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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)**

**NOTICE OF 2017 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2017 second extraordinary general meeting (the “EGM”) of Everbright Securities Company Limited (the “**Company**”) will be held at 2:30 p.m. on Monday, April 17, 2017 at the conference room 1320, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC, to consider and, if thought fit, approve the following resolutions. Unless otherwise specified, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated February 28, 2017.

**SPECIAL RESOLUTIONS**

1. To consider and approve the resolution on amendments to the Articles of Association.
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
  - 2.2 types of debt financing instruments
  - 2.3 term of debt financing instruments
  - 2.4 interest rate of debt financing instruments
  - 2.5 security and other arrangements
  - 2.6 use of proceeds

- 2.7 issue price
- 2.8 issue target and arrangements on placement to Shareholders
- 2.9 listing of debt financing instruments
- 2.10 safeguard measures for repayment of the Company Onshore Debt Financing Instruments
- 2.11 validity period of resolution
- 2.12 authorization for the issuance of the Company Onshore Debt Financing Instruments

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

Shanghai, the PRC  
February 28, 2017

*As at the date of this notice, the Board of the Company comprises Mr. Gao Yunlong (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).*

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, March 18, 2017 to Monday, April 17, 2017 (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, March 17, 2017 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 proxy form 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 (the proxy form for the EGM is enclosed herewith).

Completion and return of the proxy form 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, March 28, 2017.

#### **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](http://www.ebscn.com) and on the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://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 location of the Company's Board office is at No. 1508 Xinzha Road, Jing'an District, Shanghai, PRC (Postcode: 200040, Telephone: (86) 21 2216 9914, Fax: (86) 21 2216 9964).