of Association will take effect immediately, the full text of which is available on the Company's website at www.everbright.com and the designated website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

By Order of the Board
China Everbright Limited
Wan Kim Ying Kasina
Company Secretary

Hong Kong, 23 May 2024

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Lin Chun (*President*)
Mr. An Xuesong
Ms. Wang Yun
Mr. Yin Yanwu

Non-executive Directors:

Mr. Yu Fachang (*Chairman*)
Dr. Qin Hongyuan

Independent Non-executive Directors:

Dr. Lin Zhijun
Mr. Law Cheuk Kin Stephen
Mr. Wong Chun Sek Edmund