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BRIGHT SMART SECURITIES & COMMODITIES GROUP LIMITED

耀才證券金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1428)

PROPOSED ADOPTION OF AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by Bright Smart Securities & Commodities Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing memorandum and articles of association of the Company (the “**Existing M&A**”), among others, (i) to conform to the amended Appendix 3 to the Listing Rules which came into effect on 1 January 2022 and applicable laws of the Cayman Islands; and (ii) to make other house-keeping amendments to the Existing M&A for the purpose of clarifying existing practices and making consequential amendments in line with the proposed amendments (collectively, the “**Amendments**”). The Board proposes that the Company adopts a new set of amended and restated memorandum and articles of association (the “**Amended M&A**”) in substitution for, and to the exclusion of, the Existing M&A.

The major proposed Amendments are set out below:

1. to provide for the shareholders of the Company (the “**Shareholders**”) right to speak and vote at a general meeting except where a shareholder is required, by the Listing Rules to abstain from voting to approve the matter under consideration;
2. to clarify that every Shareholder being a corporation may appoint a representative to attend and vote at general meetings and shall accordingly be treated as being present at such meeting in person;
3. to provide for the Shareholders’ right to appoint, remove and fix the remuneration of the auditor of the Company by ordinary resolution;
4. to provide that, unless otherwise determined by the Board, the financial year end of the Company shall be 31 March in each year; and
5. other amendments to better align with the wordings in the Listing Rules, the applicable laws of the Cayman Islands and the relevant provisions in the Existing M&A.

The proposed Amendments are prepared in English and the Chinese translation is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the proposed Amendments, the English version shall prevail.

The proposed adoption of the Amended M&A is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 19 August 2022 (the “AGM”).

A circular containing, among other things, further details of the proposed Amendments and a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Bright Smart Securities & Commodities Group Limited
Hui Yik Bun
Executive Director and Chief Executive Officer

Hong Kong, 8 July 2022

As at the date of this announcement, the Board comprises Mr. Yip Mow Lum (Chairman), Mr. Hui Yik Bun (Chief Executive Officer), Mr. Chan Wing Shing, Wilson as Executive Directors; and Mr. Yu Yun Kong, Mr. Szeto Wai Sun and Mr. Ling Kwok Fai, Joseph as Independent Non-executive Directors.