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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)*

**(the “Company”, Stock Code: 1428)**

### **DISCLOSEABLE TRANSACTION DISPOSAL OF LISTED SECURITIES**

The Company, through its wholly-owned subsidiary, disposed on the market in a series of transactions conducted between 18 January 2018 and 6 December 2018 a total of 28,470,000 CCB Shares (which represents approximately 0.01% of the issued share capital of CCB) for an aggregate consideration of approximately HK\$225 million (exclusive of transaction costs). The average selling price of each CCB Share is approximately HK\$7.89.

Pursuant to Rule 14.22 of the Listing Rules, the disposal of 4,470,000 CCB Shares on the market on 6 December 2018 will be aggregated with those similar transactions entered into or completed within a 12-month period (including the disposal on the market of 24,000,000 CCB shares from 18 January 2018 to 11 May 2018 as disclosed in the Company’s announcement dated 21 June 2018) as a single series of transactions as these transactions involve the disposal of securities in one particular company (i.e. CCB).

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, as one of the applicable percentage ratios exceeds 5% but is less than 25%.

### **THE DISPOSAL**

The Company, through its wholly-owned subsidiary, disposed on the market in a series of transaction conducted between 18 January 2018 and 6 December 2018 a total of 28,470,000 CCB Shares (which represents approximately 0.01% of the issued share capital of CCB) for an aggregate consideration of approximately HK\$225 million (exclusive of transaction costs). The average selling price of each CCB Share is approximately HK\$7.89. The aggregate consideration of the Disposal represented the then market price of the CCB Shares.

As the Disposal was made through the market, the Company was not aware of the identities of the buyers of such CCB Shares and accordingly, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, the buyers of such CCB Shares are Independent Third Parties.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Group's principal businesses are provision of financial services, including securities broking, margin financing, commodities and futures broking, bullion trading and forex trading.

The Board considered the Disposal would realise an immediate gain of approximately HK\$3 million (exclusive of the transaction costs), being the difference between the aggregate consideration for the Disposal and that of the Acquisition. The Group intends to use the proceeds from the Disposal for general working capital.

As the Disposal was made at market price, the Directors are of the view that the Disposal was fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

## **INFORMATION ABOUT CCB**

CCB is a joint stock company incorporated in the PRC with limited liability, the H-shares of which are listed on the main board of the Stock Exchange (Stock Code: 939). According to publicly available information, CCB is a commercial bank which operates its businesses through corporate banking businesses, including corporate deposit, corporate credit loan, asset custody, enterprise annuity, trade financing, international settlement, international financing and value-added services, among others, personal banking businesses, including personal deposit, loan, bank card services, private bank services, foreign exchange trading and gold trading services, among others, and capital business. CCB operates its businesses in domestic and overseas markets.

The following financial information is extracted from the public documents of CCB:

	<b>For the year ended</b>	
	<b>31 December</b>	
	<b>2017</b>	<b>2016</b>
	<i>RMB</i>	<i>RMB</i>
	<i>million</i>	<i>million</i>
Revenue	577,307	542,841
Profit before taxation	299,787	295,210
Net profit after taxation	243,615	232,389

Based on the public documents of CCB, the consolidated net asset value of CCB as at 30 June 2018 was RMB1,864,577 million.

## LISTING RULES IMPLICATIONS

Pursuant to Rule 14.22 of the Listing Rules, the disposal of 4,470,000 CCB Shares on the market on 6 December 2018 will be aggregated with those similar transactions entered into or completed within a 12-month period (including the disposal on the market of 24,000,000 CCB shares from 18 January 2018 to 11 May 2018 as disclosed in the Company's announcement dated 21 June 2018) as a single series of transactions as these transactions involve the disposal of securities in one particular company (i.e. CCB).

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, as one of the applicable percentage ratios exceeds 5% but is less than 25%.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Acquisition”	the Company, through its wholly-owned subsidiary, acquired on the market in a series of transactions conducted between 4 January 2018 and 21 June 2018 a total of 28,470,000 CCB Shares (which represents approximately 0.01% of the issued share capital of CCB) for an aggregate consideration of approximately HK\$222 million (exclusive of transaction costs), and the average purchase cost of each CCB Share is approximately HK\$7.79
“Board”	the board of Directors
“CCB”	China Construction Bank Corporation, a joint stock company incorporated in the People's Republic of China with limited liability, the H-shares of which are listed on the main board of the Stock Exchange (Stock Code: 939)
“CCB Share(s)”	Share(s) of CCB relating to the Acquisition
“Company”	Bright Smart Securities & Commodities Group Limited, a company incorporated in the Cayman Islands whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1428)
“Disposal”	the Company, through its wholly-owned subsidiary, disposed on the market in a series of transactions conducted between 18 January 2018 and 6 December 2018 a total of 28,470,000 CCB Shares (which represents approximately 0.01% of the issued share capital of CCB) for an aggregate consideration of approximately HK\$255 million (exclusive of transaction costs). The average selling price of each CCB Share is approximately HK\$7.89.
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of the Company and the connected persons of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this announcement shall exclude the Special Administrative Regions of Hong Kong and Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 6 December 2018

*As at the date of this announcement, 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*