
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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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)

(1) PROPOSAL OF THE ENGAGEMENT OF EXTERNAL AUDITORS FOR THE YEAR 2019 AND (2) NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

The 2019 first extraordinary general meeting (the “EGM”) of Everbright Securities Company Limited (the “Company”) will be held at 2:30 p.m. on Monday, December 16, 2019 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, 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, December 15, 2019) 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, November 26, 2019.

October 29, 2019

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of 2019 First Extraordinary General Meeting.	7

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 2019 first extraordinary general meeting of the Company to be held at 2:30 p.m. on Monday, December 16, 2019
“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

“Shareholders”	shareholders of the Company, including A Shareholders and H Shareholders
“Shares”	shares of the Company, including A Shares and H Shares
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)
“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



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)

Mr. Yan Jun (<i>Chairman, Executive Director</i>)	<i>Registered office and</i>
Mr. Ju Hao (<i>Non-executive Director</i>)	<i>principal place of</i>
Mr. Song Bingfang (<i>Non-executive Director</i>)	<i>business in the PRC:</i>
Mr. Yin Lianchen (<i>Non-executive Director</i>)	No. 1508 Xinzha Road,
Mr. Chan Ming Kin (<i>Non-executive Director</i>)	Jing'an District,
Mr. Xue Keqing (<i>Non-executive Director</i>)	Shanghai,
Mr. Meng Xiangkai (<i>Non-executive Director</i>)	the PRC
Mr. Xu Jingchang (<i>Independent Non-executive Director</i>)	
Mr. Xiong Yan (<i>Independent Non-executive Director</i>)	<i>Place of business in Hong Kong:</i>
Mr. Li Zheping (<i>Independent Non-executive Director</i>)	24/F, Lee Garden One,
Mr. Au Sing Kun (<i>Independent Non-executive Director</i>)	33 Hysan Avenue, Causeway Bay,
Mr. Wang Yong (<i>Independent Non-executive Director</i>)	Hong Kong

October 29, 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSAL OF THE ENGAGEMENT OF EXTERNAL AUDITORS
FOR THE YEAR 2019
AND**

(2) NOTICE OF 2019 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 Monday December 16, 2019 at the Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the 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.

At the EGM, the following ordinary resolution will be proposed to approve (if thought fit) the proposal of the engagement of external auditors for the year 2019.

LETTER FROM THE BOARD

Ordinary Resolution:

1 To consider and approve the proposal of the engagement of external auditors for the year 2019

The Board of Directors adopted the following resolutions on the engagement of external auditors of the Company for the year 2019 at the Board meeting convened on April 29, 2019:

1. agreed to re-engage Ernst & Young Hua Ming LLP (Special General Partnership) as the PRC external auditors of the Company for the year 2019 to provide relevant domestic audit services in accordance with PRC Accounting Standards for Business Enterprises.
2. agreed to re-engage Ernst & Young as the overseas external auditors of the Company for the year 2019 to provide relevant overseas audit and review services in accordance with the International Financial Reporting Standards.
3. authorized 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 of Directors on April 29, 2019, and is hereby presented to the EGM for consideration and approval.

II. THE EGM

The EGM will be held at 2:30 p.m. on Monday, December 16, 2019 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.

LETTER FROM THE BOARD

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, December 15, 2019) 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, November 26, 2019 in person, by mail or by fax.

The address of the Company's Board office is No. 1508 Xinzha Road, Jing'an District, Shanghai, the 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 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 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 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.

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

Shanghai, the PRC

NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING



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 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 first extraordinary general meeting of Everbright Securities Company Limited (the “**Company**”) will be held at 2:30 p.m. on Monday, December 16, 2019 at the Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC, to consider and, if thought fit, approve the following resolution. Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated October 29, 2019.

ORDINARY RESOLUTION

1. To consider and approve the proposal of the engagement of external auditors for the year 2019.

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

Shanghai, the PRC
October 29, 2019

As at the date of this notice, the Board of the Company comprises Mr. Yan Jun (Chairman, Executive Director), Mr. Ju Hao (Non-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. Meng Xiangkai (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 2019 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 Saturday, November 16, 2019 to Monday, December 16, 2019 (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, November 15, 2019 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 scheduled for the EGM (i.e. 2:30 p.m. on Sunday, December 15, 2019) (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, November 26, 2019.

4. Voting by Poll

According to Rule 13.39(4) of the Listing Rules, 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, the PRC (Postcode: 200040, Telephone: (86) 21 2216 9914, Fax: (86) 21 2216 9964).