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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of 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 Southwest Securities International Securities 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.

Hong Kong Exchange 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 disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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# Southwest Securities International Securities Limited

## 西證國際證券股份有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 812)

### (1) APPOINTMENT OF NEW AUDITORS AND (2) NOTICE OF SPECIAL GENERAL MEETING

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#### PRECAUTIONARY MEASURES FOR THE SGM

For the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the SGM by appointing the Chairman of the SGM as their proxy and to return their proxy forms by the time specified herein, or through HKSCC Nominees Limited by giving instructions to their brokers and custodians, instead of attending the SGM in person.

In view of the ongoing COVID-19 pandemic and with a view to minimize the Shareholders' and attendees' risk of infection, the Company will implement the following precautionary measures at the SGM:

- (1) Compulsory temperature screening/checks and compulsory health declaration. Anyone with a body temperature above the reference range quoted by the Department of Health, Hong Kong from time to time, or is exhibiting flu-like symptoms may be denied entry into the SGM venue and be requested to leave the SGM venue;
- (2) Compulsory wearing of surgical face mask prior to admission and throughout the SGM. Please note that no mask will be provided at the SGM venue;
- (3) No entry will be allowed to any Shareholder or proxy who is subject to mandatory quarantine order imposed by the Government;
- (4) There is no distribution of corporate gifts;
- (5) No provision of refreshments or drinks or refreshment packs at the SGM venue; and
- (6) Hand sanitizers will be provided at the SGM venue.

Attendees who do not comply with the above precautionary measures may be denied entry into the SGM venue, at the absolute discretion of the Company as permitted by law. To the extent permitted under law, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue in order to ensure the safety of other attendees at the SGM.

A notice convening the SGM to be held at 40/F., Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 28 July 2021 at 10 a.m., Hong Kong is set out on pages 7 to 9 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.swsc.hk](http://www.swsc.hk).

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy to the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the SGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

13 July 2021

\* For identification purpose only

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<sup>#</sup>      *Accompanying document — Form of Proxy for the SGM*

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## **PRECAUTIONARY MEASURES FOR THE SGM**

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## EXPECTED TIMETABLE

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**2021**

Closure of Register (both dates inclusive) . . . . . Friday, 23 July -  
Wednesday, 28 July

Latest time for lodging the proxy forms for use at the SGM . . . . . 10:00 a.m. on  
Monday, 26 July

Date and time of SGM . . . . . 10:00 a.m. on  
Wednesday, 28 July

Announcement of the poll results of the SGM to be  
posted on the HKExnews website of the  
Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's  
website at [www.swsc.hk](http://www.swsc.hk) . . . . . After 4:30 p.m. on  
Wednesday, 28 July

*Notes:*

1. All dates and time set out in this circular refer to Hong Kong dates and time.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) at the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.swsc.hk](http://www.swsc.hk) as and when appropriate and in accordance with the Listing Rules.
3. The SGM will be held on Wednesday, 28 July 2021 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at any time after 9:30 a.m. and before the above meeting time, the SGM will be postponed. The Company will post an announcement at the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.swsc.hk](http://www.swsc.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company for the time being
“Company”	Southwest Securities International Securities Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 July, 2021, being the latest practicable date for ascertaining certain information in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Register”	the register of members of the Company
“SGM”	the special general meeting of the Company to be held at 40/F., Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 28 July 2021 at 10:00 a.m., notice of which is set out on pages 7 to 9 of this circular, or any adjournment thereof
“SGM Notice”	the notice dated 13 July 2021 convening the SGM set out on pages 7 to 9 of this circular
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Registrar”	Computershare Hong Kong Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### Southwest Securities International Securities Limited 西證國際證券股份有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 812)**

*Executive Directors:*

Mr. WU Jian (*Chairman*)

Dr. ZHAO Mingxun

*Independent Non-executive Directors:*

Mr. MENG Gaoyuan

Dr. GUAN Wenwei

Mr. LIANG Jilin

*Registered Office:*

Clarendon House

2 Church Street

Hamilton, HM11

Bermuda

*Head Office and Principal Place  
of Business in Hong Kong:*

40/F., Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

13 July 2021

*To the Shareholders*

Dear Sir or Madam,

### **(1) APPOINTMENT OF NEW AUDITORS AND (2) NOTICE OF SPECIAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information in relation to the resolution to be proposed at the SGM for appointment of SHINEWING (HK) CPA Limited (“**SHINEWING (HK)**”) as the auditors of the Company and to give you the SGM Notice.

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## LETTER FROM THE BOARD

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### 2. APPOINTMENT OF NEW AUDITORS

Reference is made to the announcement of the Company dated 8 July 2021 in relation to the proposed change of auditors of the Company.

Ernst & Young has resigned as the auditors of the Company with effect from 7 July 2021 and the Board has resolved to propose the appointment of SHINEWING (HK) as the auditors of the Company to fill the casual vacancy following the resignation of Ernst & Young. ShineWing Certified Public Accountants (“**SHINEWING (PRC)**”) is the current auditors of Southwest Securities Co., Ltd. (“**SWSC**”), a controlling shareholder of the Company. The Board believes that by having the same audit alliance with SWSC, the audit process of SWSC, the Company and their respective subsidiaries can be streamlined and more efficient. The Board considers that it would be in the interests of the Company and the shareholders of the Company (the “**Shareholders**”) as a whole to appoint SHINEWING (HK) as the auditors of the Company.

Pursuant to the Bye-laws, the proposed appointment of SHINEWING (HK) as the auditors of the Company is subject to approval by the Shareholders at the SGM.

### 3. THE SGM

The SGM will be held at 40/F., Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 28 July 2021 at 10:00 a.m..

The SGM Notice is set out on pages 7 to 9 of this circular. As at the Latest Practicable Date, to the extent that the Directors are aware and having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution to approve the proposed appointment of SHINEWING (HK) as the new auditors of the Company at the SGM.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the SGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.swsc.hk](http://www.swsc.hk).

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy to the Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the SGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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The Register will be closed from Friday, 23 July 2021 - Wednesday, 28 July 2021 (both days inclusive) in order to determine the Shareholders' entitlements to attend and vote at the SGM, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the SGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 22 July 2021.

#### **4. RECOMMENDATION**

The Directors consider the proposed appointment of SHINewing (HK) as the auditors of the Company is in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolution set out in the SGM Notice.

#### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

#### **6. FURTHER INFORMATION**

Your attention is drawn to the additional information set out in appendices to this circular.

This circular is in English and Chinese. In the case of any inconsistency, the English version shall prevail.

Yours faithfully,  
By the order of the Board of  
**Southwest Securities International Securities Limited**  
**WU Jian**  
*Chairman*

\* *For identification purpose only*



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## NOTICE OF SGM

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### Southwest Securities International Securities Limited 西證國際證券股份有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 812)**

#### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Southwest Securities International Securities Limited (the “**Company**”) will be held at 40/F., Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 28 July 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution of the Company:

#### ORDINARY RESOLUTION

1. To consider and appoint SHINEWING (HK) CPA Limited as the auditors of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and to authorise the board of directors of the Company to fix their remuneration.

Yours faithfully,

By the order of the Board

**Southwest Securities International Securities Limited**

**WU Jian**

*Chairman*

Hong Kong, 13 July 2021

*Head Office and Principal Place of Business in Hong Kong:*

40/F, Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

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## NOTICE OF SGM

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*Notes:*

- (1) In view of the ongoing COVID-19 pandemic and with a view to minimize the shareholders' and attendees' risk of infection, the Company will implement the following precautionary measures at the Special General Meeting ("SGM"), (a) compulsory temperature screening/checks and compulsory health declaration; (b) compulsory wearing of surgical face mask prior to admission and throughout the SGM and no mask will be provided at the SGM venue; (c) no entry will be allowed to any Shareholder or proxy who is subject to mandatory quarantine order imposed by the Government; (d) no distribution of corporate gifts; (e) no provision of refreshments or drinks or refreshment packs; and (f) hand sanitizers will be provided at the SGM venue.
- (2) For the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the SGM by appointing the Chairman of the SGM as their proxy and to return their proxy forms by the time specified herein, or through HKSCC Nominees Limited by giving instructions to their brokers and custodians, instead of attending the SGM in person.
- (3) Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- (5) In the case of joint holders of a share if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (6) In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or their authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (7) A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual, or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (8) Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.

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## NOTICE OF SGM

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- (9) Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, the Chairman of the meeting will demand that all resolutions will be voted by way of poll at the meeting.
- (10) The Register of Members of the Company will be closed from Friday, 23 July 2021 - Wednesday, 28 July 2021 (both days inclusive) in order to determine the shareholders' entitlements to attend and vote at the SGM, during which no transfer of shares of the Company will be registered. In order to be qualified to attend and vote at the SGM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 22 July 2021.
- (11) The SGM will be held on Wednesday, 28 July 2021 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at any time after 9:30 a.m. and before the above meeting time, the SGM will be postponed. The Company will post an announcement at the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.swsc.hk](http://www.swsc.hk) to notify shareholders of the date, time and place of the rescheduled meeting.