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## DEFINITIONS

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*In this Prospectus, unless the context otherwise requires, the following words and expressions shall have the following meanings.*

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| “12 <sup>th</sup> Five-Year Plan”       | the PRC 12 <sup>th</sup> Five-Year Plan for National Economic and Social Development adopted by the NPC in March 2011 for the period from 2011 to 2015   |
| “13 <sup>th</sup> Five-Year Plan”       | the PRC 13 <sup>th</sup> Five-Year Plan for National Economic and Social Development adopted by the NPC in March 2016 for the period from 2016 to 2020   |
| “Application Form(s)”                   | <b>WHITE</b> application form(s), <b>YELLOW</b> application form(s), <b>GREEN</b> application form(s) and <b>BLUE</b> application form(s) or where the context so requires, any of them, that are used in connection with the Hong Kong Public Offering or the Preferential Offering (as applicable)                                       |
| “Articles of Association” or “Articles” | the amended and restated articles of association of the Company adopted on April 10, 2017, a summary of which is set out in Appendix IV of this Prospectus, and as amended from time to time   |
| “associate(s)”                          | has the meaning ascribed thereto under the Hong Kong Listing Rules   |
| “Assured Entitlement”                   | the entitlement of the Qualifying CEIL Shareholders to apply for the Reserved Shares on an assured basis under the Preferential Offering determined on the basis of their respective shareholdings in CEIL at 4:30 p.m. on the Record Date   |
| “Audit and Risk Management Committee”   | the audit and risk management committee of the Board   |
| “Authority”                             | any governmental or regulatory commission, board, body, authority or agency, or any stock exchange, self-regulatory organization or other non-governmental regulatory authority, or any court, tribunal or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic or foreign |
| “ <b>BLUE</b> Application Form(s)”      | the application form(s) to be sent to the Qualifying CEIL Shareholders to subscribe for the Reserved Shares pursuant to the Preferential Offering  |
| “Board” or “Board of Directors”         | our board of Directors   |
| “Board Lot”                             | means the board lot in which the Shares are traded on the Hong Kong Stock Exchange from time to time   |

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| “BOO”                         | build-operate-own, a project model in which an entity builds, owns and operates its facilities and assets with no obligation to transfer its ownership of the relevant facilities and assets to any specified parties at any time. For details regarding our BOO contractual arrangements, see “Business — Our Customers — BOO and BOT Models”  |
| “BOT”                         | build-operate-transfer, a project model in which an entity receives a concession from the public sector to finance, design, construct and operate a facility stated in the concession agreement for a definite period of time and transfer the facility and assets to the public sector after the completion of the concession period, at which point the obligation of the entity to operate the designed and constructed facility effectively terminates. For details regarding our BOT contractual arrangements, see “Business — Our Customers — BOO and BOT Models” |
| “Business Day”                | any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are open generally for normal banking business to the public   |
| “BVI”                         | the British Virgin Islands  |
| “Capitalization Issue”        | the issue of 1,439,996,000 Shares upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the section entitled “Appendix V — Statutory and General information — A. Further Information about Our Company — 6. Resolutions in writing of our then sole Shareholder passed on April 10, 2017”  |
| “CCASS”                       | the Central Clearing and Settlement System established and operated by HKSCC  |
| “CCASS Clearing Participant”  | a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant  |
| “CCASS Custodian Participant” | a person admitted to participate in CCASS as a custodian participant  |
| “CCASS Investor Participant”  | a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation   |
| “CCASS Participant”           | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant   |
| “CDC”                         | Chinese Centre for Disease Control and Prevention (中國疾病預防控制中心)  |

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| “CE Alternative Energy Holdings”                  | China Everbright Alternative Energy Holdings Limited (中國光大新能源控股有限公司), a company incorporated in Hong Kong with limited liability on November 24, 2010, and an indirect wholly-owned subsidiary of our Company  |
| “CE Biomass Energy Investment”                    | China Everbright Biomass Energy Investment Limited (中國光大生物能源投資有限公司), formerly registered under the name China Everbright Alternative Energy Investment Limited (中國光大新能源投資有限公司), a company incorporated in Hong Kong with limited liability on January 14, 2010, and an indirect wholly-owned subsidiary of our Company |
| “CE Clean Energy Investment”                      | China Everbright Clean Energy Investment Limited (中國光大清潔能源投資有限公司), a company incorporated in Hong Kong with limited liability on December 8, 2010, and an indirect wholly-owned subsidiary of our Company  |
| “CE Environmental”                                | China Everbright Environmental Group Limited (中國光大環境集團有限公司), a company incorporated in Hong Kong with limited liability on April 8, 2016, a wholly-owned subsidiary of CEIL and a connected person of the Company  |
| “CE Environmental Energy (HK) Investment”         | China Everbright Environmental Energy (HK) Investment Limited (中國光大環保能源(香港)投資有限公司), formerly registered under the name Ever Brightest Holdings Limited (永俊控股有限公司), a company limited by shares incorporated in the BVI on January 7, 2008, and a wholly-owned subsidiary of CEIL                                       |
| “CE Environmental Protection Holdings”            | China Everbright Environmental Protection Holdings Limited (中國光大環保控股有限公司), a company incorporated in Hong Kong with limited liability on September 10, 2004, and a wholly-owned subsidiary of CEIL   |
| “CE Environmental Repairing Investment”           | China Everbright Environmental Repairing Investment Limited (中國光大環境修復投資有限公司), a company incorporated in Hong Kong with limited liability on March 13, 2017, and an indirect wholly-owned subsidiary of our Company   |
| “CE Environmental Solid Waste Treatment Holdings” | China Everbright Environmental Solid Waste Treatment Holdings Limited (中國光大環保固廢處置控股有限公司), a company incorporated in Hong Kong with limited liability on June 11, 2007, and an indirect wholly-owned subsidiary of our Company  |

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| “CE Greentech Management”                  | China Everbright Greentech Management Limited (中國光大綠色環保管理有限公司), a company incorporated in Hong Kong with limited liability on December 9, 2015, and an indirect wholly-owned subsidiary of our Company;          |
| “CE Hong Kong”                             | China Everbright Holdings Company Limited (中國光大集團有限公司), a company incorporated in Hong Kong with limited liability on May 10, 1983, which is a wholly-owned subsidiary of China Everbright Group                 |
| “CE Urban and Rural Integrated Investment” | China Everbright Urban and Rural Integrated Investment Limited (中國光大城鄉一體投資有限公司), a company limited by shares incorporated in the BVI on July 14, 2015, and an indirect wholly-owned subsidiary of our Company    |
| “CEG Corporate Services”                   | CEG Corporate Services Limited (中國光大綠色環保服務有限公司), a company incorporated in Hong Kong with limited liability on March 10, 2016, and an indirect wholly-owned subsidiary of our Company                            |
| “CEG Plasma Technology Investment”         | CEG Plasma Technology Investment Limited (光大綠色環保等離子技術投資有限公司), a company incorporated in Hong Kong with limited liability on March 13, 2017, and an indirect wholly-owned subsidiary of our Company               |
| “CEIL”                                     | China Everbright International Limited (中國光大國際有限公司), a company incorporated under the laws of Hong Kong, the shares of which are listed on the Stock Exchange (stock code: 257), and our Controlling Shareholder |
| “CEIL Group”                               | CEIL and its subsidiaries, including our Group   |
| “CEIL Shares”                              | ordinary shares with no nominal value in the share capital of CEIL   |
| “CEIL Shareholder(s)”                      | holder(s) of CEIL Shares   |
| “Central China”                            | includes Henan Province, Hubei Province and Hunan Province   |
| “Central Huijin”                           | Central Huijin Investment Ltd. (中央匯金投資有限公司)  |
| “Chant Group”                              | Guangdong Chant Group Co., Ltd. (廣東長青股份有限公司)   |
| “China” or “PRC”                           | the People’s Republic of China, except where the context otherwise requires and only for the purpose of this Prospectus, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan      |

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| “ChinaClear”                                  | China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)   |
| “ChinaClear Stock Connect Implementing Rules” | The Implementing Rules for Registration, Depository and Clearing Services under Mainland-Hong Kong Stock Connect (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》) issued by ChinaClear   |
| “China Development Bank”                      | China Development Bank Corporation (國家開發銀行股份有限公司), a financial institution in the PRC under the direct supervision of the State Council   |
| “China Everbright Green Holdings”             | China Everbright Green Holdings Limited (中國光大綠色控股有限公司), a company limited by shares incorporated in the BVI on July 22, 2015, being our direct sole Shareholder and a wholly-owned subsidiary of CEIL   |
| “China Everbright Group”                      | China Everbright Group Ltd. (中國光大集團股份公司), a company incorporated in the PRC with limited liability on November 12, 1990, which indirectly held 41.4% shares in CEIL as at the Latest Practicable Date   |
| “China Everbright Water”                      | China Everbright Water Limited (中國光大水務有限公司), formerly registered under the names Bio-Trent Technology Limited and HanKore Environment Tech Group Limited (漢科環境科技集團有限公司), an exempted company incorporated in Bermuda with limited liability, the shares of which have been listed on the main board of the SGX-ST |
| “close associate(s)”                          | has the meaning ascribed thereto under the Hong Kong Listing Rules  |
| “Code”  | the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Hong Kong Listing Rules   |
| “Companies Law” or “Cayman Companies Law”     | the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time  |
| “Companies Ordinance”                         | the Companies Ordinance of Hong Kong (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time   |

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| “Companies (Winding Up and Miscellaneous Provisions) Ordinance” | Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time  |
| “Company,” “our Company” or “the Company”                       | China Everbright Greentech Limited (中國光大綠色環保有限公司), an exempted company incorporated in the Cayman Islands on October 13, 2015 with limited liability, which has been registered in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance |
| “connected person(s)”   | has the meaning ascribed thereto under the Hong Kong Listing Rules   |
| “connected transaction(s)”                                      | has the meaning ascribed thereto under the Hong Kong Listing Rules   |
| “Controlling Shareholder”                                       | has the meaning ascribed thereto in the Hong Kong Listing Rules and, unless the context otherwise requires, refers to CEIL   |
| “core connected person(s)”                                      | has the meaning ascribed thereto under the Hong Kong Listing Rules   |
| “CSRC”  | China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the securities markets in the PRC  |
| “Director(s)”   | the director(s) of our Company   |
| “East China”  | includes Anhui Province, Fujian Province, Jiangsu Province, Jiangxi Province, Shandong Province, Zhejiang Province, and Shanghai   |
| “EB Alternative Energy (Dangshan)”                              | 光大新能源(蕩山)有限公司 (Everbright Alternative Energy (Dangshan) Company Limited), a company incorporated in the PRC with limited liability on May 6, 2010, and an indirect wholly-owned subsidiary of our Company  |
| “EB Alternative Energy (Suzhou) Holdings”                       | Everbright Alternative Energy (Suzhou) Holdings Limited (光大新能源(宿州)控股有限公司), a company incorporated in Hong Kong with limited liability on March 3, 2010, and an indirect wholly-owned subsidiary of our Company   |

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| “EB Biomass Energy (Bengbu) Holdings”  | Everbright Biomass Energy (Bengbu) Holdings Limited (光大生物能源(蚌埠)控股有限公司), formerly registered as Everbright Biomass Energy (Linyi) Holdings Limited (光大生物能源(臨邑)控股有限公司), a company incorporated in Hong Kong with limited liability on March 8, 2011, and an indirect wholly-owned subsidiary of our Company                  |
| “EB Biomass Energy (Chaohu) Holdings”  | Everbright Biomass Energy (Chaohu) Holdings Limited (光大生物能源(巢湖)控股有限公司), a company incorporated in Hong Kong with limited liability on April 1, 2011, and an indirect wholly-owned subsidiary of our Company  |
| “EB Biomass Energy (Chuzhou)”          | 光大生物能源(滁州)有限公司 (Everbright Biomass Energy (Chuzhou) Company Limited), a company incorporated in the PRC with limited liability on April 17, 2015, and an indirect wholly-owned subsidiary of our Company   |
| “EB Biomass Energy (Chuzhou) Holdings” | Everbright Biomass Energy (Chuzhou) Holdings Limited (光大生物能源(滁州)控股有限公司), formerly registered under the name Everbright Biomass Energy (Xuzhou) Holdings Limited (光大生物能源(徐州)控股有限公司), a company incorporated in Hong Kong with limited liability on January 25, 2010, and an indirect wholly-owned subsidiary of our Company |
| “EB Biomass Energy (Dingyuan)”         | 光大生物能源(定遠)有限公司 (Everbright Biomass Energy (Dingyuan) Company Limited), a company incorporated in the PRC with limited liability on November 12, 2014, and an indirect wholly-owned subsidiary of our Company   |
| “EB Biomass Energy (Guixi)”            | 光大生物能源(貴溪)有限公司 (Everbright Biomass Energy (Guixi) Limited), a company incorporated in the PRC with limited liability on February 21, 2017, and an indirect wholly-owned subsidiary of our Company  |
| “EB Biomass Energy (Hanshan)”          | 光大生物能源(含山)有限公司 (Everbright Biomass Energy (Hanshan) Company Limited), a company incorporated in the PRC with limited liability on August 18, 2011, and an indirect wholly-owned subsidiary of our Company  |
| “EB Biomass Energy (Huai’an) Holdings” | Everbright Biomass Energy (Huai’an) Holdings Limited (光大生物能源(淮安)控股有限公司), a company incorporated in Hong Kong with limited liability on May 30, 2014, and an indirect wholly-owned subsidiary of our Company  |

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| “EB Biomass Energy (Huaiyuan)”         | 光大生物能源(懷遠)有限公司 (Everbright Biomass Energy (Huaiyuan) Company Limited), a company incorporated in the PRC with limited liability on November 14, 2014, and an indirect wholly-owned subsidiary of our Company     |
| “EB Biomass Energy (Lianshui)”         | 光大生物能源(漣水)有限公司 (Everbright Biomass Energy (Lianshui) Limited), a company incorporated in the PRC with limited liability on March 28, 2017, and an indirect wholly-owned subsidiary of our Company                |
| “EB Biomass Energy (Lingbi)”           | 光大生物能源(靈璧)有限公司 (Everbright Biomass Energy (Lingbi) Company Limited), a company incorporated in the PRC with limited liability on November 28, 2014, and an indirect wholly-owned subsidiary of our Company       |
| “EB Biomass Energy (Liu’an)”           | 光大生物能源(六安)有限公司 (Everbright Biomass Energy (Liu’an) Company Limited), a company incorporated in the PRC with limited liability on May 5, 2016, and an indirect wholly-owned subsidiary of our Company             |
| “EB Biomass Energy (Liu’an) Holdings”  | EB Biomass Energy (Liu’an) Holdings Limited (光大生物能源(六安)控股有限公司), a company incorporated in Hong Kong with limited liability on March 29, 2016, and an indirect wholly-owned subsidiary of our Company             |
| “EB Biomass Energy (Nantong) Holdings” | Everbright Biomass Energy (Nantong) Holdings Limited (光大生物能源(南通)控股有限公司), a company incorporated in Hong Kong with limited liability on December 17, 2014, and an indirect wholly-owned subsidiary of our Company |
| “EB Biomass Energy (Puyang)”           | 光大生物能源(濮陽)有限公司 (Everbright Biomass Energy (Puyang) Limited), a company incorporated in the PRC with limited liability on February 7, 2017, and an indirect wholly-owned subsidiary of our Company                |
| “EB Biomass Energy (Rudong)”           | 光大生物能源(如東)有限公司 (Everbright Biomass Energy (Rudong) Company Limited), a company incorporated in the PRC with limited liability on February 2, 2015, and an indirect wholly-owned subsidiary of our Company        |
| “EB Biomass Energy (Rugao)”            | 光大生物能源(如皋)有限公司 (Everbright Biomass Energy (Rugao) Company Limited), a company incorporated in the PRC with limited liability on August 5, 2015, and an indirect wholly-owned subsidiary of our Company           |
| “EB Biomass Energy (Shayang)”          | 光大生物能源(沙洋)有限公司 (Everbright Biomass Energy (Shayang) Limited), a company incorporated in the PRC with limited liability on January 3, 2017, and an indirect wholly-owned subsidiary of our Company                |



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| “EB Biomass Energy (Suqian)”          | 光大生物能源(宿遷)有限公司 (Everbright Biomass Energy (Suqian) Company Limited), a company incorporated in the PRC with limited liability on July 31, 2014, and an indirect wholly-owned subsidiary of our Company  |
| “EB Biomass Energy (Suqian) Holdings” | Everbright Biomass Energy (Suqian) Holdings Limited (光大生物能源(宿遷)控股有限公司), a company incorporated in Hong Kong with limited liability on December 12, 2010, and an indirect wholly-owned subsidiary of our Company   |
| “EB Biomass Energy (TianjinJixian)”   | 光大生物能源(天津薊縣)有限公司 (Everbright Biomass Energy (TianjinJixian) Limited), a company incorporated in the PRC with limited liability on December 1, 2016, and an indirect wholly-owned subsidiary of our Company  |
| “EB Biomass Energy (Xuyi)”            | 光大生物能源(盱眙)有限公司 (Everbright Biomass Energy (Xuyi) Company Limited), a company incorporated in the PRC with limited liability on June 16, 2014, and an indirect wholly-owned subsidiary of our Company  |
| “EB Biomass Fuel (Guanyun)”           | 光大生物燃料(灌雲)有限公司 (Everbright Biomass Fuel (Guanyun) Company Limited), a company incorporated in the PRC with limited liability on September 12, 2014, and an indirect wholly-owned subsidiary of our Company  |
| “EB Biomass Fuel (Suqian)”            | 光大生物燃料(宿遷)有限公司 (Everbright Biomass Fuel (Suqian) Company Limited), a company incorporated in the PRC with limited liability on September 2, 2014, and an indirect wholly-owned subsidiary of our Company  |
| “EB Biomass Fuel (Xuyi)”              | 光大生物燃料(盱眙)有限公司 (Everbright Biomass Fuel (Xuyi) Company Limited), a company incorporated in the PRC with limited liability on September 11, 2014, and an indirect wholly-owned subsidiary of our Company   |
| “EB Clean Energy (Anqing) Holdings”   | Everbright Clean Energy (Anqing) Holdings Limited (光大清潔能源(安慶)控股有限公司), formerly registered under the name Everbright Alternative Energy (Anqing) Holdings Limited (光大新能源(安慶)控股有限公司), a company incorporated in Hong Kong with limited liability on March 3, 2010, and an indirect wholly-owned subsidiary of our Company |

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| “EB Clean Energy (Changzhou) Holdings”            | Everbright Clean Energy (Changzhou) Holdings Limited (光大清潔能源(常州)控股有限公司), a company incorporated in Hong Kong with limited liability on June 13, 2011, and an indirect wholly-owned subsidiary of our Company   |
| “EB Clean Energy (Germany) Holdings”              | Everbright Clean Energy (Germany) Holdings Limited (光大清潔能源(德國)控股有限公司), a company incorporated in Hong Kong with limited liability on February 22, 2011, and an indirect wholly-owned subsidiary of our Company   |
| “EB Clean Energy (Germany) Investment”            | Everbright Clean Energy (Germany) Investment Limited (光大清潔能源(德國)投資有限公司), a company limited by shares incorporated in the BVI on February 15, 2011, and an indirect wholly-owned subsidiary of our Company  |
| “EB Clean Energy (Nanjing) Holdings”              | Everbright Clean Energy (Nanjing) Holdings Limited (光大清潔能源(南京)控股有限公司), a company incorporated in Hong Kong with limited liability on August 4, 2015, and an indirect wholly-owned subsidiary of our Company  |
| “EB Clean Energy (Suqian) Holdings”               | Everbright Clean Energy (Suqian) Holdings Limited (光大清潔能源(宿遷)控股有限公司), formerly registered under the name Everbright Alternative Energy (Suqian) Holdings Limited (光大新能源(宿遷)控股有限公司), a company incorporated in Hong Kong with limited liability on June 3, 2010, and an indirect wholly-owned subsidiary of our Company       |
| “EB Clean Energy (Xinzhou) Holdings”              | Everbright Clean Energy (Xinzhou) Holdings Limited (光大清潔能源(忻州)控股有限公司), a company incorporated in Hong Kong with limited liability on January 14, 2014, and an indirect wholly-owned subsidiary of our Company  |
| “EB Clean Energy (Zhenjiang) Holdings”            | Everbright Clean Energy (Zhenjiang) Holdings Limited (光大清潔能源(鎮江)控股有限公司), formerly registered under the name Everbright Alternative Energy (Zhenjiang) Holdings Limited (光大新能源(鎮江)控股有限公司), a company incorporated in Hong Kong with limited liability on June 3, 2010, and an indirect wholly-owned subsidiary of our Company |
| “EB Environmental Energy (Anhui Suzhou) Holdings” | Everbright Environmental Energy (Anhui Suzhou) Holdings Limited (光大環保能源(安徽宿州)控股有限公司), a company incorporated in Hong Kong with limited liability on May 28, 2014, and an indirect wholly-owned subsidiary of our Company   |

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| “EB Environmental Energy (Dangshan)”                              | 光大環保能源(礪山)有限公司 (Everbright Environmental Energy (Dangshan) Company Limited), a company incorporated in the PRC with limited liability on July 9, 2014, and an indirect wholly-owned subsidiary of our Company                                     |
| “EB Environmental Energy (Lingbi)”                                | 光大環保能源(靈璧)有限公司 (Everbright Environmental Energy (Lingbi) Company Limited), a company incorporated in the PRC with limited liability on December 22, 2014, and an indirect wholly-owned subsidiary of our Company                                  |
| “EB Environmental Energy Management”                              | EB Environmental Energy Management Limited (光大環保能源管理有限公司), a company limited by shares incorporated in the BVI on September 23, 2015, and a wholly-owned subsidiary of CEIL   |
| “EB Environmental Protection Hazardous Waste Treatment (Zibo)”    | 光大環保危廢處置(淄博)有限公司 (Everbright Environmental Protection Hazardous Waste Treatment (Zibo) Company Limited), a company incorporated in the PRC with limited liability on October 17, 2013, and an indirect wholly-owned subsidiary of our Company     |
| “EB Environmental Protection (Lianyungang) Solid Waste Treatment” | 光大環保(連雲港)固廢處置有限公司 (Everbright Environmental Protection (Lianyungang) Solid Waste Treatment Company Limited), a company incorporated in the PRC with limited liability on October 23, 2012, and an indirect wholly-owned subsidiary of our Company |
| “EB Environmental Protection (Lianyungang) Waste Disposal”        | 光大環保(連雲港)廢棄物處理有限公司 (Everbright Environmental Protection (Lianyungang) Waste Disposal Company Limited), a company incorporated in the PRC with limited liability on November 1, 2002, and an indirect wholly-owned subsidiary of our Company       |
| “EB Environmental Protection (Suqian) Solid Waste Treatment”      | 光大環保(宿遷)固廢處置有限公司 (Everbright Environmental Protection (Suqian) Solid Waste Treatment Company Limited), a company incorporated in the PRC with limited liability on March 14, 2011, and an indirect wholly-owned subsidiary of our Company         |
| “EB Environmental Protection (Suzhou) Solid Waste Treatment”      | 光大環保(蘇州)固廢處置有限公司 (Everbright Environmental Protection (Suzhou) Solid Waste Treatment Company Limited), a company incorporated in the PRC with limited liability on September 26, 2006, and an indirect wholly-owned subsidiary of our Company     |

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| “EB Environmental Protection (Yancheng) Solid Waste Treatment” | 光大環保(鹽城)固廢處置有限公司 (Everbright Environmental Protection (Yancheng) Solid Waste Treatment Company Limited), a company incorporated in the PRC with limited liability on June 28, 2013, and which is held as to 90% equity interests by our Company  |
| “EB Environmental Solid Waste Treatment (Xinyi)”               | 光大環保固廢處置(新沂)有限公司 (Everbright Environmental Solid Waste Treatment (Xinyi) Limited), a company incorporated in the PRC with limited liability on September 21, 2014, and an indirect wholly-owned subsidiary of our Company  |
| “EB Greentech Biological Technology (Xinyi)”                   | 光大綠色環保生物科技(新沂)有限公司 (EB Greentech Biology Technology (Xinyi) Limited), a company incorporated in the PRC with limited liability on January 22, 2017, and an indirect wholly-owned subsidiary of our Company   |
| “EB Greentech Biomass Energy (Jing Men) Holdings”              | EB Greentech Biomass Energy (Jing Men) Holdings Limited (光大綠色環保生物能源(荊門)控股有限公司), formerly registered under the name EB Greentech Biomass Energy (Shayang) Holdings Limited (光大綠色環保生物能源(沙洋)控股有限公司), a company incorporated in Hong Kong with limited liability on September 14, 2016, and an indirect wholly-owned subsidiary of our Company |
| “EB Greentech Biomass Energy (Puyang) Holdings”                | EB Greentech Biomass Energy (Puyang) Holdings Limited (光大綠色環保生物能源(濮陽)控股有限公司), a company incorporated in Hong Kong with limited liability on January 3, 2017, and an indirect wholly-owned subsidiary of our Company  |
| “EB Greentech Biomass Energy (Tianjin) Holdings”               | EB Greentech Biomass Energy (Tianjin) Holdings Limited (光大綠色環保生物能源(天津)控股有限公司), a company incorporated in Hong Kong with limited liability on September 30, 2016, and an indirect wholly-owned subsidiary of our Company  |
| “EB Greentech Biomass Energy (Yingtan) Holdings”               | EB Greentech Biomass Energy (Yingtan) Holdings Limited (光大綠色環保生物能源(鷹潭)控股有限公司), a company incorporated in Hong Kong with limited liability on January 26, 2017, and an indirect wholly-owned subsidiary of our Company  |
| “EB Greentech Environmental Solid Waste Treatment (Chuzhou)”   | 光大綠色環保固廢處置(滁州)有限公司 (EB Greentech Environmental Solid Waste Treatment (Chuzhou) Limited), a company incorporated in the PRC with limited liability on March 17, 2017, and an indirect wholly-owned subsidiary of our Company  |

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## DEFINITIONS

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| “EB Greentech Environmental Solid Waste Treatment (Chuzhou) Holdings” | EB Greentech Environmental Solid Waste Treatment (Chuzhou) Holdings Limited (光大綠色環保危廢處置(滁州)控股有限公司), a company incorporated in Hong Kong with limited liability on January 11, 2017, and an indirect wholly-owned subsidiary of our Company |
| “EB Greentech Environmental Solid Waste Treatment (Linshu)”           | 光大綠色環保危廢處置(臨沭)有限公司(EB Greentech Environmental Solid Waste Treatment (Linshu) Limited), a company incorporated in the PRC with limited liability on November 16, 2016, and an indirect wholly-owned subsidiary of our Company               |
| “EB Greentech Environmental Solid Waste Treatment (Linyi) Holdings”   | EB Greentech Environmental Solid Waste Treatment (Linyi) Holdings Limited (光大綠色環保危廢處置(臨沂)控股有限公司), a company incorporated in Hong Kong with limited liability on July 11, 2016, and an indirect wholly-owned subsidiary of our Company      |
| “EB Greentech Environmental Solid Waste Treatment (Nanjing) Holdings” | EB Greentech Environmental Solid Waste Treatment (Nanjing) Holdings Limited (光大綠色環保危廢處置(南京)控股有限公司), a company incorporated in Hong Kong with limited liability on July 11, 2016, and an indirect wholly-owned subsidiary of our Company    |
| “EB Greentech Environmental Solid Waste Treatment (Suzhou) Holdings”  | EB Greentech Environmental Solid Waste Treatment (Suzhou) Holdings Limited (光大綠色環保固廢處置(蘇州)控股有限公司), a company incorporated in Hong Kong with limited liability on April 8, 2016, and an indirect wholly-owned subsidiary of our Company     |
| “EB Greentech Solid Waste Treatment (Zhenjiang) Holdings”             | EB Greentech Solid Waste Treatment (Zhenjiang) Holdings Limited (光大綠色環保危廢處置(鎮江)控股有限公司), a company incorporated in Hong Kong with limited liability on May 16, 2016, and an indirect wholly-owned subsidiary of our Company                 |
| “EB Hazardous Waste Holdings”   | EB Hazardous Waste Holdings Limited (光大危廢控股有限公司), a company limited by shares incorporated in the BVI on November 2, 2015, and an indirect wholly-owned subsidiary of our Company  |
| “EB Photovoltaic Energy (Changzhou)”                                  | 光大光伏能源(常州)有限公司 (Everbright Photovoltaic Energy (Changzhou) Company Limited), a company incorporated in the PRC with limited liability on July 29, 2011, and an indirect wholly-owned subsidiary of our Company                             |

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| “EB Photovoltaic Energy (Huaining)”                  | 光大光伏能源(懷寧)有限公司 (Everbright Photovoltaic Energy (Huaining) Company Limited), a company incorporated in the PRC with limited liability on May 12, 2010, and an indirect wholly-owned subsidiary of our Company                            |
| “EB Photovoltaic Energy (Suqian)”                    | 光大光伏能源(宿遷)有限公司 (Everbright Photovoltaic Energy (Suqian) Company Limited), a company incorporated in the PRC with limited liability on September 7, 2010, and an indirect wholly-owned subsidiary of our Company                         |
| “EB Photovoltaic Energy (Zhenjiang)”                 | 光大光伏能源(鎮江)有限公司 (Everbright Photovoltaic Energy (Zhenjiang) Company Limited), a company incorporated in the PRC with limited liability on September 7, 2010, and an indirect wholly-owned subsidiary of our Company                      |
| “EB Pyroelectric Energy (Liuán)”                     | 光大生物熱電(六安)有限公司 (Everbright Pyroelectric Energy (Liuán) Company Limited), a company incorporated in the PRC with limited liability on May 5, 2016, and an indirect wholly-owned subsidiary of our Company                                |
| “EB Renewable Energy and Hazardous Waste Investment” | EB Renewable Energy and Hazardous Waste Investment Limited (光大再生能源及危廢投資有限公司), a company limited by shares incorporated in the BVI on October 23, 2015, and a wholly-owned subsidiary of our Company                                     |
| “EB Renewable Energy Holdings”                       | EB Renewable Energy Holdings Limited (光大再生能源控股有限公司), a company limited by shares incorporated in the BVI on July 22, 2015, and an indirect wholly-owned subsidiary of our Company   |
| “EB Renewable Energy Management”                     | EB Renewable Energy Management Limited (光大再生能源管理有限公司), a company limited by shares incorporated in the BVI on September 23, 2015, and an indirect wholly-owned subsidiary of our Company  |
| “EB SITA Solid Waste Treatment (Changzhou)”          | 光大升達固廢處置(常州)有限公司 (Everbright SITA Solid Waste Treatment (Changzhou) Company Limited), a company incorporated in the PRC with limited liability on April 28, 2015, and which is indirectly held as to 50% equity interest by our Company |
| “EB Solarpark Schönewalde”                           | Everbright Solarpark Schönewalde Ltd. & Co. KG, formerly registered under the name Solarpark Schönewalde AG & Co.   |

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|   | KG, a company incorporated in Germany on June 27, 2011, and an indirect wholly-owned subsidiary of our Company   |
| “EB Solid Waste Landfill (Xinyi) Holdings”        | 光大綠色環保固體廢物填埋(新沂)有限公司 (Everbright Solid Waste Landfill (Xinyi) Holdings Limited), a company incorporated in the PRC with limited liability on October 10, 2016, and an indirect wholly-owned subsidiary of our Company        |
| “EB Solid Waste Treatment (Changzhou) Holdings”   | Everbright Solid Waste Energy (Changzhou) Holdings Limited (光大固廢處置(常州)控股有限公司), a company incorporated in Hong Kong with limited liability on October 8, 2014, and an indirect wholly-owned subsidiary of our Company         |
| “EB Solid Waste Treatment (Lianyungang) Holdings” | Everbright Solid Waste Treatment (Lianyungang) Holdings Limited (光大固廢處置(連雲港)控股有限公司), a company incorporated in Hong Kong with limited liability on February 19, 2014, and an indirect wholly-owned subsidiary of our Company |
| “EB Solid Waste Treatment (Shouguang) Holdings”   | Everbright Solid Waste Treatment (Shouguang) Holdings Limited (光大固廢處置(壽光)控股有限公司), a company incorporated in Hong Kong with limited liability on February 19, 2014, and an indirect wholly-owned subsidiary of our Company    |
| “EB Solid Waste Treatment (Xuzhou) Holdings”      | Everbright Solid Waste Treatment (Xuzhou) Holdings Limited (光大固廢處置(徐州)控股有限公司), a company incorporated in Hong Kong with limited liability on June 30, 2014, and an indirect wholly-owned subsidiary of our Company           |
| “EB Solid Waste Treatment (Yancheng) Holdings”    | Everbright Solid Waste Treatment (Yancheng) Holdings Limited (光大固廢處置(鹽城)控股有限公司), a company incorporated in Hong Kong with limited liability on February 19, 2014, and an indirect wholly-owned subsidiary of our Company     |
| “EB Solid Waste Treatment (Zibo) Holdings”        | Everbright Solid Waste Treatment (Zibo) Holdings Limited (光大固廢處置(淄博)控股有限公司), a company incorporated in Hong Kong with limited liability on February 19, 2014, and an indirect wholly-owned subsidiary of our Company         |
| “EB Urban and Rural Biomass Energy (Nanjing)”     | 光大城鄉生物能源(南京)有限公司 (EB Urban and Rural Biomass Energy (Nanjing) Limited), a company incorporated in the PRC with limited liability on March 9, 2016, and which is indirectly held as to 90% equity interest by our Company     |

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## DEFINITIONS

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| “EB Urban and Rural Renewable Energy (Chuzhou) Holdings”     | EB Urban and Rural Renewable Energy (Chuzhou) Holdings Limited (光大城鄉再生能源(滁州)控股有限公司), a company incorporated in Hong Kong with limited liability on November 17, 2015, and an indirect wholly-owned subsidiary of our Company   |
| “EB Urban and Rural Renewable Energy (Deyang) Holdings”      | EB Urban and Rural Renewable Energy (Deyang) Holdings Limited (光大城鄉再生能源(德陽)控股有限公司), a company incorporated in Hong Kong with limited liability on August 5, 2015, and an indirect wholly-owned subsidiary of our Company   |
| “EB Urban and Rural Renewable Energy (Fengyang)”             | 光大城鄉再生能源(鳳陽)有限公司 (EB Urban and Rural Renewable Energy (Fengyang) Company Limited), a company incorporated in the PRC with limited liability on December 23, 2015, and an indirect wholly-owned subsidiary of our Company   |
| “EB Urban and Rural Renewable Energy (Guanyun)”              | 光大城鄉再生能源(灌雲)有限公司 (EB Urban and Rural Renewable Energy (Guanyun) Company Limited), a company incorporated in the PRC with limited liability on August 12, 2014, and an indirect wholly-owned subsidiary of our Company  |
| “EB Urban and Rural Renewable Energy (Huai’an)”              | 光大城鄉再生能源(淮安)有限公司 (EB Urban and Rural Renewable Energy (Huai’an) Limited), a company incorporated in the PRC with limited liability on November, 18, 2016, and an indirect wholly-owned subsidiary of our Company   |
| “EB Urban and Rural Renewable Energy (Huai’an) Holdings”     | EB Urban and Rural Renewable Energy (Huai’an) Holdings Limited (光大城鄉再生能源(淮安)控股有限公司), a company incorporated in Hong Kong with limited liability on February 2, 2016, and an indirect wholly-owned subsidiary of our Company  |
| “EB Urban and Rural Renewable Energy (Lianyungang) Holdings” | EB Urban and Rural Renewable Energy (Lianyungang) Holdings Limited (光大城鄉再生能源(連雲港)控股有限公司), formerly registered under the name Everbright Biomass Energy (Lianyungang) Holdings Limited (光大生物能源(連雲港)控股有限公司) and Everbright Biomass Energy (Laiyang) Holdings Limited (光大生物能源(萊陽)控股有限公司), a company incorporated in Hong Kong with limited liability on March 8, 2011, and an indirect wholly-owned subsidiary of our Company |



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| “EB Urban and Rural Renewable Energy (Mianzhu)”           | 光大城鄉再生能源(綿竹)有限公司 (EB Urban and Rural Renewable Energy (Mianzhu) Limited), a company incorporated in the PRC with limited liability on October 15, 2015, and an indirect wholly-owned subsidiary of our Company                |
| “EB Urban and Rural Renewable Energy (Nanjing) Holdings”  | EB Urban and Rural Renewable Energy (Nanjing) Holdings Limited (光大城鄉再生能源(南京)控股有限公司), a company incorporated in Hong Kong with limited liability on November 17, 2015, and an indirect wholly-owned subsidiary of our Company  |
| “EB Urban and Rural Renewable Energy (Shangqiu) Holdings” | EB Urban and Rural Renewable Energy (Shangqiu) Holdings Limited (光大城鄉再生能源(商丘)控股有限公司), a company incorporated in Hong Kong with limited liability on November 17, 2016, and an indirect wholly-owned subsidiary of our Company |
| “EB Urban and Rural Renewable Energy (Suzhou) Holdings”   | EB Urban and Rural Renewable Energy (Suzhou) Holdings Limited (光大城鄉再生能源(宿州)控股有限公司), a company incorporated in Hong Kong with limited liability on August 5, 2015, and an indirect wholly-owned subsidiary of our Company      |
| “EB Urban and Rural Renewable Energy (Xiao County)”       | 光大城鄉再生能源(蕭縣)有限公司 (EB Urban and Rural Renewable Energy (Xiao County) Limited), a company incorporated in the PRC with limited liability on September 30, 2015, and an indirect wholly-owned subsidiary of our Company          |
| “EB Urban and Rural Renewable Energy (Xiayi)”             | 光大城鄉再生能源(夏邑)有限公司 (Everbright Urban and Rural Renewable Energy (Xiayi) Limited), a company incorporated in the PRC with limited liability on December 22, 2016, and an indirect wholly-owned subsidiary of our Company         |
| “EB Urban and Rural Renewable Energy (Zhongjiang)”        | 光大城鄉再生能源(中江)有限公司 (EB Urban and Rural Renewable Energy (Zhongjiang) Limited), a company incorporated in the PRC with limited liability on January 20, 2017, and an indirect wholly-owned subsidiary of our Company             |
| “EB Urban and Rural Renewable Energy (Zhongxiang)”        | 光大城鄉再生能源(鐘祥)有限公司 (EB Urban and Rural Renewable Energy (Zhongxiang) Limited), a company incorporated in the PRC with limited liability on March 31, 2017, and an indirect wholly-owned subsidiary of our Company               |
| “EB Wind Power (Ningwu)”                                  | 光大風電(寧武)有限公司 (Everbright Wind Power (Ningwu) Company Limited), a company incorporated in the PRC with limited liability on April 15, 2014, and an indirect wholly-owned subsidiary of our Company                             |

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| “Everbright Greentech Management (Shenzhen)”           | 光大綠色環保管理(深圳)有限公司 (Everbright Greentech Management (Shenzhen) Company Limited), a company incorporated in the PRC on December 24, 2015, and an indirect wholly-owned subsidiary of our Company                      |
| “Everbright Greentech R&D Holdings”                    | China Everbright Greentech R&D Holdings Limited (中國光大綠色環保研發控股有限公司), a company incorporated in Hong Kong with limited liability on December 8, 2016, and an indirect wholly-owned subsidiary of our Company         |
| “Executive Director(s)”                                | the executive director(s) of our Company   |
| “GFA”  | gross floor area   |
| “Global Offering”                                      | the Hong Kong Public Offering and the International Offering   |
| “GREEN application form(s)”                            | the application form(s) to be completed by the <b>HK eIPO White Form</b> Service Provider  |
| “Group,” “our Group,” “the Group,” “we,” “us” or “our” | our Company and its subsidiaries, or where the context so requires, in respect of the period before our Company became the holding company of the present subsidiaries, the business operated by such subsidiaries |
| “Hanshan EB Biomass Fuel”                              | 含山光大生物燃料有限公司 (Hanshan Everbright Biomass Fuel Company Limited), a company incorporated in the PRC with limited liability on December 3, 2014, and a wholly-owned subsidiary of our Company                         |
| “Hanshan EB Photovoltaic Energy”                       | 含山光大光伏發電有限公司 (Hanshan Everbright Photovoltaic Energy Company Limited), a company incorporated in the PRC with limited liability on December 3, 2014, and a wholly-owned subsidiary of our Company                  |
| “HK eIPO White Form”                                   | the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>HK eIPO White Form</b> at <b>www.hkeipo.hk</b>          |
| “HK eIPO White Form Service Provider”                  | the <b>HK eIPO White Form</b> service provider designated by our Company, as specified on the designated website <b>www.hkeipo.hk</b>  |

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| “HKFRS”  | the Hong Kong Financial Reporting Standards, amendments and interpretations issued by the HKICPA  |
| “HKICPA”                                       | the Hong Kong Institute of Certified Public Accountants   |
| “HKSCC”  | Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited  |
| “HKSCC Nominees”                               | HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC  |
| “Hong Kong” or “HK”                            | The Hong Kong Special Administrative Region of the PRC  |
| “Hong Kong Branch Share Registrar”             | Tricor Investor Services Limited  |
| “Hong Kong dollars,” “HK dollars” or “HK\$”    | Hong Kong dollars, the lawful currency of Hong Kong   |
| “Hong Kong Listing Rules”                      | The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)   |
| “Hong Kong Offer Shares”                       | 56,000,000 new Shares initially being offered by our Company for subscription pursuant to the Hong Kong Public Offering at the Offer Price, subject to any adjustment or reallocation as described in the section entitled “Structure of the Global Offering”   |
| “Hong Kong Public Offering”                    | the offer of Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus a brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this Prospectus and the Application Forms relating thereto, as further described in the section entitled “Structure of the Global Offering — The Hong Kong Public Offering” |
| “Hong Kong Stock Exchange” or “Stock Exchange” | The Stock Exchange of Hong Kong Limited   |
| “Hong Kong Takeovers Code” or “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time  |

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| “Hong Kong Underwriters”                | the underwriters for the Hong Kong Public Offering as listed in the section entitled “Underwriting — Hong Kong Underwriters”   |
| “Hong Kong Underwriting Agreement”      | the underwriting agreement dated April 20, 2017 relating to the Hong Kong Public Offering entered into by, among others, our Company, the Controlling Shareholder, the Joint Global Coordinators and the Hong Kong Underwriters as further described in the section entitled “Underwriting”  |
| “Independent Non-executive Director(s)” | the independent non-executive Director(s) of our Company   |
| “independent third party(ies)”          | any entity or person who is not a connected person within the meaning ascribed under the Hong Kong Listing Rules   |
| “International Offer Shares”            | 504,000,000 new Shares (including the Reserved Shares) initially being offered by our Company for subscription and purchase at the Offer Price under the International Offering, subject to any adjustment or reallocation together with, where relevant, any additional Shares which may be offered by the Company pursuant to the Over-allotment Option as further described in the section entitled “Underwriting — The International Offering”           |
| “International Offering”                | the conditional placing of the International Offer Shares (a) to Qualified Institutional Buyers in reliance on Rule 144A or another exemption from the registration requirement under the U.S. Securities Act, and (b) outside the United States to non-U.S. persons in offshore transactions in reliance on Regulation S, including to professional investors in Hong Kong, as further described in the section entitled “Structure of the Global Offering” |
| “International Underwriters”            | the several underwriters for the International Offering who are expected to enter into the International Underwriting Agreement to underwrite the International Offering   |
| “International Underwriting Agreement”  | the underwriting agreement expected to be entered into on or around April 27, 2017 by, among other parties, our Company, the Controlling Shareholder, the Joint Global Coordinators (for themselves and on behalf of the International Underwriters), as further described in the section entitled “Underwriting — The International Offering”   |

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| “Joint Bookrunners” or “Joint Lead Managers” | China International Capital Corporation Hong Kong Securities Limited, CEB International Capital Corporation Limited, China Everbright Securities (HK) Limited, CCB International Capital Limited and China Merchants Securities (HK) Co., Limited |
| “Joint Global Coordinators”                  | China International Capital Corporation Hong Kong Securities Limited, CEB International Capital Corporation Limited and China Everbright Securities (HK) Limited  |
| “Joint Sponsors”                             | China International Capital Corporation Hong Kong Securities Limited and CEB International Capital Corporation Limited  |
| “Kaidi”                                      | Kaidi Ecological Environment Technology Co., Ltd. (凱迪生態環境科技股份有限公司)  |
| “Latest Practicable Date”                    | April 11, 2017, being the latest practicable date for ascertaining certain information in this Prospectus before its publication  |
| “Listing”                                    | the listing of the Shares on the Main Board   |
| “Listing Committee”                          | the listing subcommittee of the board of directors of the Hong Kong Stock Exchange  |
| “Listing Date”                               | the date, expected to be on Monday, May 8, 2017, on which the Shares are listed and from which dealings in the Shares are permitted to take place on the Hong Kong Stock Exchange   |
| “Maddington”                                 | Maddington Limited, a company incorporated in the BVI with limited liability on June 18, 1997, a wholly-owned subsidiary of CEIL  |
| “Main Board”                                 | the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange                                    |
| “Memorandum of Association” or “Memorandum”  | the amended and restated memorandum of association of our Company adopted on April 10, 2017, a summary of which is set out in Appendix IV of this Prospectus, and as amended from time to time  |
| “MEP”  | the Ministry of Environmental Protection of the People’s Republic of China (中華人民共和國環境保護部)   |
| “Ministry of Finance”                        | the Ministry of Finance of the PRC (中華人民共和國財政部)   |

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| “MOFCOM”                             | the Ministry of Commerce of the PRC (中華人民共和國商務部)  |
| “MOHURD”                             | the Ministry of Housing and Urban-Rural Development of the People’s Republic of China (中華人民共和國住房和城鄉建設部)   |
| “NBE”                                | National Bio Energy Co., Ltd. (國能生物發電集團有限公司)  |
| “NDRC”                               | the National Development and Reform Commission of the PRC (中華人民共和國發展和改革委員會)   |
| “NEA”                                | the National Energy Administration of the PRC (中華人民共和國國家能源局)  |
| “Nomination Committee”               | the nomination committee of the Board   |
| “Non-Qualifying CEIL Shareholder(s)” | CEIL Shareholder(s), whose name(s) appeared on the register of members of CEIL at 4:30 p.m. on the Record Date with registered address(es) in, or who are otherwise known by CEIL to be resident(s) in any of, the Specified Territories  |
| “North China”                        | includes Hebei Province, Shanxi Province, Beijing, Tianjin, and Inner Mongolia Autonomous Region  |
| “Northeast China”                    | includes Liaoning Province, Jilin Province and Heilongjiang Province  |
| “Northwest China”                    | includes Shaanxi Province, Gansu Province, Qinghai Province, Xinjiang Autonomous Region and Ningxia Autonomous Region   |
| “NPC”                                | the National People’s Congress of the People’s Republic of China (中華人民共和國全國人民代表大會)  |
| “Offer Price”                        | the final Hong Kong dollar price per Offer Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee) at which the Offer Shares are to be subscribed pursuant to the Global Offering, as further described in the section entitled “Structure of the Global Offering — Pricing and Allocation” |
| “Offer Share(s)”                     | the Hong Kong Offer Share(s) and the International Offer Share(s) (including, for the avoidance of doubt, the Reserved Shares)  |
| “Over-allotment Option”              | the option expected to be granted by our Company to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters pursuant to the International Underwriting Agreement for the Listing   |

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| “PBOC”                                     | People’s Bank of China  |
| “PRC government” or “State”                | the government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or where the context requires, any of them  |
| “Pre-IPO Reorganization”                   | the reorganization arrangements conducted by our Group in preparation for the Listing as described in the section entitled “Our History, Reorganization and Corporate Structure — Pre-IPO Reorganization”   |
| “Preferential Offering”                    | the preferential offering to the Qualifying CEIL Shareholders of 56,000,000 Offer Shares (representing 10% of the Offer Shares being offered under the Global Offering (assuming that the Over-allotment Option is not exercised)) as Assured Entitlement as further described in the section entitled “Structure of the Global Offering — The Preferential Offering” and subject to the terms and conditions stated herein and in the <b>BLUE</b> Application Form |
| “Price Determination Date”                 | the date, expected to be on or about Thursday, April 27, 2017 on which the Offer Price is fixed for the purposes of the Global Offering, and in any event no later than Friday, May 5, 2017, or such other date as agreed between parties   |
| “Prospectus”                               | this prospectus being issued in connection with the Hong Kong Public Offering   |
| “province”                                 | a province or, where the context requires, a provincial level autonomous region or municipality under the direct administration of the central government of the PRC  |
| “Qualified Institutional Buyers” or “QIBs” | qualified institutional buyers as defined in Rule 144A  |
| “Qualifying CEIL Shareholder(s)”           | CEIL Shareholder(s), whose name appeared on the register of members of CEIL at 4:30 p.m. on the Record Date, excluding the Non-Qualifying CEIL Shareholder(s)   |
| “Record Date”                              | April 13, 2017, being the record date for ascertaining the Assured Entitlements   |
| “Regulation S”                             | Regulation S under the U.S. Securities Act  |

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| “Remaining CEIL Group”                       | the CEIL Group following the Spin-off, excluding our Group   |
| “Remuneration Committee”                     | the remuneration committee of the Board  |
| “Renminbi” or “RMB”                          | Renminbi yuan, the lawful currency of the PRC  |
| “Reserved Shares”                            | the 56,000,000 Shares offered pursuant to the Preferential Offering at the Offer Price to the Qualifying CEIL Shareholders, representing 10% of the Offer Shares being offered under the Global Offering |
| “Rule 144A”                                  | Rule 144A under the U.S. Securities Act  |
| “SAFE”                                       | the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)  |
| “SAIC”                                       | the State Administration for Industry and Commerce of the PRC (中國國家工商管理總局)   |
| “SAT”  | the State Administration of Taxation of the PRC (中國國家稅務總局)   |
| “SEC”  | the United States Securities and Exchange Commission   |
| “Securities and Futures Commission” or “SFC” | the Securities and Futures Commission of Hong Kong   |
| “Securities and Futures Ordinance” or “SFO”  | the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time   |
| “SGX-ST”                                     | Singapore Exchange Securities Trading Limited  |
| “Shareholder(s)”                             | holder(s) of our Shares  |
| “Shares” or “Ordinary Share(s)”              | ordinary share(s) in the share capital of the Company with nominal or par value of US\$0.10 each   |
| “South China”                                | includes Guangdong Province, Hainan Province, and Guangxi Zhuang Autonomous Region   |



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|--------------------------------|---|
| “Southwest China”              | includes Sichuan Province, Yunnan Province, Guizhou Province, Chongqing and Tibet Autonomous Region   |
| “Specified Territories”        | in respect of the Preferential Offering, such territory or territories which our Directors and our Company consider it necessary or expedient to exclude from the Preferential Offering on account of the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction   |
| “Spin-off”                     | the spin-off of the Company by way of the Listing to be effected by the Global Offering including the Preferential Offering   |
| “Stabilizing Manager”          | China International Capital Corporation Hong Kong Securities Limited  |
| “Stock Borrowing Agreement”    | the stock borrowing agreement which may be entered into between the Stabilizing Manager and China Everbright Green Holdings   |
| “subsidiary” or “subsidiaries” | has the meaning ascribed thereto in section 15 of the Companies Ordinance   |
| “substantial shareholder(s)”   | has the meaning ascribed thereto in the Hong Kong Listing Rules   |
| “Taxation” or “Taxes”          | all forms of taxation whenever created, imposed or arising and whether of Hong Kong, the PRC or of any other part of the world and, without prejudice to the generality of the foregoing, includes all forms of taxation on or relating to profits, salaries, interest and other forms of income, taxation on capital gains, sales and value added taxation, estate duty, death duty, capital duty, stamp duty, payroll taxation, withholding taxation, rates and other taxes or charges relating to property, customs and other import and excise duties, and generally any taxation, duty, impost, levy, rate, charge or any amount payable to taxing, revenue, customs or fiscal Authorities whether of Hong Kong, the PRC or of any other part of the world, whether by way of actual assessment, loss of allowance, withholding, deduction or credit available for relief or otherwise, and including any penalties and/or interest arising in respect of any taxation |

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## DEFINITIONS

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| “Track Record Period”      | the three years ended December 31, 2014, 2015 and 2016   |
| “Underwriters”             | the Hong Kong Underwriters and the International Underwriters  |
| “Underwriting Agreements”  | the Hong Kong Underwriting Agreement and the International Underwriting Agreement                          |
| “United States” or “U.S.”  | the United States of America, its territories, its possessions and all areas subject to its jurisdiction   |
| “U.S. dollar(s)” or “US\$” | United States dollars, the lawful currency of the United States  |
| “U.S. Securities Act”      | the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time |
| “VAT”                      | value-added tax; all amounts are exclusive of VAT in this Prospectus except where indicated otherwise      |
| “%”                        | percent  |

In this Prospectus:

- (a) unless expressly stated otherwise or required by the context, all data are as of the Latest Practicable Date;
- (b) certain amounts and percentage figures included in this Prospectus were subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and
- (c) the English names of PRC nationals, enterprises, entities, departments, facilities, certificates, titles and the like are translations of their Chinese names.