
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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) PROPOSED ELECTION OF MR. YAN JUN AS A
NON-EXECUTIVE DIRECTOR OF THE COMPANY**
**(2) PROPOSED ELECTION OF MR. SUN WENQIU AS A
SUPERVISOR OF THE COMPANY**
AND
**(3) NOTICE OF 2018 FIRST EXTRAORDINARY
GENERAL MEETING**

The 2018 first extraordinary general meeting (the “EGM”) of Everbright Securities Company Limited (the “Company”) will be held at 2:30 p.m. on Thursday, August 9, 2018 at the Jing’an International Plaza, No. 1508 Xinzha Road, Jing’an District, Shanghai, PRC. A notice convening the EGM is set out on pages 9 to 10 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 Wednesday, August 8, 2018) 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 Friday, July 20, 2018.

June 25, 2018

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of 2018 First Extraordinary General Meeting	9

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 2018 first extraordinary general meeting of the Company to be held at 2:30 p.m. on Thursday, August 9, 2018
“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, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region

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
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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

June 25, 2018

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED ELECTION OF MR. YAN JUN AS A
NON-EXECUTIVE DIRECTOR OF THE COMPANY**
**(2) PROPOSED ELECTION OF MR. SUN WENQIU AS A
SUPERVISOR OF THE COMPANY**
AND
**(3) NOTICE OF 2018 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 Thursday, August 9, 2018 at the Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, 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 resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

At the EGM, the following ordinary resolutions will be proposed to approve (if thought fit) (1) the resolution in relation to the proposed election of Mr. Yan Jun as a non-executive Director of the Company; and (2) the resolution in relation to the proposed election of Mr. Sun Wenqiu as a Supervisor of the Company.

Ordinary Resolutions:

1 Resolution in Relation to the Proposed Election of Mr. Yan Jun as a Non-executive Director of the Company

Reference is made to the announcement of the Company dated June 22, 2018 in relation to the resignation and appointment of the Director and the resignation and appointment of the Supervisor. As considered and approved at the sixth meeting of the fifth session of the Board held on June 22, 2018, it is proposed that Mr. Yan Jun (閆峻) (“**Mr. Yan**”) be appointed as a non-executive director of the Company.

Biographical details of Mr. Yan are as follows:

Mr. Yan Jun, born in October 1970, holds a doctorate degree in economics. He is currently the office executive deputy director and officer of deepening reform of the Central Leading Group for Comprehensively Deepening Reforms of China Everbright Group Ltd. (中國光大集團股份公司全面深化改革領導小組). He previously served at Industrial and Commercial Bank of China Limited (“**ICBC**”), a company whose shares are listed on the SSE and the Stock Exchange (SSE stock code: 601398; Stock Exchange stock code: 1398), as deputy director of the credit department of communications and trade of the head office branch, deputy director and director of the third business department of the head office branch, vice general manager of the head office branch, executive director and vice president of ICBC Financial Leasing Co., Ltd., vice president and member of the party committee of Jiangxi Branch of ICBC and vice general manager and general manager of the special financing department (branch office) of the head office of ICBC. Mr. Yan obtained a doctorate degree in economics from the Graduate School of Chinese Academy of Social Sciences.

To the best knowledge of the Directors and save as disclosed above, Mr. Yan has not held any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Yan does not have any relationships with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of 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. Yan does not hold any interest in the shares of the Company or its associated corporations (within the meaning of Part XV of the SFO).

LETTER FROM THE BOARD

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders. Mr. Yan has not been punished by the CSRC or other relevant authorities or any stock exchanges.

If appointed, Mr. Yan will enter into a director's service contract with the Company. His term of office will commence on the date on which the resolution in respect of his election as a non-executive Director is considered and approved at the EGM and end on the date of expiry of the term of office of the fifth session of the Board, upon which he will be eligible for re-election. Mr. Yan will not receive remuneration from the Company during his service as a non-executive Director of the Company.

Pursuant to the Administrative Measures for Qualifications of Directors, Supervisors and Senior Management of Securities Companies (《證券公司董事、監事和高級管理人員任職資格監管辦法》) (the “**Qualifications Administrative Measures**”) promulgated by the CSRC, directors of security companies are required to obtain corresponding qualifications. Therefore, the appointment of Mr. Yan will become effective when his proposed appointment is considered and approved by the EGM and the relevant qualification for his position as a director of a securities company is obtained.

The above resolution was considered and approved by the Board on June 22, 2018 and is hereby submitted to the EGM for consideration and approval.

2 Resolution in Relation to the Proposed Election of Mr. Sun Wenqiu as a Supervisor of the Company

Reference is made to the announcement of the Company dated June 22, 2018 in relation to the resignation and appointment of the Director and the resignation and appointment of the Supervisor. As considered and approved at the fourth meeting of the fifth session of the Supervisory Committee held on June 22, 2018, it is proposed that Mr. Sun Wenqiu (孫文秋) (“**Mr. Sun**”) be appointed as a Supervisor of the Company.

Biographical details of Mr. Sun are as follows:

Mr. Sun Wenqiu, born in July 1967, holds a master degree certificate and qualification of senior accountant. He is currently the vice chairman and president of Zhejiang Hugeleaf Co., Ltd. (浙江瀚葉股份有限公司), a company whose shares are listed on the SSE (stock code: 600226), a director of Caitong Fund Management Co., Ltd. (財通基金管理有限公司), a director of Qingdao Yibang Bioengineering Limited (青島易邦生物工程有限), chairman of Horgos Biok Pictures Limited (霍爾果斯拜克影視有限公司), chairman of Zhejiang Hugeleaf Investment Management Limited (浙江瀚葉投資管理有限), chairman of Hugeleaf Entertainment (Shanghai) Technology Limited (瀚葉互娛(上海)科技有限), chairman of Shanghai Hanxin Culture & Media Co., Ltd. (上海瀚昕文化傳媒有限), chairman of Shanghai Hugeleaf Sports Development Co., Ltd. (上海瀚葉體育發展有限), a director of Shanghai Duoli Financial Information Service Limited (上海多栗金融信息服務有

LETTER FROM THE BOARD

限公司), an independent director of Shanghai Xinnong Feed Co., Ltd. (上海新農飼料股份有限公司), an independent director of Shanghai Bright Power Semiconductor Co., Ltd. (上海晶豐明源半導體股份有限公司) and an independent director of Shanghai Wave Cyber Environmental Protection Technology Co., Ltd. (上海唯賽勃環保科技股份有限公司). He formerly served as a director, chief accountant and vice president of Shanghai Oriental Pearl (Group) Co., Ltd. (上海東方明珠(集團)股份有限公司) (“**Oriental Pearl Group**”) and the vice president and secretary of the board of directors of Shanghai Oriental Pearl New Media Co., Ltd. (上海東方明珠新媒體股份有限公司), a company whose shares are listed on the SSE (stock code: 600637). Mr. Sun obtained a master degree in accounting from Shanghai University of Finance and Economics.

To the best knowledge of the Directors and save as disclosed above, Mr. Sun has not held any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Sun does not have any relationships with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company and any of its subsidiaries, nor does he hold any position in the Company or any of their respective subsidiaries. As at the date of this circular, Mr. Sun does not hold any interest in the shares of the Company or its associated corporations (within the meaning of Part XV of the SFO).

Mr. Sun served as a director of Oriental Pearl Group (a joint stock company incorporated in China on May 9, 1992, mainly engaged in radio and television communication services, which has been dissolved by deregistration), Shanghai Oriental Pearl Auto Repair Co., Ltd. (上海東方明珠汽車修理有限公司) (“**Oriental Pearl Auto Repair**”, a limited liability company incorporated in China on July 24, 2000, mainly engaged in vehicle repair service, which has been dissolved by deregistration), and Shanghai Oriental Pearl Education Services Co., Ltd. (上海東方明珠教育服務有限公司) (“**Oriental Pearl Education Services**”, a limited liability company incorporated in China on August 13, 2002, mainly engaged in property management services, which has been dissolved by deregistration). Mr. Sun has confirmed that there is no wrongful act on his part leading to the dissolutions of the aforesaid three companies. The dissolution of Oriental Pearl Group was because it was absorbed by Bestv New Media Co., Ltd, and the dissolutions of Oriental Pearl Auto Repair and Oriental Pearl Education Services were because they ceased carrying on relevant businesses.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to the appointment of Mr. Sun that needs to be brought to the attention of the Shareholders. Mr. Sun has not been punished by the CSRC or other relevant authorities or any stock exchanges.

LETTER FROM THE BOARD

If appointed, Mr. Sun will enter into a supervisor's service contract with the Company. His term of office will commence on the date on which the resolution in respect of his election as a Supervisor of the Company is considered and approved at the EGM and end on the date of expiry of the term of office of the fifth session of the Supervisory Committee, upon which he will be eligible for re-election. Mr. Sun will not receive remuneration from the Company during his service as a Supervisor of the Company.

Pursuant to the Qualifications Administrative Measures, supervisors of security companies are required to obtain corresponding qualifications. Therefore, the appointment of Mr. Sun will become effective when his proposed appointment is considered and approved by the EGM and the relevant qualification for his position as a supervisor of a securities company is obtained.

The above resolution was considered and approved by the Supervisory Committee on June 22, 2018 and is hereby submitted to the EGM for consideration and approval.

II. THE EGM

The EGM will be held at 2:30 p.m. on Thursday, August 9, 2018 at the Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, PRC, to consider and, if thought fit, approve the aforesaid resolutions. The notice of the EGM is set out on pages 9 to 10 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 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 Wednesday, August 8, 2018) 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 Friday, July 20, 2018 in person, by mail or by fax.

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

LETTER FROM THE BOARD

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 resolutions 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.

IV. RECOMMENDATION

The Board considers that all the aforesaid resolutions are in the best interests of the Company and the Shareholders as a whole and accordingly recommends you to vote in favor of such resolutions to be proposed at the EGM.

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

Shanghai, the PRC

NOTICE OF 2018 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 2018 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 first extraordinary general meeting of Everbright Securities Company Limited (the “**Company**”) will be held at 2:30 p.m. on Thursday, August 9, 2018 at the Jing’an International Plaza, No. 1508 Xinzha Road, Jing’an District, Shanghai, PRC, to consider and, if thought fit, approve the following resolutions. Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated June 25, 2018.

ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the election of Mr. Yan Jun as a non-executive Director of the Company.
2. To consider and approve the resolution in relation to the election of Mr. Sun Wenqiu as a Supervisor of the Company.

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

Shanghai, the PRC
June 25, 2018

As at the date of this notice, the Board comprises Mr. Xue Feng (Chairman, Executive Director), Mr. Ju Hao (Non-executive Director) Mr. Yin Lianchen (Non-executive Director), Mr. Chan Ming Kin (Non-executive Director), Mr. Xue Keqing (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).

NOTICE OF 2018 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 Tuesday, July 10, 2018 to Thursday, August 9, 2018 (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 Monday, July 9, 2018 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 fixed for the EGM (i.e. 2:30 p.m. on Wednesday, August 8, 2018) (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 Friday, July 20, 2018.

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, PRC (Postcode: 200040, Telephone: (86) 21 2216 9914, Fax: (86) 21 2216 9964).