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, 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)

RESOLUTION ON THE RE-APPOINTMENT OF EXTERNAL AUDITORS FOR THE YEAR OF 2023 AND NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

The 2023 first extraordinary general meeting of Everbright Securities Company Limited will be held at 2:30 p.m. on Tuesday, August 8, 2023 at the Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC. A notice convening the EGM is set out on pages 7 to 8 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, August 7, 2023) 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.

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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 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 2023 first extraordinary general meeting of the

Company to be held at 2:30 p.m. on Tuesday, August 8,

2023

"EYHK" Ernst & Young

"EYHM" Ernst & Young Hua Ming LLP

"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)

DEFINITIONS

"PRC" the People's Republic of China

"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.



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 (Chairman, Executive Director)

Mr. Liu Qiuming (Executive Director, President)

Mr. Song Bingfang (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)

Mr. Liu Yunhong (Independent Non-executive Director)

Registered office and principal place of business in the PRC:

No. 1508 Xinzha Road,

Jing'an District,

Shanghai, the PRC

Place of business in Hong Kong:

12/F, Everbright Centre,

108 Gloucester Road,

Wan Chai,

Hong Kong

July 20, 2023

To the Shareholders

Dear Sir or Madam,

RESOLUTION ON THE RE-APPOINTMENT OF EXTERNAL AUDITORS FOR THE YEAR OF 2023 AND

NOTICE OF 2023 FIRST 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, August 8, 2023 at the Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC. The purpose of this circular is to provide you with information on, among others, (i) the re-appointment of external auditors for the year of 2023; and (ii) the notice of the EGM to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

II. RE-APPOINTMENT OF EXTERNAL AUDITORS FOR THE YEAR OF 2023

Reference was made to the announcement of the Company dated July 19, 2023. According to the Articles of Association, the appointment of external auditors of the Company shall be decided by the general meeting, and the auditors shall serve a term of one year and may be re-appointed. It is proposed that EYHM be re-appointed as the PRC external auditor of the Company for the year 2023 responsible for providing relevant domestic audit services in accordance with the PRC Accounting Standards for Business Enterprises. In addition, it is proposed that EYHK be re-appointed as the overseas external auditor of the Company for the year 2023 responsible for providing relevant overseas audit and review services in accordance with the International Financial Reporting Standards.

1. Basic Information on the External Auditor Proposed to be Appointed

EYHM was founded in September 1992 and completed the localization conversion in August 2012 from a Sino-foreign cooperative joint venture with limited liability to a special general partnership. EYHM is qualified as an accounting firm and has extensive audit experience in serving listed companies, large state-owned enterprises and central enterprises, which provides annual financial report audit service for the Everbright Group and its subsidiaries since 2016.

EYHK is a partnership firm established under the laws of Hong Kong and is wholly owned by its partners. EYHK has been a member firm of Ernst & Young global network since its establishment, and each of EYHK and EYHM is an independent legal entity and follows the professional standards of independence, objectivity and impartiality in performing their duties.

EYHM and EYHK have completed the audit of the Company's financial reports under domestic and overseas standards and internal control standards for enterprises for 2022.

2. Audit and Other Professional Services for the Year 2023

The audit and other professional services to be provided by EY for the year 2023 mainly include: auditing of the financial statements and notes thereto and internal control of the Company and its six principal controlled subsidiaries for the year 2023, reviewing of the interim financial statements and notes thereto of the Company for the year 2023, special auditing of the calculation sheets of net capital, calculation sheets of risk capital reserve, calculation sheets of the total on-balance-sheet and off-balance-sheet asset, calculation sheets of liquidity coverage rate, calculation sheets of net stable funding rate and statements of risk control indicators monitoring for the year 2023, special auditing of the consolidated balance sheets, consolidated income statements, consolidated calculation sheets of net capital, consolidated statements of risk control indicators monitoring and consolidated calculation sheets of risk capital reserve, issuing letters of comfort for related party transactions, and environmental, social and governance reports. Along with further development of the Company's business, the specific service scope may not be limited to the above contents.

3. Audit Fees

The Company is an A+H-share listed company. According to domestic and overseas regulatory requirements, EYHM and EYHK will be responsible for providing relevant audit services and review services for the financial statements of the Company prepared in accordance with the Chinese Accounting Standards for Business Enterprises and the International Financial Reporting Standards, respectively. The Company's domestic and overseas audit and review fees for the year 2023 will be RMB4.58 million in total.

With respect to the matters on the re-appointment of external auditors for the year 2023, including (1) introduction to external auditors proposed to be appointed; (2) filing information about securities services Ernst & Young Hua Ming engages in; and (3) certificate of registration of Ernst & Young from the Accounting and Financial Reporting Council, please refer to Appendix I to this circular.

The above resolution has been considered and approved by the Board on July 19, 2023 and the following matters are hereby presented to the EGM for consideration and approval: (1) the re-appointment of Ernst & Young Hua Ming LLP as the domestic external auditor of the Company for the year 2023 to provide relevant domestic audit services in accordance with the PRC Accounting Standards for Business Enterprises; (2) the re-appointment of Ernst & Young as the overseas external auditor of the Company for the year 2023 to provide relevant overseas audit and review services in accordance with the International Financial Reporting Standards; and (3) the Company's domestic and overseas audit and review fees for the year 2023 totalling RMB4.58 million, and the authorization to the operating management of the Company to enter into the agreements related to the re-appointment of auditors.

III. THE EGM

The EGM will be held at 2:30 p.m. on Tuesday, August 8, 2023 at the 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 7 to 8 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, August 7, 2023) 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).

IV. 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 SSE at www.sse.com.cn and on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the EGM.

V. 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 to be proposed at the EGM.

By order of the Board

Everbright Securities Company Limited

Zhao Ling

Chairman

Shanghai, the PRC

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

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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)

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first extraordinary general meeting (the "**EGM**") of Everbright Securities Company Limited (the "**Company**") will be held at 2:30 p.m. on Tuesday, August 8, 2023 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 on the re-appointment of external auditors for the year of 2023.

By order of the Board

Everbright Securities Company Limited

Zhao Ling

Chairman

Shanghai, the PRC July 20, 2023

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. 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. Yin Junming (Independent Non-executive Director) and Mr. Liu Yunhong (Independent Non-executive Director).

NOTICE OF 2023 FIRST 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 Thursday, August 3, 2023 to Tuesday, August 8, 2023 (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 Wednesday, August 2, 2023 to complete registration.

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

2. Proxv

- (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, August 7, 2023) (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/her 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 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 Shanghai Stock Exchange at www.sse.com.cn 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, the PRC (Postcode: 200040, Telephone: (86) 21 2216 9914, Fax: (86) 21 2216 9964).

ANNEX 1: INTRODUCTION TO EXTERNAL AUDITORS PROPOSED TO BE APPOINTED

1. Ernst & Young Hua Ming LLP

(1) Basic information

EYHM was founded in September 1992 and completed the localization conversion in August 2012 from a Sino-foreign cooperative joint venture with limited liability to a special general partnership. EYHM is headquartered in Beijing, and its registered address is Room 01-12, 17/F, Ernst & Young Tower, Oriental Plaza, No.1 East Chang'an Avenue, Dongcheng District, Beijing. As of the end of 2022, EYHM had 229 partners, and the chief partner is Mr. Mao Anning. EYHM has always attached great importance to the cultivation of talents. EYHM has 1,818 practicing certified public accountants as of the end of 2022, including more than 1,500 practicing certified public accountants with experience in securities-related business services and more than 400 certified public accountants who had signed audit reports on securities service business. The total operating revenue of EYHM for the year 2021 was RMB5.49 billion, of which revenue from audit business was RMB5.282 billion (including revenue from securities business of RMB2.27 billion). In 2021, EYHM audited annual reports of 116 A share listed companies for total auditing fees amounting to RMB0.763 billion. These listed companies mainly engage in industries including manufacturing, finance, wholesale and retail trading, information transmission, software and information technology services, real estate, etc. EYHM provides audit services to 20 listed companies in the same industry of the Company.

(2) Investor protection capability

EYHM has outstanding investor protection capability and has drawn occupational risk fund and purchased professional liability insurance which covers its Beijing headquarters and all branches in accordance with relevant laws and regulations.

The sum of cumulative compensation cap of accrued occupational risk fund drawn and professional liability insurance purchased by EYHM has exceeded RMB0.2 billion. In the past three years, EYHM has not been subject to any civil liabilities due to civil litigation related to its practice.

(3) Integrity record

In the past three years, EYHM and its employees have not been subject to any criminal punishment, administrative punishment, or any self-regulatory measures and disciplinary sanctions of self-regulatory organizations such as industry associations due to its practice. EYHM has received the Decision on Issuing Warning Letter from the securities regulatory authorities twice, involving 13 employees. The aforesaid Decision

on Issuing Warning Letter is a regulatory measure instead of an administrative punishment. EYHM has received the Self-regulatory Measures on Issuing Written Warning from Shenzhen Stock Exchange to its two employees once, involving no penalty. According to the provisions of relevant laws and regulations, the above regulatory measures and self-regulatory measures will not affect EYHM's ability to continue to undertake or conduct securities service business and other business.

2. Ernst & Young

EYHK is a partnership firm established under the laws of Hong Kong and is wholly owned by its partners. EYHK has been providing auditing, taxation and consulting services in Hong Kong since 1976, and has provided auditing services for many Hong Kong listed companies, including banking, insurance, securities and other financial institutions. EYHK has been a member firm of Ernst & Young global network since its establishment, and each of EYHK and EYHM is an independent legal entity.

Since October 1, 2019, EYHK has been registered as a public interest entity auditor under the Financial Reporting Council Ordinance in Hong Kong. In addition, EYHK has been approved by the Ministry of Finance of the People's Republic of China to obtain a temporary audit business license in Mainland China, and is an accounting firm registered with the US PCAOB and the Japanese Financial Services Authority to engage in related auditing business. EYHK maintains professional liability insurance annually in accordance with relevant laws and regulations.

Since 2020, the Hong Kong Financial Reporting Council has conducted inspections of EYHK as a public interest entity auditor every year. Prior to this, the Hong Kong Institute of Certified Public Accountants conducted similar independent inspections on EYHK every year. No matters that had a significant impact on the audit business of EYHK were found in the practice quality inspection in the past three years.

ANNEX 2: FILING INFORMATION ABOUT SECURITIES SERVICES ERNST & YOUNG HUA MING ENGAGES IN



APPENDIX I

MATTERS ON THE RE-APPOINTMENT OF EXTERNAL AUDITORS FOR THE YEAR OF 2023

20	上会会计师事务所 (特殊普通合伙)	91310106086242261L	31000008	2020-11-02
21	深圳堂堂会计师事务所 (普通合伙)	91440300770332722R	47470034	2020-11-02
22	四川华信(集团)会计师事务所(特殊普通合伙)	91510500083391472Y	51010003	2020-11-02
23	苏亚金诚会计师事务所 (特殊普通合伙)	91320000085046285W	32000026	2020-11-02
24	唐山市新正会计师事务所(普通合伙)	911302035795687109	13020011	2020-11-02
25	天衡会计师事务所(特殊普通合伙)	913200000831585821	32000010	2020-11-02
26	天健会计师事务所 (特殊普通合伙)	913300005793421213	33000001	2020-11-02
27	天圆全会计师事务所(特殊普通合伙)	911101080896649376	11000374	2020-11-02
28	天职国际会计师事务所 (特殊普通合伙)	911101085923425568	11010150	2020-11-02
29	希格玛会计师事务所(特殊普通合伙)	9161013607340169X2	61010047	2020-11-02
30	信永中和会计师事务所(特殊普通合伙)	91110101592354581W	11010136	2020-11-02
31	亚太 (集团) 会计师事务所 (特殊普通合伙)	911100000785632412	11010075	2020-11-02
32	永拓会计师事务所 (特殊普通合伙)	91110105085458861W	11000102	2020-11-02
33	尤尼泰振青会计师事务所 (特殊普通合伙)	91370200MA3TGAB979	37020009	2020-11-02
34	致同会计师事务所 (特殊普通合伙)	91110105592343655N	11010156	2020-11-02
35	中汇会计师事务所(特殊普通合伙)	91330000087374063A	33000014	2020-11-02
36	中勤万信会计师事务所(特殊普通合伙)	91110102089698790Q	11000162	2020-11-02
37	中审华会计师事务所《特殊普通合伙》	911201166688390414	12010011	2020-11-02
38	中审亚太会计师事务所 (特殊普通合伙)	91110108061301173Y	11010170	2020-11-02
39	中审众环会计师事务所(特殊普通合伙)	91420106081978608B	42010005	2020-11-02
40	中天运会计师事务所(特殊普通合伙)	91110102089661664J	11000204	2020-11-02
41	中喜会计师事务所 (特殊普通合伙)	9111010108553078XF	11000168	2020-11-02
42	中兴财光华会计师事务所(特殊普通合伙)	9111010208376569XD	11010205	2020-11-02
43	中兴华会计师事务所 (特殊普通合伙)	91110102082881146K	11000167	2020-11-02
44	中证天通会计师事务所 (特殊普通合伙)	91110108089662085K	11000267	2020-11-02
45	中准会计师事务所 (特殊普通合伙)	91110108082889906D	11000170	2020-11-02
46	众华会计师事务所 (特殊普通合伙)	91310114084119251J	31000003	2020-11-02

注: 本表信息根据会计师事务所首次备案材料生成,行政机关仅对备案材料完备性进行形式审核,会计师事务所对相 关信息的真实、准确、完整负责;为会计师事务所从事证券服务业务备案,不代表对其执业能力的认可。



ANNEX 3: CERTIFICATE OF REGISTRATION OF ERNST & YOUNG FROM THE ACCOUNTING AND FINANCIAL REPORTING COUNCIL



Registration number: 0422

CERTIFICATE OF REGISTRATION

This is to certify that

Ernst & Young 安永會計師事務所

is registered as a

CPA FIRM

under the Accounting and Financial Reporting Council Ordinance (Cap. 588) with effect from 27 January 2023

Date of expiry: 31 December 2023

Head of Policy, Registration and Oversight