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光大控股
EVERBRIGHT LIMITED

中國光大控股有限公司

CHINA EVERBRIGHT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 165)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Everbright Limited (the "**Company**") will be held at 38th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Thursday, 14 May 2026 at 10:00 a.m. (the "**Annual General Meeting**") for the following purposes:

1. To receive and consider the Audited Financial Statements, Directors' Report and Independent Auditor's Report for the year ended 31 December 2025.

2. To declare a final dividend of HK$0.05 per share for the year ended 31 December 2025.

3. (a) To re-elect Mr. Lin Chun as an Executive Director.

   (b) To re-elect Mr. An Xuesong as an Executive Director.

   (c) To re-elect Dr. Su Yang as an Executive Director.

   (d) To re-elect Mr. Law Cheuk Kin Stephen as an Independent Non-executive Director.

   (e) To re-elect Dr. Young Danqing Xu as an Independent Non-executive Director.

   (f) To authorise the board of directors of the Company to fix the remuneration of the directors for the year ending 31 December 2026.

4. To re-appoint KPMG as the auditor of the Company and to authorise the board of directors of the Company to fix auditor's remuneration.

As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

5. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company ("**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with new shares of the Company ("**Shares**") and securities convertible into such Shares or warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of new Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares as scrip dividends pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the total number of the issued Shares (excluding Treasury 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 (excluding Treasury 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 date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(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 law to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

"Rights Issue" means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company)."

6. "**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 any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong 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 Shares to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of the issued Shares (excluding Treasury 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 (excluding Treasury Shares) immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares adjusted accordingly; and

(c) for the purpose of this resolution:

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(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 law to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

7. "**THAT**:

subject to the passing of the resolutions set out in items 5 and 6 in the notice of the Annual General Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares pursuant to the resolution set out in item 5 in the notice of the Annual General Meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of Shares (excluding Treasure Shares) bought back by the Company under the authority granted pursuant to resolution set out in item 6 in the notice of the Annual General Meeting."

As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as a special resolution:

8. "**THAT**:

(a) the proposed amendments to the existing articles of association of the Company (the "**Proposed Amendments**"), details of which are set out in Appendix III to the circular of the Company dated 17 April 2026 of which this notice forms part, be and are hereby approved;

(b) the new articles of association of the Company, which contains all the Proposed Amendments (a copy of which has been produced to this meeting and marked "A" and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of this meeting; and

(c) any one director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the new articles of association of the Company."

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

Hong Kong, 17 April 2026

Notes:

1. The Annual General Meeting will be held in the form of a physical meeting. Any member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint proxy to attend and speak and, on a poll, to vote instead of him. A proxy need not be a member of the Company.

2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the registered office of the Company not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.

3. For the purpose of determining Shareholders' eligibility to attend, speak and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 11 May 2026 to Thursday, 14 May 2026, both days inclusive, during which no transfer of Shares will be registered. The record date is Monday, 11 May 2026. In order to be eligible to attend, speak and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Registrar, Tricor Investor Services Limited (the "**Registrar**"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 8 May 2026.

4. For the purpose of determining the entitlement to the proposed final dividend, the register of members of the Company will also be closed from Friday, 22 May 2026 to Tuesday, 26 May 2026, both days inclusive, during which no transfer of Shares will be registered. The record date is Tuesday, 26 May 2026. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 21 May 2026.

5. In the case of joint holders of Share(s), if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect thereof.

6. In relation to re-election of retiring directors in item 3 above, the biographical details of the retiring directors standing for re-election at the Annual General Meeting are disclosed in Appendix II of the circular dated 17 April 2026 to be despatched to members of the Company.

7. In case the Annual General Meeting is anticipated to be affected by bad weather with a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above, please visit the website of the Stock Exchange (https://www.hkexnews.hk) and the Company's website (https://www.everbright.com) for announcement on bad weather arrangements for the Annual General Meeting.

As at the date of this notice, the Directors of the Company are:

Executive Directors:
Mr. Lin Chun *(Chairman)*
Mr. Pan Jianyun
Mr. An Xuesong
Dr. Su Yang

Independent Non-executive Directors:
Dr. Lin Zhijun
Mr. Law Cheuk Kin Stephen
Mr. Wong Chun Sek Edmund
Dr. Young Danqing Xu