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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 of 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 advisers.

**If you have sold or transferred** all your shares in 東方證券股份有限公司, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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*(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name "東方证券股份有限公司" and carrying on business in Hong Kong as "東方證券" (in Chinese) and "DFZQ" (in English))*

**(Stock Code: 03958)**

### **RESOLUTIONS IN RELATION TO THE CHANGE OF NON-EXECUTIVE DIRECTOR OF THE COMPANY AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of the Company to be held at Meeting Room, 15/F, No. 119 South Zhongshan Road, Shanghai, the PRC on Friday, August 18, 2023 at 2:00 p.m. is set out on pages 7 to 9 of this circular.

The form of proxy for the EGM has been distributed on Tuesday, August 1, 2023 and has also been published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.dfzq.com.cn](http://www.dfzq.com.cn)). If you are not able to attend the EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM, and deposit it together with the notarized power of attorney or other document of authorization with the H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you so desire.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

August 1, 2023

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## DEFINITIONS

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

“A Share(s)”	PRC domestically listed share(s) with a par value of RMB1.00 each in the share capital of the Company, which are listed on the SSE and traded in RMB
“A Shareholder(s)”	holder(s) of the A Shares
“Articles of Association”	the articles of association of 東方證券股份有限公司, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	東方證券股份有限公司, a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Hong Kong Stock Exchange under the stock code of 03958 and the A Shares of which are listed on the Shanghai Stock Exchange under the stock code of 600958
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the 2023 first extraordinary general meeting to be held at Meeting Room, 15/F, No. 119 South Zhongshan Road, Shanghai, the PRC on Friday, August 18, 2023 at 2:00 p.m.
“H Share(s)”	overseas listed foreign share(s) with a par value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shareholder(s)”	holder(s) of the H Shares
“HK\$” or “Hong Kong dollars”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Latest Practicable Date”	July 26, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company, including H Shareholder(s) and A Shareholder(s)
“Share(s)”	the A Share(s) and/or the H Share(s)

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## LETTER FROM THE BOARD

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(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name “东方证券股份有限公司” and carrying on business in Hong Kong as “東方證券” (in Chinese) and “DFZQ” (in English))

(Stock Code: 03958)

*Executive Directors:*

Mr. SONG Xuefeng  
Mr. JIN Wenzhong (*Chairman*)  
Mr. LU Weiming (*President*)

*Non-executive Directors:*

Mr. YU Xuechun  
Mr. ZHOU Donghui  
Mr. CHENG Feng  
Mr. REN Zhixiang  
Ms. ZHU Jing (*employee representative Director*)

*Independent non-executive Directors:*

Mr. JIN Qinglu  
Mr. WU Hong  
Mr. FENG Xingdong  
Mr. LUO Xinyu  
Mr. CHAN Hon

*To the Shareholders*

Dear Sirs or Madams,

### INTRODUCTION

The purpose of this circular is to provide you, as holders of H Shares, with the notice of the EGM (set out on pages 7 to 9 of this circular) and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions or abstain from voting at the EGM.

At the EGM, ordinary resolution(s) will be proposed to approve the change of non-executive Director, including (1) the removal of Mr. CHENG Feng (“**Mr. CHENG**”) from the position of non-executive Director of the Company; and (2) the election of Ms. LI Yun (“**Ms. LI**”) as a non-executive Director of the Company.

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## LETTER FROM THE BOARD

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### ORDINARY RESOLUTIONS

#### Resolutions in relation to the change of non-executive Director

Reference is made to the announcement of the Company dated July 13, 2023. Mr. CHENG is alleged to have seriously violated disciplines and laws, and is subject to disciplinary inspection and supervisory investigation by the Shanghai Municipal Supervision Committee of the Disciplinary Inspection Commission (上海市紀委監委), therefore he will not be able to perform his duties as a Director. The Company recently received a letter from Shanghai United Media Group (上海報業集團), a Shareholder, pursuant to which, due to work arrangement, Mr. CHENG will cease to serve as a non-executive Director of the Company and Ms. LI is recommended to serve as a non-executive Director of the Company. In accordance with the provisions of the Articles of Association, the Board hereby proposes to the Shareholders' general meeting of the Company for approval of the removal of Mr. CHENG from the position of non-executive Director of the fifth session of the Board of the Company. Mr. CHENG will cease to serve as a non-executive Director, a member of the strategic development committee of the Board and a member of the compliance and risk management committee of the Board with effect from the date of approval at the EGM.

Save as disclosed above, the Board is not aware of any disagreement between Mr. CHENG and the Board or any matters that need to be brought to the attention of the Shareholders of the Company.

The Board will propose the appointment of Ms. LI as a non-executive Director of the Company at the EGM. The term of office of Ms. LI will commence from the date of consideration and approval of this resolution at the EGM and end on the expiry of the term of office of the fifth session of the Board of the Company.

Biographical details of Ms. LI are set out below:

Ms. LI, born in 1964, is a member of the CPC, holds a master's degree in economics and is a senior editor. She currently serves as the secretary of the CPC party committee and president of Shanghai United Media Group and the chairman of Shanghai Zhongyuan Capital Management Co., Ltd. Since 1984, she successively served as the secretary of the youth league committee and teacher of Shanghai No. 4 Normal School, deputy head, head and deputy secretary of the school department of the Luwan District Committee of the Communist Youth League, deputy director of the Women's Federation of Luwan District, deputy director of the office of the Luwan District Committee, secretary of the CPC work committee of Wuliqiao Subdistrict of Luwan District, and other positions. She has served as a standing member and head of the publicity department of the Luwan District Committee since May 2001, and a standing member and head of the publicity department of the Minhang District Committee since September 2002; successively served as the deputy secretary of the CPC party committee and secretary of the disciplinary inspection committee of the Jiefang Daily Newspaper Group and secretary of the CPC party committee of Jiefang Daily since July 2008; the deputy secretary of the CPC party committee of Shanghai United Media Group and the secretary of the CPC party committee and president of Jiefang Daily since October 2013; and the secretary of the CPC party committee and president of Shanghai United Media Group since November 2021. She is a member of the 14th National Committee of the Chinese People's Political Consultative Conference, a member of the 11th and 12th Shanghai Municipal Committee of the Communist Party of China, and the vice chairman of China Newspaper Association.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date and to the best knowledge of the Board, save as disclosed above, during the past three years, Ms. LI has not held any directorship in any public company whose securities are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Ms. LI is not connected with any Directors, supervisors, senior management or substantial Shareholders of the Company and does not hold any positions with the Company or any of its subsidiaries. Ms. LI does not have any interest in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this circular, there is no other information in relation to the appointment of Ms. LI which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders of the Company. Ms. LI has not been subject to any punishment by the CSRC and other competent authorities or censorship by any stock exchanges.

If appointed, the Company will enter into a service contract with Ms. LI. Ms. LI will not receive any remuneration from the Company during her term of office as a non-executive Director.

The aforesaid resolutions were considered and approved by the Board on July 31, 2023 and are hereby proposed at the EGM for consideration and approval. The aforesaid resolutions are independent of each other and are not conditional upon the passing of each.

### EGM

The EGM will be held at Meeting Room, 15/F, No. 119 South Zhongshan Road, Shanghai, the PRC on Friday, August 18, 2023 at 2:00 p.m. The notice of the EGM is set out on pages 7 to 9 of this circular.

The register of members of H Shares of the Company will be closed from Tuesday, August 15, 2023 to Friday, August 18, 2023 (both days inclusive), during which time no transfers of H Shares will be effected. Holders of H Shares who have submitted their transfer documents to the H Share Registrar of the Company and registered as Shareholders on the register of members of H Shares of the Company before 4:30 p.m. on Monday, August 14, 2023 are entitled to attend and vote in respect of the resolutions to be proposed at the EGM. In order to attend the EGM, holders of H Shares should ensure that all transfer documents, accompanied by the relevant H Share certificates, are lodged with the H Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Monday, August 14, 2023.

The form of proxy for the EGM has been distributed on Tuesday, August 1, 2023 and has also been published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.dfzq.com.cn](http://www.dfzq.com.cn)).

To be valid, for holders of H Shares, the form of proxy and notarized power of attorney or other document of authorization must be delivered to the Company's H Share Registrar not less than 24 hours before the time appointed for the EGM (i.e. before 2:00 p.m. on Thursday, August 17, 2023). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person if you so wish.

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## LETTER FROM THE BOARD

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### HONG KONG LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, voting for the resolutions at the EGM will be taken by way of a poll.

As at the Latest Practicable Date, to the best knowledge of the Directors, no Shareholder has a material interest in any of the above resolutions and therefore no Shareholder is required to abstain from voting in respect of the above resolutions at the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Board considers that the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders to vote in favour of the resolutions in the notice of the EGM as annexed to this circular at the EGM.

Yours faithfully,  
By Order of the Board  
**JIN Wenzhong**  
*Chairman*

August 1, 2023



# NOTICE OF EXTRAORDINARY GENERAL MEETING



*(A joint stock company incorporated in the People's Republic of China with limited liability  
under the Chinese corporate name “东方证券股份有限公司” and carrying on business  
in Hong Kong as “東方證券” (in Chinese) and “DFZQ” (in English))*

**(Stock Code: 03958)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 first extraordinary general meeting (the “**Extraordinary General Meeting**”) of 東方證券股份有限公司 (the “**Company**”) will be held at Meeting Room, 15/F, No. 119 South Zhongshan Road, Shanghai, the People's Republic of China (the “**PRC**”) on Friday, August 18, 2023 at 2:00 p.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and approve the resolutions in relation to the change of non-executive director of the Company
  - 1.01 To consider and approve the removal of Mr. CHENG Feng from the position of non-executive director of the Company
  - 1.02 To consider and approve the election of Ms. LI Yun as a non-executive director of the Company

By order of the Board of Directors  
**JIN Wenzhong**  
Chairman

Shanghai, the PRC  
August 1, 2023

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# NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

## **1. ELIGIBILITY FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING AND DATE OF REGISTRATION FOR HOLDERS OF H SHARES**

The register of members of H Shares of the Company will be closed from Tuesday, August 15, 2023 to Friday, August 18, 2023 (both days inclusive), during which time no share transfers of H Shares will be effected. Purchasers of shares who have submitted their instruments of share transfer to the H Share Registrar of the Company and registered as shareholders on the register of members of H Shares of the Company before 4:30 p.m. on Monday, August 14, 2023 are entitled to attend and vote in respect of the resolutions to be proposed at the Extraordinary General Meeting.

In order to attend the Extraordinary General Meeting, holders of H Shares 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, before 4:30 p.m. on Monday, August 14, 2023.

## **2. PROXY**

- (1) Each shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies in writing to attend and vote on his/her/their behalf. A proxy need not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his/her/their 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. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

To be valid, for holders of H Shares, the form of proxy and notarized power of attorney or other document of authorization must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the Extraordinary General Meeting (i.e. before 2:00 p.m. on Thursday, August 17, 2023).

## **3. REGISTRATION PROCEDURES FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING**

A shareholder or his/her/their proxy should present proof of identity when attending the Extraordinary General Meeting. 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 Extraordinary General Meeting by providing 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 shareholders' general meeting must be taken by poll. The sub-items numbered 1.01 and 1.02 in this notice of Extraordinary General Meeting are independent of each other and are not conditional upon the passing of each other.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 5. MISCELLANEOUS

- (1) The Extraordinary General Meeting is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
- (2) The address of Computershare Hong Kong Investor Services Limited is:  
  
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered office of the Company:  
  
Orient Securities Building  
No. 119 South Zhongshan Road  
Huangpu District, Shanghai  
the People's Republic of China  
  
Contact department: Office of the Board  
Telephone No.: 86 (21)6332 6373  
Facsimile No.: 86 (21)6332 6010  
Contact Person: Mr. WU Yibo
- (4) Please refer to the circular of the Company in relation to the Extraordinary General Meeting to be dispatched in due course for details of the resolutions to be proposed at the Extraordinary General Meeting for consideration and approval.

*As at the date of this notice, the Board of Directors comprises Mr. SONG Xuefeng, Mr. JIN Wenzhong and Mr. LU Weiming as executive Directors; Mr. YU Xuechun, Mr. ZHOU Donghui, Mr. CHENG Feng, Mr. REN Zhixiang and Ms. ZHU Jing as non-executive Directors; and Mr. JIN Qinglu, Mr. WU Hong, Mr. FENG Xingdong, Mr. LUO Xinyu and Mr. CHAN Hon as independent non-executive Directors.*