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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 ACQUISITION OF LISTED SECURITIES

The Company, through its wholly-owned subsidiary, acquired on the market in a series of transactions conducted between 1 March 2016 and 4 March 2016 a total of 1,000,000 HKEx Shares (which represents approximately 0.08% of the issued share capital of HKEx) for an aggregate consideration of approximately HK\$172.5 million (exclusive of transaction costs), the average purchase cost of each HKEx Share is approximately HK\$172.50.

The Acquisition 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 ACQUISITION

The Company, through its wholly-owned subsidiary, acquired on the market in a series of transactions conducted between 1 March 2016 and 4 March 2016 a total of 1,000,000 HKEx Shares (which represents approximately 0.08% of the issued share capital of HKEx) for an aggregate consideration of approximately HK\$172.5 million (exclusive of transaction costs), the average purchase cost of each HKEx Share is approximately HK\$172.50. The aggregate consideration of the Acquisition represented the then market price of the HKEx Shares and was payable from the Group’s internal resources.

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

REASONS FOR AND BENEFITS OF THE ACQUISITION

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

Having considered the performance of HKEx in recent years and its future developments, including the performance of the Shanghai-Hong Kong Stock Connect, the potential establishment of Shenzhen-Hong Kong Stock Connect and the expansion strategy of its mutual market access program to cover commodities, fixed income and currencies products in future, the Company considers that the acquisition of such HKEx Shares is an attractive investment and can enhance income for the Group.

As the Acquisition was made at market price, the Directors (including the independent non-executive Directors) are of the view that the Acquisition was fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

INFORMATION ON HKEx

HKEx is a company incorporated in Hong Kong with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 388). According to publicly available information, HKEx owns and operates the only stock exchange and a futures exchange in Hong Kong and their related clearing houses, trading of base metals forward and options contracts operating in the United Kingdom.

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

	For the year ended 31 December	
	2015	2014
	<i>HK\$</i>	<i>HK\$</i>
	<i>million</i>	<i>million</i>
Revenue	12,233	9,127
Profit before taxation	9,278	6,038
Net profit after taxation	7,931	5,138

Based on the public documents of HKEx, the consolidated net asset value of HKEx as at 31 December 2015 was HK\$29,962 million.

GENERAL

The Acquisition 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 1 March 2016 and 4 March 2016 a total of 1,000,000 HKEx Shares (which represents approximately 0.08% of the issued share capital of HKEx) for an aggregate consideration of approximately HK\$172.5 million (exclusive of transaction costs), the average purchase cost of each HKEx Share is approximately HK\$172.50.
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“Board”	the board of Directors
“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
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“HKEx”	Hong Kong Exchanges and Clearing Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 388)
“HKEx Shares”	shares of HKEx
“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 Parties”	third party(ies) independent of the Company and connected persons of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shareholder(s)”	holder(s) of shares 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
Chan Kai Fung
Executive Director & Co-Chief Executive Officer

Hong Kong, 4 March 2016

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

** Independent Non-executive Directors*