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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 effected for transmission to the purchaser or transferee.

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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)

**RESOLUTION REGARDING THE ELECTION
OF MR. PAN JIANYUN AS A
NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND
NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING**

The 2025 first extraordinary general meeting (the “EGM”) of Everbright Securities Company Limited (the “**Company**”) will be held at 2:30 p.m. on Tuesday, April 29, 2025 at Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC. A notice convening the EGM is set out on pages 6 to 7 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 soon 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, in person or by post in any event not less than 24 hours before the time appointed for holding the EGM (i.e. before 2:30 p.m. on Monday, April 28, 2025) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish.

March 27, 2025

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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)”	director(s) of the Company
“EGM”	the 2025 first extraordinary general meeting of the Company to be held at 2:30 p.m. on Tuesday, April 29, 2025
“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, excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region and Taiwan district

DEFINITIONS

“Shareholders”	shareholders of the Company, including A Shareholders and H Shareholders
“Shares”	shares of the Company, including A Shares and H Shares
“SSE”	the 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. Zhao Ling (<i>Chairman, Executive Director</i>)	<i>Registered office and principal</i>
Mr. Liu Qiuming (<i>Executive Director, President</i>)	<i>place of business in the PRC:</i>
Ms. Ma Rentao (<i>Non-executive Director</i>)	No. 1508 Xinzha Road
Mr. Lian Yalin (<i>Non-executive Director</i>)	Jing'an District
Mr. Yin Yanwu (<i>Non-executive Director</i>)	Shanghai
Mr. Qin Xiaozheng (<i>Non-executive Director</i>)	PRC
Mr. Ren Yongping (<i>Independent Non-executive Director</i>)	
Mr. Yin Junming (<i>Independent Non-executive Director</i>)	<i>Place of business in Hong Kong:</i>
Mr. Lau Ying Pan (<i>Independent Non-executive Director</i>)	12/F, Everbright Centre
Ms. Chen Xuanjuan (<i>Independent Non-executive Director</i>)	108 Gloucester Road
Mr. Lv Suiqi (<i>Independent Non-executive Director</i>)	Wan Chai
	Hong Kong

March 27, 2025

To the Shareholders

Dear Sir or Madam,

**RESOLUTION REGARDING THE ELECTION
OF MR. PAN JIANYUN AS A
NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND
NOTICE OF 2025 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, April 29, 2025 at Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC. The purpose of this circular is to give you the 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, an ordinary resolution will be proposed to approve (if thought fit) the resolution regarding the election of Mr. Pan Jianyun as a non-executive Director of the Company.

LETTER FROM THE BOARD

Ordinary Resolution:

Resolution regarding the election of Mr. Pan Jianyun as a non-executive Director of the Company

References are made to the announcements of the Company dated March 7, 2025 and March 27, 2025. On March 27, 2025, a resolution was approved by the Board to nominate Mr. Pan Jianyun as a candidate for non-executive Director to the seventh session of the Board.

Brief Biographical Particulars of Mr. Pan Jianyun:

Mr. Pan Jianyun, born in 1970, holds a master's degree in economics from Zhejiang University and an EMBA degree from Fudan University. He currently serves as an executive director and vice president of China Everbright Limited (a company listed on the Stock Exchange, stock code: 165), a non-executive director of China Everbright Environment Group Limited (a company listed on the Stock Exchange, stock code: 257), a non-executive director of China Aircraft Leasing Group Holdings Limited (a company listed on the Stock Exchange, stock code: 1848), and a non-executive and non-independent chairman of Ying Li International Real Estate Limited (a company listed on the Singapore Exchange, stock code: 5DM). He previously served as the general manager of the investment banking (Zhejiang) department, the general manager of the investment banking (Shanghai) third department, the general manager of the investment banking management headquarters, and the general manager and business director of the investment banking headquarters of the Company; a deputy general manager of the listing office, a deputy director of the deep reform office, and a deputy general manager of the collaborative development department of China Everbright Group Ltd.; and a director and vice president of China Everbright Holdings Company Limited.

If appointed, Mr. Pan will enter into a Director's service agreement with the Company, with his term of office commencing on the date when the resolution regarding his election as a non-executive Director is approved at the EGM and ending on the expiry date of the term of the seventh session of the Board, and he shall be eligible for re-election and re-appointment upon the expiry of the term of office. During his term of office as a non-executive Director of the Company, Mr. Pan will not receive any remuneration from the Company.

Save as disclosed in this circular, Mr. Pan did not hold any directorship in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; he does not have any relationship with any Director, Supervisor, senior management or substantial or controlling shareholder of the Company or their respective subsidiaries nor does he hold any position in the Company or any of its subsidiaries. As at the date of this circular, Mr. Pan does not have any interest in any Shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) of Hong Kong.

LETTER FROM THE BOARD

Save as disclosed in this circular, Mr. Pan has confirmed that there is no information that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules nor is there any matter that needs to be brought to the attention of the Shareholders. Mr. Pan has also confirmed that he has not been subject to any penalty by the China Securities Regulatory Commission or other relevant authorities or punishment by any stock exchanges.

II. THE EGM

The EGM will be held at 2:30 p.m. on Tuesday, April 29, 2025 at 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 6 to 7 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 the EGM and to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon 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, in person or by post in any event not less than 24 hours before the time appointed for holding the EGM (i.e. before 2:30 p.m. on Monday, April 28, 2025) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof 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, Wan Chai, 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 on by poll. The poll results 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.

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
Zhao Ling
Chairman

Shanghai, the PRC

NOTICE OF EGM



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)

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 first extraordinary general meeting (the “EGM”) of Everbright Securities Company Limited (the “Company”) will be held at 2:30 p.m. on Tuesday, April 29, 2025 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 regarding the election of Mr. Pan Jianyun as a non-executive Director of the Company.

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

Shanghai, the PRC
March 27, 2025

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), Ms. Ma Rentao (Non-executive Director), Mr. Lian Yalin (Non-executive Director), Mr. Yin Yanwu (Non-executive Director), Mr. Qin Xiaozheng (Non-executive Director), Mr. Ren Yongping (Independent Non-executive Director), Mr. Yin Junming (Independent Non-executive Director), Mr. Lau Ying Pan (Independent Non-executive Director), Ms. Chen Xuanjuan (Independent Non-executive Director) and Mr. Lv Suiqi (Independent Non-executive Director).

NOTICE OF EGM

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 Tuesday, April 22, 2025 to Tuesday, April 29, 2025 (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, Wan Chai, Hong Kong, no later than 4:30 p.m. on Thursday, April 17, 2025 to complete registration.

The Company will announce separately on the Shanghai Stock Exchange 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 and signed by the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal entity, either under seal of the legal person 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, Wan Chai, Hong Kong, no later than 24 hours before the time fixed for the EGM (i.e. 2:30 p.m. on Monday, April 28, 2025) or any adjourned meeting thereof (the proxy form for use at the EGM is enclosed herewith).

Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjourned meeting thereof 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 decision-making body of such Shareholder may attend the EGM 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 EGM will exercise his/her power under the Articles of Association to demand a poll in relation to the resolution to be proposed at the EGM. The poll results 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. Others

- (1) The duration of the EGM is expected not to exceed half a day. All Shareholders who attend the EGM shall arrange for their own transportation and accommodation at their own expense.
- (2) The address of Computershare Hong Kong Investor Services Limited is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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).