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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Bright Smart Securities & Commodities Group Limited (the “**Company**”) will be held on Mezzanine Floor, Honour House, 375-381 Nathan Road, Kowloon on Thursday, 31 January 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the execution of the 10/F Wing On Tenancy Agreement (as defined in the circular of the Company dated 11 January 2019 (the “**Circular**”) of which this notice forms part) by Ideal Magic Limited as tenant and Victory Beauty Limited as landlord (a copy of which has been produced to the meeting marked “1A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the 10/F Wing On Tenancy Agreement and the transaction contemplated thereunder;
- (b) the execution of the Peter Building Tenancy Agreement (as defined in the Circular) by Ideal Magic Limited as tenant and Well Point Limited as landlord (a copy of which has been produced to the meeting marked “1B” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the Peter Building Tenancy Agreement and the transaction contemplated thereunder;

- (c) the execution of the Tak Lee Building Tenancy Agreement (as defined in the Circular) by Ideal Magic Limited as tenant and Resultever Limited as landlord (a copy of which has been produced to the meeting marked “1C” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the Tak Lee Building Tenancy Agreement and the transaction contemplated thereunder;
- (d) the execution of the Tai Po Tenancy Agreement (as defined in the Circular) by Ideal Magic Limited as tenant and Sea Magic Limited as landlord (a copy of which has been produced to the meeting marked “1D” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the Tai Po Tenancy Agreement and the transaction contemplated thereunder;
- (e) the execution of the Golden Hill Tenancy Agreement (as defined in the Circular) by Ideal Magic Limited as tenant and Top Sunshine Development Limited as landlord (a copy of which has been produced to the meeting marked “1E” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the Golden Hill Tenancy Agreement and the transaction contemplated thereunder;
- (f) the execution of the Honour House Tenancy Agreement (as defined in the Circular) by Ideal Magic Limited as tenant and Fortunate State Limited as landlord (a copy of which has been produced to the meeting marked “1F” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the Honour House Tenancy Agreement and the transaction contemplated thereunder;

- (g) the execution of the 23/F Wing On Tenancy Agreement (as defined in the Circular) by Ideal Magic Limited as tenant and Great Challenge Limited as landlord (a copy of which has been produced to the meeting marked “1G” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the 23/F Wing On Tenancy Agreement and the transaction contemplated thereunder;
- (h) the execution of the Pok Fu Lam Tenancy Agreement (as defined in the Circular) by Ideal Magic Limited as tenant and Realmate Limited as landlord (a copy of which has been produced to the meeting marked “1H” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the Pok Fu Lam Tenancy Agreement and the transaction contemplated thereunder; and
- (i) the execution of the Car Parking Spaces Tenancy Agreement (as defined in the Circular) by Ideal Magic Limited as tenant and Great Challenge Limited as landlord (a copy of which has been produced to the meeting marked “1I” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the Car Parking Spaces Tenancy Agreement and the transaction contemplated thereunder.”

2. **“THAT:**

- (a) the execution of the Financial Services Agreement (as defined in the circular of the Company dated 11 January 2019 (the “**Circular**”) of which this notice forms part) by Bright Smart Securities International (H.K.) Limited as service provider and Yip Mow Lum as customer (a copy of which has been produced to the meeting marked “2A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the Financial Services Agreement and the transaction contemplated thereunder; and

- (b) the execution of the Financial Services Agreement (as defined in the Circular) by Bright Smart Securities International (H.K.) Limited as service provider and Chan Wing Shing, Wilson as customer (a copy of which has been produced to the meeting marked “2B” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the Financial Services Agreement and the transaction contemplated thereunder.”

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

Hong Kong, 11 January 2019

*Registered office:*

P.O. Box 31119  
Grand Pavillion  
Hisbiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

*Principal place of business in Hong Kong:*

10th Floor and 23rd Floor  
Wing On House  
71 Des Voeux Road Central  
Central  
Hong Kong

*Notes:*

1. All resolutions put to the shareholders at the EGM will be voted by poll.
2. Any member entitled to attend and vote at the EGM (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company, but must attend the meeting in person in order to represent the member.
3. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy thereof, must be lodged at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited on Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. The Register of Members of the Company will be closed, for the purpose of determining shareholders’ entitlement to attend and vote at the meeting, from Monday, 28 January 2019 to Thursday, 31 January 2019 (both days inclusive), during this period no transfer of shares will be registered. In order to attend and vote at the meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration, not later than 4:30 p.m. on Friday, 25 January 2019.

*As at the date of this notice, the Board comprises Messrs. Yip Mow Lum (Chairman), Hui Yik Bun (Chief Executive Officer), Chan Wing Shing, Wilson, Yu Yun Kong\*, Szeto Wai Sun\* and Ling Kwok Fai, Joseph\*.*

\* *Independent non-executive directors*