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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)

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Board proposes to increase the authorised share capital of the Company from HK\$600,000,000 (divided into 2,000,000,000 Shares) to HK\$3,000,000,000 (divided into 10,000,000,000 Shares) by the creation of an additional 8,000,000,000 new Shares, which will rank pari passu in all respects with the existing Shares.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM to approve the Increase in Authorised Share Capital.

The AGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital. A circular containing, among other things, further details about the Increase in Authorised Share Capital and the notice of the AGM will be despatched by the Company to the Shareholders as soon as practicable.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$600,000,000 divided into 2,000,000,000 Shares, of which 1,694,338,608 Shares were issued, and there are outstanding Share Options carrying rights to subscribe for an aggregate of 3,009,840 Shares.

In order to accommodate future expansion and development of the Group and to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposes to increase the authorised share capital of the Company to HK\$3,000,000,000 divided into 10,000,000,000 Shares by the creation of an additional 8,000,000,000 new Shares which shall rank pari passu in all respects with the existing Shares.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM.

GENERAL

The AGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital. A circular containing, among other things, further details about the Increase in Authorised Share Capital and the notice of the AGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

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

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| “AGM” | the annual general meeting of the Company to be convened and held for the purpose of approving, among other things, the Increase in Authorised Share Capital |
| “Board” | the board of Directors |
| “Company” | Bright Smart Securities & Commodities Group Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |

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| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Increase in Authorised Share Capital” | the proposed increase in authorised share capital of the Company from HK\$600,000,000 (divided into 2,000,000,000 Shares) to HK\$3,000,000,000 (divided into 10,000,000,000 Shares) by the creation of an additional 8,000,000,000 new Shares |
| “Share Options” | means share options granted to certain eligible participants under the share option scheme of the Company adopted on 4 August 2010 |
| “Share(s)” | ordinary share(s) of HK\$0.30 each in the share capital of the Company |
| “Shareholder(s)” | the holder(s) of issued Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

By Order of the Board
Bright Smart Securities & Commodities Group Limited
Chan Kai Fung
Executive Director and Chief Executive Officer

Hong Kong, 22 June 2015

As at the date of this announcement, the Board comprises Messrs. Yip Mow Lum (Chairman), Chan Kai Fung (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*