

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)**

**ANNOUNCEMENT**  
**POLL RESULTS OF THE 2022 ANNUAL GENERAL MEETING**  
**CHANGE IN COMPOSITION OF STRATEGY**  
**AND SUSTAINABLE DEVELOPMENT COMMITTEE AND**  
**DISTRIBUTION OF FINAL DIVIDEND FOR 2022**

**POLL RESULTS OF THE AGM**

The Board hereby announces that all resolutions proposed at the AGM held on Thursday, June 29, 2023 were all duly passed.

**CHANGE IN COMPOSITION OF STRATEGY AND SUSTAINABLE DEVELOPMENT COMMITTEE**

As appointed by the Board, Mr. Xie Song serves as a member of the Strategy and Sustainable Development Committee from the date of AGM.

**DISTRIBUTION OF FINAL DIVIDEND OF THE COMPANY FOR 2022**

The Company will distribute a final dividend of RMB2.10 (equivalent to HK\$2.280756) (tax inclusive) for every 10 shares for the year ended December 31, 2022, on Tuesday, August 22, 2023 to the H Shareholders whose names appear on the H Share register of members on Wednesday, July 19, 2023.

The board of directors (the “**Board**”) of Everbright Securities Company Limited (the “**Company**”) is pleased to announce the poll results of the 2022 annual general meeting of the Company (the “**AGM**”) held at Jing’an International Plaza, No. 1508 Xinzha Road, Jing’an District, Shanghai, the PRC at 2:30 p.m. on Thursday, June 29, 2023.

Unless the context otherwise requires, the capitalized terms used in this announcement shall have the same meaning as those defined in the notice of the AGM (the “**AGM Notice**”) of the Company dated June 1, 2023 and the circular (the “**Circular**”) of the Company dated June 1, 2023 in relation to the AGM.

## 1. CONVENING AND ATTENDANCE OF THE AGM

The AGM was held at Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC at 2:30 p.m. on Thursday, June 29, 2023.

The AGM was convened by the Board and chaired by Mr. Zhao Ling. The Company currently has 11 Directors and eight existing Supervisors. All Directors and Supervisors attended the AGM. Ms. Zhu Qin, the vice president and chief compliance officer, chief risk officer and secretary to the Board, also attended the AGM. The representatives of the PRC legal counsel appointed by the Company and the relevant personnel of Computershare Hong Kong Investor Services Limited also attended the AGM.

No resolution was rejected or amended at the AGM, and no new resolution was proposed at the AGM for voting and approval.

As at the date of the AGM, there were a total of 4,610,787,639 shares of the Company in issue (including 3,906,698,839 A Shares and 704,088,800 H Shares), which was the total number of shares entitling the holders to attend and vote on the resolutions at the AGM. The Shareholders, including China Everbright Group Ltd. (中國光大集團股份公司) (directly holding 1,159,456,183 A Shares and representing 25.15% of the total issued share capital of the Company) and China Everbright Limited (中國光大控股有限公司) (directly holding 956,017,000 A Shares and representing 20.73% of the total issued share capital of the Company), abstained from voting on the resolution No. 8 (i.e. to consider and approve the Proposal of Expected Ordinary Related Party (Connected) Transactions of the Company in 2023). Save as mentioned above, there was no restriction on any Shareholders casting votes on the resolutions proposed at the AGM. None of the Shareholders, who was entitled to attend, was required to vote against or abstain from voting in respect of the resolutions proposed at the AGM.

A total of 19 Shareholders and proxies, holding an aggregate of 2,575,575,051 shares with voting rights of the Company, representing approximately 55.859763% of the total shares with voting rights of the Company, have attended the AGM, among which there are 18 A Shareholders and proxies, holding an aggregate of 2,152,312,759 A Shares, representing approximately 46.679937% of the total shares with voting rights of the Company; there is 1 H Shareholder and proxy, holding an aggregate of 423,262,292 H Shares, representing approximately 9.179826% of the total shares with voting rights of the Company.

The AGM was duly convened and conducted in compliance with the relevant requirements of the Company Law of the People's Republic of China, relevant laws and regulations, listing rules of the place where the Company is listed and the Articles of Association. Voting at the AGM was conducted through both on-site voting and online voting (only applicable to the A Shareholders of the Company) and the voting methods were in compliance with the relevant requirements of relevant laws and regulations and the Articles of Association.

## 2. POLL RESULTS OF THE AGM

The poll results of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
1.	To consider and approve the 2022 Report of the Board of Directors.	A Shares	2,152,110,863	99.990620	106,800	0.004962	95,096	0.004418
		H Shares	423,072,543	99.955170	0	0.000000	189,749	0.044830
		Total	2,575,183,406	99.984794	106,800	0.004147	284,845	0.011059
<b>As more than one-half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
2.	To consider and approve the 2022 Report of the Supervisory Committee.	A Shares	2,152,110,863	99.990620	106,800	0.004962	95,096	0.004418
		H Shares	423,072,543	99.955170	0	0.000000	189,749	0.044830
		Total	2,575,183,406	99.984794	106,800	0.004147	284,845	0.011059
<b>As more than one-half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
3.	To consider and approve the Independent Directors' Annual Work Report for 2022.	A Shares	2,152,110,863	99.990620	106,800	0.004962	95,096	0.004418
		H Shares	423,072,543	99.955170	0	0.000000	189,749	0.044830
		Total	2,575,183,406	99.984794	106,800	0.004147	284,845	0.011059
<b>As more than one-half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
4.	To consider and approve the 2022 Annual Report and its summary	A Shares	2,151,974,563	99.984287	243,100	0.011295	95,096	0.004418
		H Shares	423,072,543	99.955170	0	0.000000	189,749	0.044830
		Total	2,575,047,106	99.979502	243,100	0.009439	284,845	0.011059
<b>As more than one-half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
5.	To consider and approve the 2022 Profit Distribution Plan	A Shares	2,152,203,759	99.994936	106,800	0.004962	2,200	0.000102
		H Shares	423,262,292	100.000000	0	0.000000	0	0.000000
		Total	2,575,466,051	99.995768	106,800	0.004147	2,200	0.000085
<b>As more than one-half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
6.	To consider and approve the Proposal regarding the Election of Mr. Xie Song as a Non-executive Director of the Company.	A Shares	2,151,086,846	99.943042	1,223,712	0.056856	2,201	0.000102
		H Shares	422,520,795	99.824814	741,497	0.175186	0	0.000000
		Total	2,573,607,641	99.923613	1,965,209	0.076302	2,201	0.000085
<b>As more than one-half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
7.	To consider and approve the Proposal of Cap of Proprietary Trading Businesses Scale of the Company in 2023.	A Shares	2,152,202,859	99.994894	106,800	0.004962	3,100	0.000144
		H Shares	423,262,292	100.000000	0	0.000000	0	0.000000
		Total	2,575,465,151	99.995733	106,800	0.004147	3,100	0.000120
As more than one-half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
8.	To consider and approve the Proposal of Expected Ordinary Related Party (Connected) Transactions of the Company in 2023.	A Shares	36,730,576	99.704123	106,800	0.289905	2,200	0.005972
		H Shares	423,262,292	100.000000	0	0.000000	0	0.000000
		Total	459,992,868	99.976310	106,800	0.023212	2,200	0.000478
As more than one-half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
9.	To consider and approve the Proposal of Amendments to the External Guarantee System of the Company.	A Shares	2,152,196,559	99.994601	106,800	0.004962	9,400	0.000437
		H Shares	423,262,292	100.000000	0	0.000000	0	0.000000
		Total	2,575,458,851	99.995488	106,800	0.004147	9,400	0.000365
As more than one-half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								

As more than one-half of the votes were cast in favour of the above resolutions No. 1 to No. 9, the resolutions No. 1 to No. 9 were duly passed as ordinary resolutions.

The scrutineers of the AGM were the Shareholders' representatives of the Company, the Supervisors' representatives of the Company, the representatives of King & Wood Mallesons, the PRC legal counsel of the Company and the representatives of Computershare Hong Kong Investor Services Limited, the Company's H Share registrar.

For details of the above resolutions, please refer to the AGM Notice and Circular.

### 3. CHANGE IN COMPOSITION OF STRATEGY AND SUSTAINABLE DEVELOPMENT COMMITTEE

With effect from the date of approval at the AGM, Mr. Xie Song formally serves as Non-executive Director of the Company, and as appointed by the Board, Mr. Xie Song also serves as a member of the Strategy and Sustainable Development Committee of the sixth session of the Board (the "Committee") from the same day.

The current composition of the Committee is as follows:

Mr. Zhao Ling (*Convener*)  
Mr. Liu Qiuming  
Mr. Fu Jianping  
Mr. Yin Yanwu  
Mr. Xie Song  
Mr. Wang Yong

#### 4. DISTRIBUTION OF FINAL DIVIDEND OF THE COMPANY FOR 2022

##### (1) Details of Distribution of Dividends

As the resolution No. 5 regarding the 2022 Profit Distribution Plan of the Company was approved at the AGM, the Board is pleased to announce the following details regarding the distribution of final dividend for 2022 by the Company to the Shareholders:

1. The Company will distribute a final dividend of RMB2.10 (tax inclusive) for every 10 Shares for the year ended December 31, 2022 to H Shareholders whose names appear on the H Share register of members of the Company on Wednesday, July 19, 2023.
2. Cash dividend is denominated and declared in RMB, and paid to A Shareholders in RMB and H Shareholders in HKD. The actual distribution amount in HKD is calculated at the rate of average benchmark exchange rate of RMB against HKD published by the People's Bank of China for one week (including the date of the AGM) prior to the AGM (i.e., RMB0.92075 against HK\$1.00), being a cash dividend of HK\$2.280756 (tax inclusive) for every 10 H Shares.
3. The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the "**Receiving Agent**") in Hong Kong and will pay to the Receiving Agent the 2022 final dividend declared for payment to H Shareholders. The final dividend will be paid by the Receiving Agent on Tuesday, August 22, 2023 and would be mailed by the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary post to H Shareholders who are entitled to receive the 2022 final dividend of the Company at their own risk.
4. In order to determine the list of H Shareholders who are entitled to the 2022 final dividend declared by the Company, the H Share register of members of the Company will be closed from Friday, July 14, 2023 to Wednesday, July 19, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to receive the 2022 final dividend, H Shareholders whose transfers have not been registered shall lodge all transfer documents together with the relevant share certificates at the Company's H Share registrar in Hong Kong, 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 Thursday, July 13, 2023.

## (2) Withholding and Payment of Income Tax

### ***Withholding and Payment of Enterprise Income Tax for Non-resident Enterprise Shareholders***

According to the Enterprise Income Tax Law of the People's Republic of China, Implementation Regulations on Enterprise Income Tax Law of the People's Republic of China and the Notice of Withholding and Payment of Enterprise Income Tax Regarding China Resident Enterprise Paying Dividend to Non-Resident Enterprise Holders of Overseas H Shares (Guo Shui Han [2008] No. 897), the Company is required to withhold and pay enterprise income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H Share register of members of the Company. Any shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

### ***Withholding and Payment of Individual Income Tax for Individual Foreign Shareholders***

According to the Individual Income Tax Law of the People's Republic of China and the Notice of the State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348), the withholding and paying obligor shall withhold and pay individual income tax for dividends and bonus income of overseas resident individual shareholders arising from the shares issued by domestic non-foreign invested enterprises in Hong Kong. However, the overseas resident individual shareholders holding shares issued by domestic non-foreign invested enterprises in Hong Kong may enjoy the relevant tax preference in accordance with the tax treaty signed by the PRC and the country stated in their respective residential identity and the tax arrangement between the PRC and Hong Kong (Macau). The tax rate for dividends under the relevant tax treaties and tax arrangements is generally 10%, and for the purpose of simplifying tax administration, domestic non-foreign invested enterprises issuing shares in Hong Kong may, when distributing dividend, generally withhold individual income tax at the rate of 10%, and are not obligated to file an application. If the tax rate for dividend is not equal to 10%, the following provisions shall apply:

- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of lower than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders when distributing the final dividend;
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, they shall be subject to withholding and paying individual income tax at the effective tax rate stipulated in the relevant tax treaty; and
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, they shall be subject to withholding and paying individual income tax at the rate of 20%.

If an individual H Shareholder is of the view that the tax rate adopted by the Company for the withholding and payment of individual income tax on his/her behalf is not the same as the tax rate stipulated in any tax treaties between the countries (regions) in which he/she is domiciled and the PRC, please submit promptly to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, a letter of entrustment and all application materials showing that he/she is the resident of a country (region) which has entered into a tax treaty with the PRC. The Company will then submit the above documents to competent tax authorities who will proceed with the subsequent tax related arrangements.

**(3) Distribution of the Company's Final Dividend for 2022 to the Investors of Northbound Trading**

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the Company's A Shares listed on the Shanghai Stock Exchange (the "**Investors of Northbound Trading**"), their final dividend will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited (the "**CSDCC**") to the account of the nominee holding such A Shares. The Company will withhold income taxes at the rate of 10% on behalf of those investors and will report to competent tax authorities for the withholding.

For the Investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises or individuals may, or may entrust a withholding and payment agent to, apply to the competent tax authorities of the Company for the preferential treatment under such tax treaty. Upon approval by the competent tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date, ex-entitlement date, final dividend payment date and other time arrangements for the Investors of Northbound Trading are consistent with those for A Shareholders of the Company. The Company will announce the details of the arrangement regarding the distribution of the final dividend to A Shareholders on the Shanghai Stock Exchange.

**(4) Distribution of the Company's Final Dividend for 2022 to the Investors of Southbound Trading**

For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the Company's H Shares listed on the Hong Kong Stock Exchange (the "**Investors of Southbound Trading**"), the Company has entered into the "Agreement on Distribution of Cash Dividend of H Shares for Southbound Trading" (《港股通H股股票現金紅利派發協議》) with the CSDCC, pursuant to which, the CSDCC, as the nominee holding such H Shares of the Investors of Southbound Trading, will receive the final dividend distributed by the Company and distribute the final dividend to the relevant Investors of Southbound Trading through its depository and clearing systems. The final dividend payable to the Investors of Southbound Trading will be paid in RMB.

Pursuant to the relevant requirements of the Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shanghai Stock Market and the Hong Kong Stock Market (Cai Shui [2014] No. 81) 《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81 號)) enforced on November 17, 2014:

- For the dividend received by Mainland individual investors from investing in the H Shares of the Company through the Shanghai-Hong Kong Stock Connect Program, the Company will withhold individual income tax at the rate of 20% on their behalf. For the dividend received by Mainland securities investment funds from investing in the H Shares of the Company through the Shanghai-Hong Kong Stock Connect Program, the tax payable will be the same as that for individual investors and will also be paid in the same way; and
- For the dividend received by Mainland corporate investors from investing in the H Shares of the Company through the Shanghai-Hong Kong Stock Connect Program, the Company will not withhold the income tax on their behalf and the Mainland corporate investors shall file the tax returns and pay the tax on their own.

Pursuant to the relevant requirements of the Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shenzhen Stock Market and the Hong Kong Stock Market (Cai Shui [2016] No. 127) 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127 號)) enforced on December 5, 2016:

- For the dividend received by Mainland individual investors from investing in the H Shares of the Company through the Shenzhen-Hong Kong Stock Connect Program, the Company will withhold individual income tax at the rate of 20% on their behalf. For the dividend received by Mainland securities investment funds from investing in the H Shares of the Company through the Shenzhen-Hong Kong Stock Connect Program, the tax payable will be the same as that for individual investors and will also be paid in the same way; and
- For the dividend received by Mainland corporate investors from investing in the H Shares of the Company through the Shenzhen-Hong Kong Stock Connect Program, the Company will not withhold the income tax on their behalf and the Mainland corporate investors shall file the tax returns and pay the tax on their own.

The record date, ex-entitlement date, final dividend payment date and other time arrangements for the Investors of Southbound Trading are the same as those for the H Shareholders of the Company.

Should the Shareholders of the Company have any doubt in relation to the tax-related issues mentioned in this announcement, they are recommended to consult their tax advisors for the relevant tax impact in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares of the Company. The Company will withhold and pay the relevant income tax strictly in accordance with the relevant laws or requirements of the relevant government bodies and based on the Company's register of members of H Shares on the record date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding and payment of the relevant income tax. The Company will not be liable for any claim arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding and payment of the relevant income tax.

## 5. TESTIMONY OF LEGAL COUNSEL

King & Wood Mallesons, the PRC legal counsel of the Company, witnessed the AGM, and in their opinion, the convening and holding procedures of the AGM of the Company were in compliance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and other relevant laws, administrative regulations, the Rules for General Meetings of Listed Companies and the Articles of Association of the Company; the qualifications of the persons attending the AGM and the convener were lawful and valid; the voting procedures and the voting results of the AGM were lawful and valid.

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

Shanghai, the PRC  
June 29, 2023

*As at the date of this announcement, the Board 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. Yin Yanwu (Non-executive Director), Mr. Chan Ming Kin (Non-executive Director), Mr. Xie Song (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).*