
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 and reply slip, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED RE-APPOINTMENT OF THE EXTERNAL AUDITORS
FOR THE YEAR 2020**

**(2) PROPOSED CHANGE IN SCOPE OF BUSINESS OF THE COMPANY
AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND**

**(3) NOTICE OF 2020 SECOND EXTRAORDINARY
GENERAL MEETING**

The 2020 second extraordinary general meeting (the “EGM”) of Everbright Securities Company Limited (the “Company”) will be held at 2:30 p.m. on Monday, October 12, 2020 at the Jing’an International Plaza, No. 1508 Xinzha Road, Jing’an District, Shanghai, PRC. A notice convening the EGM is set out on pages 9 to 10 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, whereas A Shareholders should return the form of proxy to the Company’s Board office, 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 Sunday, October 11, 2020) 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.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (for H Shareholders) on or before Tuesday, September 22, 2020.

September 18, 2020

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DEFINITIONS

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 Shanghai Stock Exchange and traded in RMB
“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
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the 2020 second extraordinary general meeting of the Company to be held at 2:30 p.m. on Monday, October 12, 2020
“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

DEFINITIONS

“Shareholders”	shareholders of the Company, including A Shareholders and H Shareholders
“Shares”	shares of the Company, including A Shares and H Shares
“SSE”	Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

If there is any inconsistency between the Chinese and English versions of this circular, the Chinese version shall prevail.

LETTER FROM THE BOARD



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. Yan Jun (<i>Chairman, Executive Director</i>)	<i>Registered office and principal place of business in the PRC:</i> No. 1508 Xinzha Road, Jing'an District, Shanghai, PRC	
Mr. Liu Qiuming (<i>Executive Director</i>)		
Mr. Song Bingfang (<i>Non-executive Director</i>)		
Mr. Yin Lianchen (<i>Non-executive Director</i>)		
Mr. Chan Ming Kin (<i>Non-executive Director</i>)		
Mr. Xue Keqing (<i>Non-executive Director</i>)		
Mr. Xu Jingchang (<i>Independent Non-executive Director</i>)		
Mr. Xiong Yan (<i>Independent Non-executive Director</i>)		
Mr. Li Zheping (<i>Independent Non-executive Director</i>)		<i>Place of business in Hong Kong:</i>
Mr. Au Sing Kun (<i>Independent Non-executive Director</i>)		12/F, Everbright Centre,
Mr. Wang Yong (<i>Independent Non-executive Director</i>)	108 Gloucester Road, Wan Chai, Hong Kong	

September 18, 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-APPOINTMENT OF THE EXTERNAL AUDITORS
FOR THE YEAR 2020**

**(2) PROPOSED CHANGE IN SCOPE OF BUSINESS OF THE COMPANY
AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

AND

**(3) NOTICE OF 2020 SECOND 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 Monday, October 12, 2020 at the Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, 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 resolution to be proposed at the EGM.

LETTER FROM THE BOARD

At the EGM, an ordinary resolution will be proposed to approve (if thought fit) the resolution in relation to the proposed re-appointment of external auditors for the year 2020, and a special resolution will be proposed to approved (if thought fit) the resolution in relation to the proposed change in scope of business and amendments to the Articles of Association.

Ordinary Resolution:

The resolution of the proposed re-appointment of external auditors for the year 2020

Reference was made to the announcement of the Company dated August 26, 2020 in relation to the proposed re-appointment of external auditors for the year 2020. On August 26, 2020, the Board considered and approved to (i) re-appoint Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic external auditors of the Company for the year 2020 to provide relevant domestic audit services in accordance with PRC Accounting Standards for Business Enterprises; (ii) re-appoint Ernst & Young as the overseas external auditors of the Company for the year 2020 to provide relevant overseas audit and review services in accordance with the International Financial Reporting Standards; and (iii) authorize the management of the Company to determine the audit fees based on the market principles and to enter into relevant contracts.

The above proposal has been considered and approved by the Board on August 26, 2020 and is hereby presented to the EGM for consideration and approval.

LETTER FROM THE BOARD

Special Resolution:

The resolution of the proposed change in scope of business of the Company and amendments to the Articles of Association

Reference was made to the announcement of the Company dated August 26, 2020 in relation to the proposed change in scope of business of the Company and amendments to the Articles of Association. On August 26, 2020, the Board considered and approved to add “custodian business for securities investment funds” in the current scope of business of the Company in light of the current operating activities of the Company, and approved the corresponding amendments to the Articles of Association in accordance with the Measures for the Administration of Securities Investment Fund Custody Business (《證券投資基金託管業務管理辦法》) and the actual situation of the Company. The comparison table on the proposed amendments to the Articles of Association are set out as below:

No.	Existing Articles	Amended Articles	Remarks
1	<p>Article 13 The business scope of the Company registered according to the law is: securities brokerage; securities investment and consultation; financial advisor related to securities transactions and securities investment activities; securities underwriting and sponsorship; securities dealing; provisions of intermediary business for futures companies; sales of securities investments funds on a commission basis; securities margin trading; sales of financial products on commission basis; market-making business related to share option; and other businesses approved by the CSRC.</p>	<p>Article 13 The business scope of the Company registered according to the law is: securities brokerage; securities investment and consultation; financial advisor related to securities transactions and securities investment activities; securities underwriting and sponsorship; securities dealing; provisions of intermediary business for futures companies; sales of securities investments funds on a commission basis; securities margin trading; sales of financial products on commission basis; market-making business related to share option; <u>custodian business for securities investment funds</u> and other businesses approved by the CSRC.</p>	<p>According to relevant requirements of Article 14 of the Measures for the Administration of Securities Investment Fund Custody Business.</p>

LETTER FROM THE BOARD

Save as above amendments, other articles of the current Articles of Association remain unchanged. The Board has resolved to propose at the general meeting to authorize the Board in turn to delegate its authority to the management of the Company to (i) make wording adjustments to the above amendments (including but not limited to the texts, chapters and sections, terms and effective conditions) of the Articles of Association based on opinions of regulatory authorities in approval and filing process, and (ii) complete the industrial and commercial change registration and other procedures in relation to the amendments to the Articles of Association.

The above proposal has been considered and approved by the Board on August 26, 2020 and is hereby presented to the EGM for consideration and approval.

LETTER FROM THE BOARD

II. THE EGM

The EGM will be held at 2:30 p.m. on Monday, October 12, 2020 at the Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, PRC, to consider and, if thought fit, approve the aforesaid resolutions. The notice of the EGM is set out on pages 9 to 10 of this circular.

A form of proxy for use at the EGM is enclosed. 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, whereas A Shareholders should return the form of proxy to the Company's Board office, 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 Sunday, October 11, 2020) 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.

If you intend to attend the EGM in person or by proxy, you are required to return the completed and signed reply slip to the Company's H share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders), or to the Company's Board office (for A Shareholders), on or before Tuesday, September 22, 2020 in person, by mail or by fax.

The address of the Company's Board office is No. 1508 Xinzha Road, Jing'an District, Shanghai, PRC (Postcode: 200040, Telephone: (86) 21 2216 9914, Fax: (86) 21 2216 9964). 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 resolutions to be proposed at the EGM will be voted by poll. Results of the poll voting will be posted on the website of the Company at www.ebscn.com and on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the EGM.

LETTER FROM THE BOARD

IV. RECOMMENDATION

The Board considers that the aforesaid resolutions are in the best interests of the Company and the Shareholders as a whole and accordingly recommends you to vote in favor of such resolutions to be proposed at the EGM.

By order of the Board
Everbright Securities Company Limited
Yan Jun
Chairman

Shanghai, the PRC

NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING

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Everbright Securities Company Limited 光大證券股份有限公司

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

NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 second extraordinary general meeting (“**EGM**”) of Everbright Securities Company Limited (the “**Company**”) will be held at 2:30 p.m. on Monday, October 12, 2020 at the Jing’an International Plaza, No. 1508 Xinzha Road, Jing’an District, Shanghai, PRC, to consider and, if thought fit, approve the following resolutions.

ORDINARY RESOLUTION

1. To consider and approve the resolution of the re-appointment of external auditors for the year 2020.

SPECIAL RESOLUTION

1. To consider and approve the resolution of change in scope of business of the Company and amendments to the Articles of Association.

By order of the Board
Everbright Securities Company Limited
Yan Jun
Chairman

Shanghai, the PRC
August 27, 2020

As at the date of this notice, the Board of the Company comprises Mr. Yan Jun (Chairman, Executive Director), Mr. Liu Qiuming (Executive Director), Mr. Song Bingfang (Non-executive Director), Mr. Yin Lianchen (Non-executive Director), Mr. Chan Ming Kin (Non-executive Director), Mr. Xue Keqing (Non-executive Director), Mr. Xu Jingchang (Independent Non-executive Director), Mr. Xiong Yan (Independent Non-executive Director), Mr. Li Zheping (Independent Non-executive Director), Mr. Au Sing Kun (Independent Non-executive Director) and Mr. Wang Yong (Independent Non-executive Director).

NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING

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 Saturday, September 12, 2020 to Monday, October 12, 2020 (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 Friday, September 11, 2020 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 Sunday, October 11, 2020) (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

- (1) 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.
- (2) Shareholders intending to attend the EGM in person or by their proxies should return the completed and signed reply slip for attending the EGM in person, by post or by fax to Computershare Hong Kong Investor Services Limited (for H Shareholders), or to the Company's Board office (for A Shareholders) on or before Tuesday, September 22, 2020.

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 to demand a poll in relation to all the resolutions to be proposed at the EGM. Results of the poll voting will be posted on the website of the Company at www.ebscn.com and on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at 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 address of Computershare Hong Kong Investor Services Limited is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Telephone: (852) 2862 8555, Fax: (852) 2865 0990).
- (3) The address of the Company's Board office is at No. 1508 Xinzha Road, Jing'an District, Shanghai, PRC (Postcode: 200040, Telephone: (86) 21 2216 9914, Fax: (86) 21 2216 9964).