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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 second 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, November 22, 2024 at 2:00 p.m. for the following purposes:

SPECIAL RESOLUTION

1. To consider and approve the resolution in relation to the amendments to certain provisions of the Articles of Association.

ORDINARY RESOLUTIONS (CUMULATIVE VOTING)

2. To consider and approve the resolution regarding the election of directors (excluding independent non-executive directors) of the sixth session of the board of directors (the “**Director**”) of the Company (the “**Board**”), including:
 - 2.01 To consider and approve the election of Mr. GONG Dexiong as an executive Director;
 - 2.02 To consider and approve the election of Mr. LU Weiming as an executive Director;
 - 2.03 To consider and approve the election of Mr. LU Dayin as an executive Director;
 - 2.04 To consider and approve the election of Mr. XIE Weiqing as a non-executive Director;
 - 2.05 To consider and approve the election of Mr. YANG Bo as a non-executive Director;
 - 2.06 To consider and approve the election of Mr. SHI Lei as a non-executive Director;
 - 2.07 To consider and approve the election of Ms. LI Yun as a non-executive Director;
 - 2.08 To consider and approve the election of Mr. XU Yongmiao as a non-executive Director; and
 - 2.09 To consider and approve the election of Mr. REN Zhixiang as a non-executive Director.

3. To consider and approve the resolution regarding the election of independent non-executive Directors of the sixth session of the board of directors of the Company, including:
 - 3.01 To consider and approve the election of Mr. WU Hong as an independent non-executive Director;
 - 3.02 To consider and approve the election of Mr. FENG Xingdong as an independent non-executive Director;
 - 3.03 To consider and approve the election of Mr. LUO Xinyu as an independent non-executive Director;
 - 3.04 To consider and approve the election of Mr. CHAN Hon as an independent non-executive Director; and
 - 3.05 To consider and approve the election of Mr. ZHU Kai as an independent non-executive Director.

4. To consider and approve the resolution regarding the election of shareholder representative supervisors (the “**Supervisor**”) of the sixth session of the supervisory committee of the Company, including:
 - 4.01 To consider and approve the election of Mr. LIU Wei as a shareholder representative Supervisor;
 - 4.02 To consider and approve the election of Ms. DU Xinhong as a shareholder representative Supervisor;
 - 4.03 To consider and approve the election of Mr. SHEN Guangjun as a shareholder representative Supervisor; and
 - 4.04 To consider and approve the election of Mr. LING Yun as a shareholder representative Supervisor.

By order of the Board of Directors
JIN Wenzhong
Chairman

Shanghai, the PRC
October 31, 2024

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 Monday, November 18, 2024 to Friday, November 22, 2024 (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 Friday, November 15, 2024 are entitled to attend and vote in respect of the resolution 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 Friday, November 15, 2024.

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, November 21, 2024).

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 general meeting must be taken by poll. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares are required to abstain from voting on the matters to be approved by shareholders at the general meeting of the Company.

The resolution numbered 1 as set out in this notice is a special resolution to be passed by more than two thirds of the total number of shares held by the shareholders entitled to vote and attending the EGM; and resolutions numbered 2 to 4 are ordinary resolutions to be passed by more than half of the total number of shares held by the shareholders entitled to vote and attending the EGM, and a cumulative voting system will be adopted, i.e. each share held by a shareholder is entitled to the same number of votes as the number of persons to be elected, and the voting rights held by the shareholders can be utilized in a centralized manner. Specifically, (1) each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her multiplied by the total number of directors (excluding independent non-executive directors) upon whom he/she can vote, when electing directors (excluding independent non-executive directors). Each shareholder may vote at his/her own discretion in favour of one directors (excluding independent non-executive directors) candidate, or each shareholder may vote at his/her own discretion in favour of different directors (excluding independent non-executive directors) candidates in any combination; (2) for the election of independent non-executive directors, each shareholder will be entitled to a number of votes equal to the product of the number of shares held by him/her multiplied by the total number of independent non-executive directors he/she is entitled to elect. Each shareholder may vote for a particular candidate of independent non-executive director or may vote for different candidates of independent non-executive directors in any combination; (3) each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her multiplied by the total number of shareholder representative supervisors upon whom he/she can vote, when electing shareholder representative supervisors. Each shareholder may vote at his/her own discretion in favour of one shareholder representative supervisor candidate or different shareholder representative supervisor candidates in any combination.

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 resolution 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. JIN Wenzhong, Mr. GONG Dexiong and Mr. LU Weiming as executive Directors; Mr. YU Xuechun, Mr. ZHOU Donghui, Ms. LI Yun, Mr. REN Zhixiang and Ms. ZHU Jing as non-executive Directors; and Mr. WU Hong, Mr. FENG Xingdong, Mr. LUO Xinyu, Mr. CHAN Hon and Mr. ZHU Kai as independent non-executive Directors.