

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “AGM”) of Everbright Securities Company Limited (the “Company”) will be held at 2:30 p.m. on Tuesday, May 28, 2024 at Jing’an International Plaza, No. 1508 Xinzha Road, Jing’an District, Shanghai, the PRC, to consider and, if thought fit, approve the following resolutions.

ORDINARY RESOLUTIONS

1. To consider and approve the 2023 Report of the Board of Directors.
2. To consider and approve the 2023 Report of the Supervisory Committee.
3. To consider and approve the Independent Directors’ Annual Work Report for 2023.
4. To consider and approve the 2023 Annual Report and its Summary.
5. To consider and approve the 2023 Annual Profit Distribution Plan.
6. To consider and approve the Report on Performance Appraisal and Remuneration of the Directors of the Company for 2023.
7. To consider and approve the Report on Performance Appraisal and Remuneration of the Supervisors of the Company for 2023.
8. To consider and approve the Resolution on the Cap of Proprietary Trading Businesses Scale of the Company in 2024.
9. To consider and approve the Resolution on the Expected Ordinary Related Party (Connected) Transactions of the Company in 2024.
10. To consider and approve the Resolution on the Appointment of External Auditors for 2024.

SPECIAL RESOLUTIONS

11. To consider and approve the Resolution on the Amendments to the Articles of Association.
12. To consider and approve the Resolutions on the General Mandate to Issue Onshore and Offshore Debt Financing Instruments to the Company, including:
 - 12.1 Issuer
 - 12.2 Type of Debt Financing Instruments
 - 12.3 Size of Issuance
 - 12.4 Method of Issuance
 - 12.5 Term of Debt Financing Instruments
 - 12.6 Interest Rates of Debt Financing Instruments
 - 12.7 Guarantees and Other Credit Enhancement Arrangements
 - 12.8 Use of Proceeds
 - 12.9 Issue Price
 - 12.10 Target Subscribers and Arrangements for Placement to the Shareholders of the Company
 - 12.11 Listing of the Debt Financing Instruments
 - 12.12 Measures for Guaranteeing Debt Repayment of the Debt Financing Instruments
 - 12.13 Authorised Matters Relating to the Issuance of the Onshore and Offshore Debt Financing Instruments of the Company
 - 12.14 Validity Period of the Resolution

ORDINARY RESOLUTIONS

13. To consider and approve the Resolutions on the Election of Non-independent Directors of the Seventh Session of the Board of Directors of the Company.
 - 13.1 To consider and approve the Resolution on the Election of Mr. Zhao Ling as an Executive Director of the Seventh Session of the Board of Directors of the Company
 - 13.2 To consider and approve the Resolution on the Election of Mr. Liu Qiuming as an Executive Director of the Seventh Session of the Board of Directors of the Company
 - 13.3 To consider and approve the Resolution on the Election of Ms. Ma Rentao as a Non-executive Director of the Seventh Session of the Board of Directors of the Company
 - 13.4 To consider and approve the Resolution on the Election of Mr. Lian Yalin as a Non-executive Director of the Seventh Session of the Board of Directors of the Company
 - 13.5 To consider and approve the Resolution on the Election of Ms. Wang Yun as a Non-executive Director of the Seventh Session of the Board of Directors of the Company
 - 13.6 To consider and approve the Resolution on the Election of Mr. Yin Yanwu as a Non-executive Director of the Seventh Session of the Board of Directors of the Company
 - 13.7 To consider and approve the Resolution on the Election of Mr. Xie Song as a Non-executive Director of the Seventh Session of the Board of Directors of the Company
 - 13.8 To consider and approve the Resolution on the Election of Mr. Qin Xiaozheng as a Non-executive Director of the Seventh Session of the Board of Directors of the Company
14. To consider and approve the Resolutions on the Election of Independent Non-executive Directors of the Seventh Session of the Board of Directors of the Company.
 - 14.1 To consider and approve the Resolution on the Election of Mr. Ren Yongping as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company

- 14.2 To consider and approve the Resolution on the Election of Mr. Yin Junming as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company
- 14.3 To consider and approve the Resolution on the Election of Mr. Lau Ying Pan as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company
- 14.4 To consider and approve the Resolution on the Election of Ms. Chen Xuanjuan as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company
- 14.5 To consider and approve the Resolution on the Election of Mr. Lv Suiqi as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company
- 15. To consider and approve the Resolutions on the Election of Supervisors of the Seventh Session of the Supervisory Committee of the Company.
 - 15.1 To consider and approve the Resolution on the Election of Mr. Liang Yi as a Supervisor of the Seventh Session of the Supervisory Committee of the Company
 - 15.2 To consider and approve the Resolution on the Election of Mr. Zhou Huajian as a Supervisor of the Seventh Session of the Supervisory Committee of the Company
 - 15.3 To consider and approve the Resolution on the Election of Mr. Ye Shengli as a Supervisor of the Seventh Session of the Supervisory Committee of the Company
 - 15.4 To consider and approve the Resolution on the Election of Mr. Lin Maoliang as a Supervisor of the Seventh Session of the Supervisory Committee of the Company
 - 15.5 To consider and approve the Resolution on the Election of Mr. Li Ruoshan as a Supervisor of the Seventh Session of the Supervisory Committee of the Company
 - 15.6 To consider and approve the Resolution on the Election of Mr. Liu Yunhong as a Supervisor of the Seventh Session of the Supervisory Committee of the Company

TO HEAR THE RELEVANT REPORT

16. To hear the Report on Performance of Duty, Performance Appraisal and Remuneration of the Senior Management of the Company for 2023.

By order of the Board
Everbright Securities Company Limited
Zhao Ling
Chairman

Shanghai, the PRC
April 29, 2024

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

Notes:

1. Eligibility for Attending the AGM 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 AGM from Tuesday, May 21, 2024 to Tuesday, May 28, 2024 (both days inclusive), during which period no transfer of H shares will be registered. H shareholders whose names appear on the H share register of members of the Company at the close of business on Tuesday, May 21, 2024 are entitled to attend and vote at the AGM. In order to attend the AGM, H shareholders should ensure that share certificates, accompanied with transfer documents, 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 Monday, May 20, 2024 to complete registration.

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

2. Proxy

- (1) Any shareholder entitled to attend and vote at the AGM 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 appointer or his attorney duly authorized in writing, or if the appointer is a legal entity, either under seal of the legal entity 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 AGM (i.e. at 2:30 p.m. on Monday, May 27, 2024). The form of proxy for use at the AGM will be published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.ebscn.com).

Completion and return of the form of proxy will not preclude the shareholders from attending and voting at the AGM or at any adjourned meeting in person if they so wish.

3. Registration Procedures for Attending the AGM

A shareholder or his/her proxy should produce proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorized by the board of directors or other decision-making body of such shareholder may attend the AGM by producing a copy of the resolution of the board of directors or other decision-making 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 AGM will exercise his power under the articles of association of the Company to demand a poll in relation to all the resolutions to be proposed at the AGM. 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 AGM.

5. Cumulative Voting

According to the articles of association of the Company, the aforesaid non-independent directors, independent non-executive directors and supervisors (namely Resolutions 13, 14 and 15) will be elected through cumulative voting. The number of total votes that a shareholder can exercise is decided by the following factors: (i) the number of shares held by such shareholder; and (ii) the number of non-independent directors, independent non-executive directors and supervisors to be elected. For every share held by a shareholder who participates in the voting, the shareholder will have the same number of voting rights which equals to the number of non-independent directors, independent non-executive directors and supervisors to be elected. A shareholder may give all his or her votes to one candidate or divide his or her votes among several candidates. Non-independent directors, independent non-executive directors and supervisors are elected at the AGM based on the total number of votes he or she receives.

6. Distribution of Final Dividend of H Shares

The board of directors the Company (the “**Board**”) has proposed to pay the final cash dividend of RMB2.803 (tax inclusive) for every 10 shares for the year ended December 31, 2023 to all A shareholders and H shareholders, which is expected to be RMB1,292,403,775.21 (tax inclusive) in total, with a total share capital of 4,610,787,639 A shares and H shares as at December 31, 2023. Cash dividend is denominated and declared in RMB, and paid to A shareholders in RMB and to H shareholders in Hong Kong dollars. The actual distribution amount in Hong Kong dollars would be calculated at the rate of average benchmark exchange rate of RMB against Hong Kong dollars published by the People’s Bank of China for one week (including the date of the AGM) prior to the AGM of the Company. If the Resolution on the 2023 Annual Profit Distribution Plan of the Company is approved at the AGM, the cash dividend will be distributed by the Company within two months from the date of the AGM.

The Company will publish separate announcements on the record date and book closure period for the payment of the dividends to the H shareholders, as well as the record date and the date for the payment of the dividends to A shareholders.

7. Tax Matters

Pursuant to the Notice of the PRC State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348), the dividend and bonus income received by the overseas resident individual shareholders from the stocks issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax according to the items of “interests, dividend and bonus income”, which shall be withheld by the withholding agents according to the relevant laws. The overseas resident individual shareholders who hold the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries where they are residents and China or the tax arrangements between Mainland China and Hong Kong (Macau). The tax rate for dividends under the relevant tax agreements and tax arrangements is generally 10%, and for the purpose of simplifying tax administration, domestic non-foreign invested enterprises issuing shares in Hong Kong may, when distributing dividend, generally withhold individual income tax at the rate of 10%, and are not obligated to file an application. If the tax rate for dividend is not equal to 10%, the following provisions shall apply: (1) for citizens from countries under tax agreements to be entitled to tax rates lower than 10%, the withholding agents will file applications on their behalf to seek entitlement of the relevant agreed preferential treatments, and upon approval by the tax authorities, over withheld tax amounts will be refunded; (2) for citizens from countries under tax agreements to be entitled to tax rates higher than 10% but lower than 20%, the withholding agents will withhold the individual income tax at the agreed-upon effective tax rate when distributing dividend (bonus), and are not obligated to file an application; (3) for citizens from countries without tax agreements or are under other situations, the withholding agents will withhold the individual income tax at a tax rate of 20% when distributing dividend. Pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to Holders of H Shares Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897), a PRC resident enterprise, when distributing dividends for 2008 and for the years afterwards to holders of H Shares who are overseas non-resident enterprises, shall be subject to the enterprise income tax withheld at a uniform rate of 10%.

Withholding of income tax on H shareholders of Hong Kong Stock Connect

In accordance with the relevant provisions of the Notification on Relevant Tax Policies for Pilot Operation of Transaction Interconnection Mechanism of Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No. 81), which has been implemented since November 17, 2014:

- For the dividend income obtained by mainland individual investors from investment in H Shares of the Company through HK-Shanghai Stock Connect, the Company shall withhold the income tax as per the 20% tax rate. For the dividend income obtained by mainland securities investment funds from investment in H Shares of the Company through HK-Shanghai Stock Connect, the income tax shall be levied in accordance with the above provisions; and
- For the dividend income obtained by mainland enterprise investors from investment in H Shares of the Company through HK-Shanghai Stock Connect, the income tax on the mainland enterprises shall not be withheld by the Company, and the tax payable shall be declared and paid by the mainland enterprises.

In accordance with the Notification on Relevant Tax Policies for Pilot Operation of Transaction Interconnection Mechanism of Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127) put into force on December 5, 2016:

- For the dividend income obtained by mainland individual investors from investment in H Shares of the Company through HK-Shenzhen Stock Connect, the Company shall withhold the income tax as per the 20% tax rate. For the dividend income obtained by mainland securities investment funds from investment in H Shares of the Company through HK-Shenzhen Stock Connect, the income tax shall be levied in accordance with the above provisions; and
- For the dividend income obtained by mainland enterprise investors from investment in H Shares of the Company through HK-Shenzhen Stock Connect, the income tax on the mainland enterprises shall not be withheld by the Company, and the tax payable shall be declared and paid by the mainland enterprises.

If the H shareholders of the Company have any questions regarding the above arrangements, they may consult their tax advisers on the tax implications in Mainland China, Hong Kong and other countries (regions) from owning and disposing of the H Shares of the Company.

8. Arrangements for Adverse Weather and Other Force Majeure

The AGM may be adjourned to a later date and/or time or cancelled (at the discretion of the Company) if it is not practicable to convene the AGM due to adverse weather and other special reasons such as force majeure. The Company will publish an announcement on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.ebscn.com) to explain the postponement or cancellation of the AGM (provided that the failure of the Company to publish the announcement in time for any reason shall not affect the decision of the Company to postpone or cancel the convening of the AGM). Shareholders may also contact the H share registrar or the Company's Board office for enquiries.

9. Others

- (1) For joint shareholders, a vote by a preferred joint shareholder, whether in person or by a proxy, is to be accepted as representing the remaining joint shareholders if the joint shareholders present in person or by proxy are more than one. In regard thereof, the priority of the shareholders shall be determined by the rankings of the relevant joint shareholders in the register of members of the Company in relation to the relevant Shares.
- (2) Except for the arrangements for the Company to conduct online voting for A shareholders during the designated time on the day of the AGM in accordance with the relevant provisions of Shanghai Stock Exchange and the articles of association of the Company, as well as the Rules of Procedure for General Meetings, the AGM shall be a physical meeting (on-site meeting) at which H shareholders of the Company are required to attend in person or by proxy as required by Note 2 to this notice. The duration of the AGM is expected not to exceed half a day. All shareholders who attend the AGM shall arrange for their own transportation and accommodation at their own expenses.
- (3) 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).
- (4) The location 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).