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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)**

**ANNOUNCEMENT**  
**POLL RESULTS OF THE 2017 SECOND EXTRAORDINARY**  
**GENERAL MEETING**

The board of directors (the “**Board**”) of Everbright Securities Company Limited (the “**Company**”) is pleased to announce the poll results of the 2017 second extraordinary general meeting of the Company (the “**EGM**”) held at the conference room 1320, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC on Monday, April 17, 2017.

Unless the context otherwise requires, the capitalized terms used in this announcement shall have the same meaning as those defined in the notice of the EGM and the circular of the Company dated February 28, 2017.

**1. CONVENING AND ATTENDANCE OF THE EGM**

The EGM was held at the conference room 1320, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC at 2:30 p.m. on Monday, April 17, 2017.

The EGM was convened by the Board and chaired by Mr. Xue Feng, the chairman and president of the Company. No resolution was rejected or amended at the EGM, and no new resolution was proposed at the EGM for voting and approval.

As at the date of the EGM, there were a total of 4,610,787,639 shares of the Company in issue (including 3,906,698,839 A shares and 704,088,800 H shares), which was the total number of shares entitling the holders to attend and vote on the resolution at the EGM. There was no restriction on any shareholders casting votes on the resolution proposed at the EGM. None of the shareholders, who was entitled to attend, was required to vote against or abstain from voting in respect of the resolution proposed at the EGM.

A total of 25 shareholders and proxies, holding an aggregate of 2,596,980,722 shares with voting rights of the Company, representing approximately 56.324015% of the total shares with voting rights of the Company, have attended the EGM, among which, 23 are A shareholders and proxies, holding an aggregate of 2,304,718,637 A shares, representing approximately 49.985356% of the total shares with voting rights of the Company and 2 are H shareholder and proxy, holding an aggregate of 292,262,085 H shares, representing approximately 6.338659% of the total shares with voting rights of the Company.

The EGM was duly convened and conducted in compliance with the relevant requirements of the Company Law of the People’s Republic of China, the relevant laws and regulations, listing rules of the place where the Company is listed and the articles of association of the Company (the “**Articles of Association**”). Voting at the EGM was conducted through both on-site voting and online voting (only applicable to the A shareholders of the Company) and the voting methods were in compliance with the relevant requirements of the relevant laws and regulations and the Articles of Association.

The Company currently has 11 directors, of which 2 directors attended the EGM. Among the five existing supervisors, 1 supervisor attended the EGM. Ms. Zhu Qin, the secretary to the Board, also attended the EGM. The representatives of the PRC legal counsel appointed by the Company and the relevant personnel of Computershare Hong Kong Investor Services Limited also attended the EGM.

## 2. POLL RESULTS OF THE EGM

The poll results of the resolution proposed at the EGM are as follows:

SPECIAL RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
1.	To consider and approve the resolution on amendments to the Articles of Association	A Shares	2,304,716,532	99.999909	2,105	0.000091	0	0.000000
		H Shares	292,262,085	100.000000	0	0.000000	0	0.000000
		<b>Total</b>	<b>2,596,978,617</b>	<b>99.999919</b>	<b>2,105</b>	<b>0.000081</b>	<b>0</b>	<b>0.000000</b>
	<b>As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.</b>							
2.	To consider and approve the resolution on general mandate to issue onshore debt financing instruments, including:							
	2.1. issuer, issue size and issue method	A Shares	2,304,714,432	99.999818	4,205	0.000182	0	0.000000
		H Shares	292,262,085	100.000000	0	0.000000	0	0.000000
		<b>Total</b>	<b>2,596,976,517</b>	<b>99.999838</b>	<b>4,205</b>	<b>0.000162</b>	<b>0</b>	<b>0.000000</b>
	2.2. types of debt financing instruments	A Shares	2,304,714,432	99.999818	4,205	0.000182	0	0.000000
		H Shares	292,262,085	100.000000	0	0.000000	0	0.000000
		<b>Total</b>	<b>2,596,976,517</b>	<b>99.999838</b>	<b>4,205</b>	<b>0.000162</b>	<b>0</b>	<b>0.000000</b>
	2.3. term of debt financing instruments	A Shares	2,304,714,432	99.999818	4,205	0.000182	0	0.000000
		H Shares	292,262,085	100.000000	0	0.000000	0	0.000000
		<b>Total</b>	<b>2,596,976,517</b>	<b>99.999838</b>	<b>4,205</b>	<b>0.000162</b>	<b>0</b>	<b>0.000000</b>

SPECIAL RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
2.4. interest rate of debt financing instruments	A Shares	2,304,714,432	99.999818	4,205	0.000182	0	0.000000	
	H Shares	292,262,085	100.000000	0	0.000000	0	0.000000	
	<b>Total</b>	2,596,976,517	99.999838	4,205	0.000162	0	0.000000	
2.5. security and other arrangements	A Shares	2,304,714,432	99.999818	4,205	0.000182	0	0.000000	
	H Shares	292,262,085	100.000000	0	0.000000	0	0.000000	
	<b>Total</b>	2,596,976,517	99.999838	4,205	0.000162	0	0.000000	
2.6. use of proceeds	A Shares	2,304,712,132	99.999718	6,505	0.000282	0	0.000000	
	H Shares	292,262,085	100.000000	0	0.000000	0	0.000000	
	<b>Total</b>	2,596,974,217	99.999750	6,505	0.000250	0	0.000000	
2.7. issue price	A Shares	2,304,712,132	99.999718	6,505	0.000282	0	0.000000	
	H Shares	292,262,085	100.000000	0	0.000000	0	0.000000	
	<b>Total</b>	2,596,974,217	99.999750	6,505	0.000250	0	0.000000	
2.8. issue target and arrangements on placement to Shareholders	A Shares	2,304,714,432	99.999818	4,205	0.000182	0	0.000000	
	H Shares	292,262,085	100.000000	0	0.000000	0	0.000000	
	<b>Total</b>	2,596,976,517	99.999838	4,205	0.000162	0	0.000000	
2.9. listing of debt financing instruments	A Shares	2,304,714,432	99.999818	4,205	0.000182	0	0.000000	
	H Shares	292,262,085	100.000000	0	0.000000	0	0.000000	
	<b>Total</b>	2,596,976,517	99.999838	4,205	0.000162	0	0.000000	
2.10. safeguard measures for repayment of the Company Onshore Debt Financing Instruments	A Shares	2,304,714,432	99.999818	4,205	0.000182	0	0.000000	
	H Shares	292,262,085	100.000000	0	0.000000	0	0.000000	
	<b>Total</b>	2,596,976,517	99.999838	4,205	0.000162	0	0.000000	
2.11. validity period of resolution	A Shares	2,304,714,432	99.999818	4,205	0.000182	0	0.000000	
	H Shares	292,261,685	99.999863	0	0.000000	400	0.000137	
	<b>Total</b>	2,596,976,117	99.999823	4,205	0.000162	400	0.000015	
2.12. authorization for the issuance of the Company Onshore Debt Financing Instruments	A Shares	2,304,716,532	99.999909	2,105	0.000091	0	0.000000	
	H Shares	292,261,685	99.999863	400	0.000137	0	0.000000	
	<b>Total</b>	2,596,978,217	99.999904	2,505	0.000096	0	0.000000	
<b>As more than two-thirds of the votes were cast in favour of each of these resolutions, each of these resolutions was duly passed as a special resolution.</b>								

As more than two-thirds of the votes were cast in favour of the above resolutions, the above resolutions were duly passed as special resolutions.

The scrutineers of the EGM were the shareholders' representatives of the Company, the supervisors' representatives of the Company, the representatives of King & Wood Mallesons, the PRC legal counsel of the Company and the representatives of Computershare Hong Kong Investor Services Limited, the Company's H share registrar.

For details of the above resolutions, please refer to the notice and circular of the Company dated February 28, 2017.

### 3. TESTIMONY OF LEGAL COUNSEL

King & Wood Mallesons, the PRC legal counsel of the Company, witnessed the EGM, and in their opinion, the procedures of calling and convening the EGM, the eligibility of shareholders and proxies attending the meeting and the voting procedures have complied with the requirements of the relevant laws, regulations and the Articles of Association, and the poll results of the EGM are legal and valid.

By order of the Board  
**Everbright Securities Company Limited**  
**Xue Feng**  
*Chairman, President*

Shanghai, the PRC  
April 18, 2017

*As at the date of this announcement, the Board comprises Mr. Gao Yunlong (Non-executive Director), Mr. Ge Haijiao (Non-executive Director), Mr. Xue Feng (Chairman, Executive Director, President), Mr. Yin Lianchen (Non-executive Director), Mr. Chan Ming Kin (Non-executive Director), Mr. Yang Guoping (Non-executive Director), Mr. Zhu Ning (Independent Non-executive Director), Mr. Xu Jingchang (Independent Non-executive Director), Mr. Xiong Yan (Independent Non-executive Director), Mr. Li Zheping (Independent Non-executive Director) and Mr. Au Sing Kun (Independent Non-executive Director).*