

# **BRIGHT SMART SECURITIES & COMMODITIES GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(the “Company”, Stock Code: 1428)**

## **Procedures for shareholders to propose candidates for election as Directors of the Company**

### **Written Notice by Shareholder**

In accordance with Article 111 of the Company’s Articles of Association, the Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.

Any shareholder who wishes to propose a person other than a retiring Director of the Company for election as a Director of the Company at a general meeting, may do so by sending to the head office of the Company, a written notice which identifies the candidate and includes the information required below (the “Nomination Documents”), within the period of not less than 7 days commencing no earlier than the day after the dispatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date of such meeting.

The head office of the Company, to which the Nomination Documents should be sent is set out below:

The Company Secretary  
Bright Smart Securities & Commodities Group Limited  
10/F., Wing On House  
71 Des Voeux Road Central  
Central, Hong Kong

### **Nomination Documents**

The Nomination Documents must include the following:

1. The nominating shareholder’s notice of intention to propose a resolution for election of a person as Director at a general meeting. The notice must include (a) the name of the nominating shareholder, (b) his/her contact details, and (c) the number of the Company's ordinary shares of HK\$0.3 each held by the nominating shareholder;

2. A notice in writing by the nominated candidate of his/her willingness to be elected as a Director of the Company together with the following information as required to be disclosed under Rule 13.51(2) of the Listing Rules:
  - (a) full name and age;
  - (b) positions held with the Company and/or other members of the Company's group of companies (if any);
  - (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and overseas; and (ii) other major appointments and professional qualifications;
  - (d) current employment and such other information (which may include business experience and academic qualifications) of which shareholders should be aware of, pertaining to the ability or integrity of the candidate;
  - (e) length or proposed length of service with the Company;
  - (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
  - (g) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
  - (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to shareholders' attention; and
  - (i) contact details.
3. The nominated candidate's written consent to the publication of his/her personal data.

**Announcement of the Appointment**

After the nominated candidate has been elected as a Director of the Company by shareholders at a general meeting and the appointment has become effective, the Company will publish an announcement relating to the appointment in accordance with the requirements of the Listing Rules.

Hong Kong, March 2012