THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should obtain independent professional advice or 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 **Bright Smart Securities & Commodities Group Limited**, you should at once hand this circular and the accompanying 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.

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 CIRCULAR OF THE ANNUAL GENERAL MEETING (1) PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND (2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

A supplemental notice of the AGM is set out on pages 7 to 8 of this supplemental circular. The AGM will be held as originally scheduled at Concord I, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 28 August 2026 at 10:00 a.m. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the revised proxy form (the "**Revised Proxy Form**") enclosed in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the AGM or adjourned meeting (as the case may be). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

31 July 2026

CONTENTS

DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions bear the following meanings:

"Annual General Meeting" or "AGM"	means	the annual general meeting of the Company to be held at Concord I, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 28 August 2026 at 10:00 a.m.;
"Board" or "Board of Directors"	means	the board of Directors of the Company;
"CEO"	means	chief executive of officer of the Company;
"Company"	means	Bright Smart Securities & Commodities Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
"Director(s)"	means	the director(s) of the Company;
"Hong Kong"	means	the Hong Kong Special Administrative Region of the PRC;
"Listing Rules"	means	the Rules Governing the Listing of Securities on the Stock Exchange;
"PRC"	means	the People's Republic of China;
"Share(s)"	means	the ordinary share(s) of HK$0.30 each in the capital of the Company;
"Shareholder(s)"	means	holder(s) of Share(s);
"Stock Exchange"	means	The Stock Exchange of Hong Kong Limited.

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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1428)

Board of Directors:
Executive Directors:
Ms. Zheng Yanlan *(CEO)*
Mr. Hui Yik Bun *(Co-CEO)*

Non-executive Directors:
Mr. Huang Hao *(Chairman)*
Mr. Liu Zheng
Mr. Richard Chih-Chiu Lin

Independent Non-executive Directors:
Mr. Lyn Frank Yee Chon
Dr. Jiang Guorong
Mr. Hung Cheung Fuk
Prof. Zhang Qian

Registered Office:
P.O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

Head Office and Principal Place of Business:
10th Floor and 23rd Floor
Wing On House
71 Des Voeux Road Central
Central, Hong Kong

31 July 2026

Dear Shareholders,

(1) PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND (2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

References are made to (i) the circular of the Company ("**Original Circular**") and the notice of Annual General Meeting ("**Original Notice**") dated 20 July 2026, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for the Shareholders' approval, and (ii) the announcement of the Company dated 30 July 2026 in relation to the retirement of Mr. Lyn Frank Yee Chon ("**Mr. Lyn**") as an independent non-executive Director and the proposed appointment of Mr. Johnny Chen ("**Mr. Chen**") as an independent non-executive Director with effect from the conclusion of the AGM. This supplemental circular should be read together with the Original Circular.

The purpose of this supplemental circular is to set out the supplemental notice of Annual General Meeting as set out on pages 7 to 8 to this supplemental circular (“**Supplemental Notice**”), and to provide you with information regarding the additional resolution to be considered at the AGM.

2. WITHDRAWAL OF RESOLUTION NUMBERED 2(E) REGARDING THE RE-ELECTION OF MR. LYN FRANK YEE CHON AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board previously proposed the re-election of Mr. Lyn as an independent non-executive Director, which has been set out in the Original Notice as resolution numbered 2(e) to be considered and approved by the Shareholders at the AGM. Mr. Lyn has informed the Board that he has decided not to offer himself for re-election at the AGM in order to devote more time to his other pursuits and commitments. He has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement which need to be brought to the attention of the Stock Exchange and the Shareholders. Mr. Lyn will retire from the Board after the conclusion of the AGM and his positions as the chairman of the Audit Committee, a member of the Nomination Committee, a member of the Remuneration Committee, a member of the Risk Management Committee, and a member of the Environmental, Social and Governance Committee will also be terminated accordingly. Therefore, the Company will withdraw the resolution numbered 2(e) set out in the Original Notice.

3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Following Mr. Lyn’s retirement, the Company proposes to appoint Mr. Chen as an independent non-executive Director with effect from the conclusion of the AGM. The proposed appointment of Mr. Chen is subject to the approval of the Shareholders at the AGM by way of an ordinary resolution and, if approved, will take effect from the conclusion of the AGM.

The biographical details of Mr. Chen are set out below.

Mr. Chen, aged 66, has extensive experience in senior corporate management, multinational enterprises, and board-level leadership, with particular expertise in the financial and professional services sectors across Greater China. He joined the management of Zurich Insurance Group (“**Zurich**”) in 2005. He worked in Zurich from March 2005 to February 2015 in multiple senior managerial roles in Asia-Pacific region. His last position in Zurich was the chairman of China. Prior to joining Zurich, Mr. Chen was an executive member of the Greater-China Management Board and the Operating Committee of PricewaterhouseCoopers (“**PwC**”), as well as a managing partner of PwC’s Beijing office.

Mr. Chen is currently an independent non-executive director of Damai Entertainment Holdings Limited (SEHK stock code: 1060) and Uni-President China Holdings Ltd. (SEHK stock code: 220). He was an independent non-executive director of China Travel International Investment Hong Kong Limited (SEHK stock code: 308) from January 2019 to August 2025 and an independent non-executive director of Stella International Holdings Limited (SEHK stock code: 1836) from February 2009 to May 2023.

Mr. Chen holds a Master of Science Degree in Accounting from the University of Rhode Island and a Bachelor Degree of Accounting from the Johnson & Wales University. He is a U.S. certified public accountant.

Subject to election by the Shareholders at the AGM, Mr. Chen will enter into an appointment letter with the Company, pursuant to which he will be appointed as an independent non-executive Director for a term of three years from the conclusion of the AGM. Mr. Chen will be entitled to a Director's fee of HK$500,000 per annum as recommended by the Remuneration Committee and approved by the Board with reference to his qualification, experience, level of responsibilities undertaken and prevailing market conditions.

As at the date of this circular, Mr. Chen does not have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and has not, during the three years immediately before his appointment, held any directorship in other public companies listed in Hong Kong or overseas, nor have any other major appointments and professional qualifications save as disclosed. Mr. Chen is not related to any Directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company and does not hold other positions with the Company or other members of the Group.

Mr. Chen has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he had no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment. Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Chen as an independent non-executive Director that needs to be brought to the attention of the holders of securities of the Company, nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

4. THE ANNUAL GENERAL MEETING

The AGM will be held as originally scheduled at Concord I, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 28 August 2026 at 10:00 a.m., to consider and, if appropriate, to pass the resolutions contained in the Original Notice which is set out on pages 22 to 26 of the Original Circular (save as resolution numbered 2(e) in the Original Notice which is withdrawn), as well as the supplemental notice of the AGM on pages 7 to 8 of this supplemental circular.

Since the form of proxy of the Company dated 20 July 2026 (the "**Original Proxy Form**") does not include the resolution in relation to the change of independent non-executive Director, the Revised Proxy Form is enclosed for use at the AGM. For those who intend to direct a proxy to attend the AGM, please complete the Revised Proxy Form and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or adjourned meeting (as the case may be) (the "**Closing Time**").

Shareholders are urged to complete and return the Revised Proxy Form whether or not you will attend the AGM. Completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the AGM or adjourned meeting (as the case may be) should they so wish.

Any Shareholder who has not yet deposited the Original Proxy Form is requested to deposit only the Revised Proxy Form if he/she intends to appoint a proxy to attend the AGM on his/her behalf. Any Shareholder who has already deposited the Original Proxy Form should note that:

i. if the Revised Proxy Form is deposited before the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously deposited by the Shareholder. The Revised Proxy Form (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder; and

ii. if no Revised Proxy Form is deposited before the Closing Time, the Original Proxy Form (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder. The proxy so appointed pursuant to the Original Proxy Form will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the new ordinary resolution as set out in the supplemental notice of the AGM.

Apart from the withdrawal of ordinary resolution numbered 2(e) and addition of one ordinary resolution as set out in this supplemental circular, all other matters of the AGM remain unchanged. For details of the other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, closure of register of members and other relevant matters, please refer to the Original Circular and the Original Notice.

Yours faithfully,
On behalf of the Board of
Bright Smart Securities & Commodities Group Limited
Zheng Yanlan
Executive Director & Chief Executive Officer

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the circular (the "**Original Circular**") of Bright Smart Securities & Commodities Group Limited (the "**Company**") and the notice (the "**Original Notice**") of annual general meeting of the Company (the "**Annual General Meeting**") dated 20 July 2026, which set out the time and venue of the Annual General Meeting and contain the resolutions to be tabled before the Annual General Meeting for shareholders' approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held as originally scheduled at Concord I, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 28 August 2026 at 10:00 a.m. to consider and, if thought fit, pass the following resolution as ordinary resolution in addition to the original resolutions set out in the Original Notice:

6. To appoint Mr. Johnny Chen as an independent non-executive Director.

As set out in the circular of the Company dated 31 July 2026 (the "**Supplemental Circular**"), resolution no. 2(e) set out in the Original Notice is withdrawn following the proposed retirement of Mr. Lyn Frank Yee Chon as an independent non-executive Director of the Company.

By Order of the Board
Bright Smart Securities & Commodities Group Limited
Zheng Yanlan
Executive Director & Chief Executive Officer

Hong Kong, 31 July 2026

Notes:

1. Details of resolution no.6 are set out in the Supplemental Circular. Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Original Circular and the Supplemental Circular.

2. At the Annual General Meeting, the chairman of the Annual General Meeting will put the above resolution to the vote by way of a poll. On a poll, every shareholder of the Company ("**Shareholders**") who is present in person or by proxy shall have one vote for every share of which he is the holder.

3. A revised proxy form (the "**Revised Proxy Form**") containing resolution numbered 6 mentioned above is enclosed with the Supplemental Circular. Please refer to the section headed "The Annual General Meeting" on pages 5 and 6 of the Supplemental Circular for the arrangements about the completion and submission of the Revised Proxy Form.

4. Please refer to the Original Circular and the Original Notice for details in respect of eligibility for attending the Annual General Meeting, closure of register of members, other resolutions to be considered at the Annual General Meeting, proxy, registration procedures and other relevant matters respectively.

As at the date of this notice, the Board comprises Ms. Zheng Yanlan (Chief Executive Officer) and Mr. Hui Yik Bun (co-Chief Executive Officer) as Executive Directors; Mr. Huang Hao (Chairman), Mr. Liu Zheng and Mr. Richard Chih-Chiu Lin as Non-executive Directors; and Mr. Lyn Frank Yee Chon, Dr. Jiang Guorong, Mr. Hung Cheung Fuk and Prof. Zhang Qian as Independent Non-executive Directors.