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耀才證券



BRIGHT SMART SECURITIES

香港交易所上市公司(1428)

**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)**

## **SUPPLEMENTAL ANNOUNCEMENT RENEWAL OF CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the announcement of Bright Smart Securities & Commodities Group Limited (the “**Company**”) dated 14 February 2025, in relation to the continuing connected transactions of the Financial Services Agreements and the Brokerage Services Agreements (the “**Announcement**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

The Company would like to provide further information in relation to the aforesaid continuing connected transactions.

### **THE FINANCIAL SERVICES AGREEMENTS**

The Company would like to clarify that the Company has also set for the annual caps of interest income from margin financing under the Financial Services Agreements for the remaining Directors other than Mr. Yip and Mr. Chan, namely Mr. Hui, Mr. Yu, Mr. Szeto, Mr. Ling and Ms. Wong (“**Remaining Directors**”). The annual caps are also approved during the board meeting and are subject to the same internal control policies and procedures.

It is noted that all of the applicable percentage ratios calculated under the Listing Rules with reference to the annual caps for the interest income from margin financing for the remaining Directors, are less than 5%, and the total consideration is less than HK\$3,000,000. The annual caps for the interest income from margin financing contemplated under the Financial Services Agreements for the Remaining Directors are de minimis transactions under Rule 14A.76 of the Listing Rules. Therefore, such transactions are exempt from the reporting, annual review, announcement and Independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

## **ANNUAL CAP FOR MR. YIP UNDER THE FINANCIAL SERVICES AGREEMENTS**

When the Company set the annual caps of margin financing for Mr. Yip, the Company not only considered the historical amounts of margin financing advanced by the Group to Mr. Yip (ranging from approximately HK\$234 million to HK\$390 million for the last 3 financial years), but also that Mr. Yip's indication of the expected cap of the utilization of the margin financing facilities for the coming 3 financial years ending 31 March 2028. When Mr. Yip indicated that the expected cap of the utilization of the margin financing facilities would be lower than the historical amounts, it is reasonable for the Board to accept such proposed annual cap of approximately HK\$150 million for the coming 3 financial years ending 31 March 2028.

## **PRINCIPAL TERMS OF THE FINANCIAL SERVICES AGREEMENTS — PRICING STANDARDS**

The Company would like to clarify that the statement disclosed in the Announcement under paragraph 5 “Pricing standards” of the “Principal Terms of the Financial Services Agreements”, “According to the Financial Services Agreements, the interest rate to be charged by Bright Smart Securities to the Directors and their respective associates shall be no more favorable to Bright Smart Securities than those offered to other customers who are independent third parties of similar credit standing...” means that the interest rate offered to the Directors are not more favourable as compared to the interest rate offered to the independent third-party customers. This is in line with the principle set out in Listing Rule 14A.06(26).

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

Hong Kong, 21 March 2025

*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, Mr. Ling Kwok Fai, Joseph and Ms. Wong Ting Ting Priscilla as Independent Non-executive Directors.*