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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Everbright Securities Company Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**光大证券**  
EVERBRIGHT SECURITIES

光大證券股份有限公司

**Everbright Securities Company Limited**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6178)**

### **RESOLUTION ON THE ELECTION OF MR. YIN YANWU AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY AND NOTICE OF 2022 THIRD EXTRAORDINARY GENERAL MEETING**

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The 2022 third extraordinary general meeting (the “EGM”) of Everbright Securities Company Limited (the “Company”) will be held at 2:30 p.m. on Tuesday, November 22, 2022 at Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC. A notice convening the EGM is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as early as possible. For H Shareholders, the form of proxy or any other authorization documents should be returned to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, and in any event in person or by post no later than 24 hours before the time appointed for convening the EGM (i.e. before 2:30 p.m. on Monday, November 21, 2022) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending in person and voting at the EGM or at any adjourned meeting if you so wish.

October 28, 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

|                                 |   |
|---------------------------------|---|
| “A Shareholders”                | holders of A Shares   |
| “A Shares”                      | domestic shares of the Company with a nominal value of RMB1.00 each, which are listed on the SSE and traded in RMB (stock code: 601788)   |
| “Articles of Association”       | the articles of association of the Company  |
| “Board” or “Board of Directors” | the board of Directors of the Company   |
| “Company”                       | Everbright Securities Company Limited (光大證券股份有限公司), a joint stock company incorporated in the PRC with limited liability and whose H Shares and A Shares are listed on the main board of the Stock Exchange (stock code: 6178) and the SSE (stock code: 601788), respectively |
| “Director(s)”                   | the director(s) of the Company  |
| “EGM”                           | the 2022 third extraordinary general meeting of the Company to be held at 2:30 p.m. on Tuesday, November 22, 2022   |
| “H Shareholders”                | holders of H Shares   |
| “H Shares”                      | ordinary shares of the Company with a nominal value of RMB1.00 each, which are issued outside the PRC, listed on the Stock Exchange and traded in Hong Kong Dollars (stock code: 6178)  |
| “Hong Kong”                     | the Hong Kong Special Administrative Region of the PRC  |
| “Listing Rules”                 | the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)  |
| “PRC”                           | the People’s Republic of China  |
| “Shareholders”                  | shareholders of the Company, including A Shareholders and H Shareholders  |

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## DEFINITIONS

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“Shares” shares of the Company, including A Shares and H Shares

“SSE” Shanghai Stock Exchange

“Stock Exchange” The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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**光大证券**  
EVERBRIGHT SECURITIES

光大證券股份有限公司

**Everbright Securities Company Limited**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 6178)**

|  |                                |
|--|--------------------------------|
| Mr. Zhao Ling ( <i>Chairman, Executive Director</i> )          | <i>Registered office and</i>   |
| Mr. Liu Qiuming ( <i>Executive Director, President</i> )       | <i>principal place of</i>      |
| Mr. Song Bingfang ( <i>Non-executive Director</i> )            | <i>business in the PRC:</i>    |
| Mr. Fu Jianping ( <i>Non-executive Director</i> )              | No. 1508 Xinzha Road,          |
| Mr. Chan Ming Kin ( <i>Non-executive Director</i> )            | Jing'an District,              |
| Mr. Tian Wei ( <i>Non-executive Director</i> )                 | Shanghai, the PRC              |
| Mr. Yu Mingxiong ( <i>Non-executive Director</i> )             |                                |
| Mr. Wang Yong ( <i>Independent Non-executive Director</i> )    | <i>Place of business in</i>    |
| Mr. Po Wai Kwong ( <i>Independent Non-executive Director</i> ) | <i>Hong Kong:</i>              |
| Mr. Ren Yongping ( <i>Independent Non-executive Director</i> ) | 12/F, Everbright Centre,       |
| Mr. Yin Junming ( <i>Independent Non-executive Director</i> )  | 108 Gloucester Road, Wan Chai, |
| Mr. Liu Yunhong ( <i>Independent Non-executive Director</i> )  | Hong Kong                      |

October 28, 2022

*To the Shareholders*

Dear Sir or Madam,

**RESOLUTION ON THE ELECTION OF MR. YIN YANWU  
AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY  
AND  
NOTICE OF 2022 THIRD EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

On behalf of the Board, I would like to invite you to attend the EGM to be held at 2:30 p.m. on Tuesday, November 22, 2022 at Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC. The purpose of this circular is to give you notice of the EGM and to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

At the EGM, an ordinary resolution will be proposed to approve (if thought fit) the resolution on the election of Mr. Yin Yanwu as a non-executive director of the Company.

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## LETTER FROM THE BOARD

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### **Ordinary Resolution:**

#### ***Resolution on the election of Mr. Yin Yanwu as a non-executive director of the Company***

References are made to the announcements of the Company dated August 19, 2022 and October 27, 2022. At the seventeenth meeting of the sixth session of the Board of the Company held on October 27, 2022, a resolution was approved to nominate Mr. Yin Yanwu as a candidate for the non-executive director of the sixth session of the Board.

### **The biographical information of Mr. Yin Yanwu is as below:**

**Mr. Yin Yanwu**, born in 1974, graduated from the Georgia Institute of Technology in the United States with a master's degree of science. He is currently a member of the Party Committee, an executive director, the vice president and a member of the management decision committee of China Everbright Limited (a company listed on the Stock Exchange, stock code: 165), the chairman and legal representative of Shanghai Everbright Investment Management Co., Ltd. (上海光控動態投資管理有限公司), the chairman, manager and legal representative of China Everbright Asset Management (Shanghai) Co. Ltd. (光控資產管理(上海)有限公司), and a director of China Everbright Assets Management Limited (中國光大資產管理有限公司). He once served as a member of the executive committee and business director of China Galaxy Securities Co., Ltd. (中國銀河證券股份有限公司) (a company listed on the Stock Exchange, stock code: 6881; and on the SSE, stock code: 601881), the chairman, director of the executive committee and director of the investment decision committee of Galaxy Jinhui Securities Assets Management Co., Ltd. (銀河金匯證券資產管理有限公司) and other positions.

If appointed, Mr. Yin will enter into a director service agreement with the Company, with his term of office commencing on the date when the resolution on his election as a non-executive director is approved at the EGM and ending on the expiry of the term of the sixth session of the Board, and he shall be eligible for re-election and re-appointment upon the expiry of the term. Mr. Yin will not receive remuneration from the Company during his tenure as a non-executive director of the Company.

Save as disclosed in this circular, in the last three years, Mr. Yin did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas. He does not have any relationship with any director, supervisor, senior management, substantial or controlling shareholder of the Company or their respective subsidiaries, nor does he hold any position with the Company or any of its subsidiaries. Mr. Yin does not have any interest in any shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as at the latest practicable date (i.e. October 27, 2022).

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## LETTER FROM THE BOARD

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Save as disclosed in this circular, Mr. Yin has confirmed that there is no information that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders. Mr. Yin has also confirmed that he has not been subject to any penalty by the China Securities Regulatory Commission or other relevant departments or punishment by any stock exchanges.

### II. THE EGM

The EGM will be held at 2:30 p.m. on Tuesday, November 22, 2022 at Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC, to consider and, if thought fit, approve the aforesaid resolution. The notice of the EGM is set out on pages 6 to 7 of this circular.

A form of proxy for use at the EGM is enclosed herewith. Whether or not you are able to attend the EGM, you are advised to read the notice of EGM and to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as early as possible. For H Shareholders, the form of proxy or any other authorization documents should be returned to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, and in any event in person or by post no later than 24 hours before the time appointed for convening the EGM (i.e. before 2:30 p.m. on Monday, November 21, 2022) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending in person and voting at the EGM or at any adjourned meeting if you so wish.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Telephone: (852) 2862 8555).

### III. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by Shareholders at a general meeting must be taken by poll. Therefore, the resolution to be proposed at the EGM will be voted by poll. Results of the poll voting will be posted on the website of the Shanghai Stock Exchange at [www.sse.com.cn](http://www.sse.com.cn) and on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) upon the conclusion of the EGM.

### IV. RECOMMENDATION

The Board considers that the aforesaid resolution is in the best interests of the Company and the Shareholders as a whole, and accordingly recommends you to vote in favor of such resolution put forward to the EGM.

By order of the Board  
**Everbright Securities Company Limited**  
**Zhao Ling**  
*Chairman*

Shanghai, the PRC

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## NOTICE OF EGM

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**光大证券**  
EVERBRIGHT SECURITIES

**光大證券股份有限公司**

**Everbright Securities Company Limited**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6178)**

### NOTICE OF 2022 THIRD EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 third extraordinary general meeting (the “**EGM**”) of Everbright Securities Company Limited (the “**Company**”) will be held at 2:30 p.m. on Tuesday, November 22, 2022 at Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC, to consider and, if thought fit, approve the following resolution.

#### ORDINARY RESOLUTION

1. To consider and approve the resolution regarding the election of Mr. Yin Yanwu as a non-executive director of the Company.

By order of the Board  
**Everbright Securities Company Limited**  
**Zhao Ling**  
*Chairman*

Shanghai, the PRC  
October 28, 2022

*As at the date of this notice, the board of directors of the Company comprises Mr. Zhao Ling (Chairman, Executive Director), Mr. Liu Qiuming (Executive Director, President), Mr. Song Bingfang (Non-executive Director), Mr. Fu Jianping (Non-executive Director), Mr. Chan Ming Kin (Non-executive Director), Mr. Tian Wei (Non-executive Director), Mr. Yu Mingxiong (Non-executive Director), Mr. Wang Yong (Independent Non-executive Director), Mr. Po Wai Kwong (Independent Non-executive Director), Mr. Ren Yongping (Independent Non-executive Director), Mr. Yin Junming (Independent Non-executive Director) and Mr. Liu Yunhong (Independent Non-executive Director).*



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# NOTICE OF EGM

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*Notes:*

## **1. Eligibility for Attending the EGM and Closure of Register of Members for H Shares**

The H Share register of members of the Company will be closed for the purpose of determining H Shareholders' entitlement to attend the EGM from Wednesday, November 16, 2022 to Tuesday, November 22, 2022 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, H Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, November 15, 2022 to complete registration.

The Company will announce separately on the Shanghai Stock Exchange for details of A Shareholders' eligibility for attending the EGM.

## **2. Proxy**

- (1) Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting on his or her behalf. A proxy need not be a Shareholder.
- (2) The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney.

To be valid, for H Shareholders, the form of proxy or other documents of authorization must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 24 hours before the time fixed for the EGM (i.e. 2:30 p.m. on Monday, November 21, 2022) or any adjourned meeting thereof (the proxy form for the EGM is enclosed herewith).

Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the EGM or at any adjourned meeting if they so wish.

## **3. Registration Procedures for Attending the EGM**

A Shareholder or his proxy should produce proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.

## **4. Voting by Poll**

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the EGM will exercise his power under the articles of association of the Company to demand a poll in relation to the resolution to be proposed at the EGM. Results of the poll voting will be posted on the website of the Shanghai Stock Exchange at [www.sse.com.cn](http://www.sse.com.cn) and on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) upon the conclusion of the EGM.

## **5. Miscellaneous**

- (1) The duration of the EGM is expected not to exceed half a day. Shareholders who attend the EGM shall arrange for their own transportation and accommodation at their own expenses.
- (2) The contact numbers of Computershare Hong Kong Investor Services Limited are telephone: (852) 2862 8555, and fax: (852) 2865 0990.
- (3) The address of the Company's Board office is at No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC (postcode: 200040, telephone: (86) 21 2216 9914, and fax: (86) 21 2216 9964).