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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)

(Stock Code: 1428)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

Tenancy Agreements

On 15 February 2013, the Group as tenant entered into the Tenancy Agreements with the Landlords for the renewal or extension of the existing tenancies relating to the Premises. The Premises are currently used, and will continue to be used, by the Group as its head and branch offices.

The Landlords are companies wholly owned by Mr. Yip, the chairman of the Board, an executive Director and the controlling Shareholder. The Tenancy Agreements accordingly constitute continuing connected transactions for the Company under Rule 14A.14 of the Listing Rules. As the annual rental payable by the Group to the Landlords under the Tenancy Agreements will exceed HK\$10,000,000 and 5% of one of the applicable percentage ratios calculated under the Listing Rules, the transactions contemplated under the Tenancy Agreements would constitute non-exempt continuing connected transactions for the Company under the Listing Rules and are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Rule 14A.35 of the Listing Rules.

Financial Services Agreements

In addition, the Group has, in its ordinary and usual course of business, provided and will continue to provide certain financial services including margin financing and IPO financing to the Connected Persons on normal commercial terms. To provide the framework within which the Connected Persons and their respective associates may engage the Group for provision of such services, the Group had entered into the Financial Services Agreements with the Connected Persons on 15 February 2013.

As the maximum amount of financing which is likely to be required by each Connected Person and his/her associates will exceed HK\$10,000,000 and 5% of some of the applicable percentage ratios calculated under the Listing Rules, the transactions contemplated under the Financial Services Agreements would constitute non-exempt continuing connected transactions for the Company under the Listing Rules and are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Rule 14A.35 of the Listing Rules.

Brokerage Services Agreements

As part of its ordinary and usual course of business, the Group has also provided and will continue to provide brokerage services to the Connected Persons and in this connection, the Group had entered into the Brokerage Services Agreements with the Connected Persons to provide the framework within which the Connected Persons and their respective associates may engage the Group for provision of such services.

As the annual brokerage fee payable by each Connected Person and his/her associates is not expected to exceed 5% of the applicable percentage ratios calculated under the Listing Rules, the transactions contemplated under the Brokerage Services Agreements are only subject to the reporting, annual review and announcement requirements under Rule 14A.34 of the Listing Rules but are exempt from the independent shareholders' approval requirement.

General

A circular containing, among other things, further particulars of the Tenancy Agreements and the Financial Services Agreements, the letter from the independent board committee and the advice from the independent financial adviser together with the notice convening the EGM will be despatched to the Shareholders on or about 8 March 2013.

A. PRINCIPAL TERMS OF THE TENANCY AGREEMENTS

1. Wing On Tenancy Agreement

(a) Date

15 February 2013

(b) Parties

- (i) Bright Smart Securities International (H.K.) Limited, a wholly-owned subsidiary of the Company, as tenant; and
- (ii) Victory Beauty Limited, a company wholly owned by Mr. Yip, as landlord. The principal business of Victory Beauty Limited is property investment.

(c) Premises let

10/F, Wing On House, No.71 Des Voeux Road Central, Central, Hong Kong.

(d) Term

Three years commencing from 1 April 2013 to 31 March 2016 (both days inclusive).

(e) Rental

HK\$800,000 per month (exclusive of Government rent and rates, management fee and other charges (including, but not limited to, water and electricity charges)), payable in advance on the first day of each calendar month.

(f) Option to renew

The tenant has an option to renew the tenancy for a further term of 3 years immediately after the expiry of the term at the prevailing market rental.

(g) Status of the existing tenancy agreement

The existing tenancy agreement will expire on 31 March 2013.

2. Peter Building Tenancy Agreement

(a) Date

15 February 2013

(b) Parties

- (i) Bright Smart Securities International (H.K.) Limited, a wholly-owned subsidiary of the Company, as tenant; and
- (ii) Well Point Limited, a company wholly owned by Mr. Yip, as landlord. The principal business of Well Point Limited is property investment.

(c) Premises let

M/F, Peter Building, Nos.58-60 Queen's Road Central, Nos.13-17 Stanley Street, Hong Kong.

(d) Term

Three years commencing from 1 April 2013 to 31 March 2016 (both days inclusive).

(e) Rental

HK\$300,000 per month (exclusive of Government rent and rates, management fee and other charges (including, but not limited to, water and electricity charges)), payable in advance on the first day of each calendar month.

(f) Option to renew

The tenant has an option to renew the tenancy for a further term of 3 years immediately after the expiry of the term at the prevailing market rental.

(g) Status of the existing tenancy agreement

The existing tenancy agreement will expire on 28 February 2013 and has been extended on a short-term basis for 1 month.

3. Tak Lee Building Tenancy Agreement

(a) Date

15 February 2013

(b) Parties

- (i) Victor Tone Limited, a wholly-owned subsidiary of the Company, as tenant; and
- (ii) Resultever Limited, a company wholly owned by Mr. Yip, as landlord. The principal business of Resultever Limited is property investment.

(c) Premises let

Shop No.7 on G/F & Cockloft and Cockloft Nos.1-6, Tak Lee Building, No.993 King's Road, Hong Kong.

(d) Term

Three years commencing from 1 April 2013 to 31 March 2016 (both days inclusive).

(e) Rental

HK\$130,000 per month (exclusive of Government rent and rates, management fee and other charges (including, but not limited to, water and electricity charges)), payable in advance on the first day of each calendar month.

(f) Option to renew

The tenant has an option to renew the tenancy for a further term of 3 years immediately after the expiry of the term at the prevailing market rental.

(g) Status of the existing tenancy agreement

The existing tenancy agreement will expire on 31 March 2013.

4. Tai Po Tenancy Agreement

(a) Date

15 February 2013

(b) Parties

- (i) Huge Dynasty Limited, a wholly-owned subsidiary of the Company, as tenant; and
- (ii) Sea Magic Limited, a company wholly owned by Mr. Yip, as landlord. The principal business of Sea Magic Limited is property investment.

(c) Premises let

G/F and Cockloft, Nos.141-145 Kwong Fuk Road, Tai Po, New Territories, Hong Kong.

(d) Term

Three years commencing from 1 April 2013 to 31 March 2016 (both days inclusive).

(e) Rental

HK\$130,000 per month (exclusive of Government rent and rates, management fee and other charges (including, but not limited to, water and electricity charges)), payable in advance on the first day of each calendar month.

(f) Option to renew

The tenant has an option to renew the tenancy for a further term of 3 years immediately after the expiry of the term at the prevailing market rental.

(g) Status of the existing tenancy agreement

The existing tenancy agreement will expire on 31 March 2013.

5. Golden Hill Tenancy Agreement

(a) Date

15 February 2013

(b) Parties

- (i) Victor Tone Limited, a wholly-owned subsidiary of the Company, as tenant; and
- (ii) Top Sunshine Development Limited, a company wholly owned by Mr. Yip, as landlord. The principal business of Top Sunshine Development Limited is property investment.

(c) Premises let

The whole of 1/F, Golden Hill Commercial Building, Nos.39-41 Argyle Street, Kowloon.

(d) Term

Three years commencing from 1 April 2013 to 31 March 2016 (both days inclusive).

(e) Rental

HK\$135,000 per month (exclusive of Government rent and rates, management fee and other charges (including, but not limited to, water and electricity charges)), payable in advance on the first day of each calendar month.

(f) Option to renew

The tenant has an option to renew the tenancy for a further term of 3 years immediately after the expiry of the term at the prevailing market rental.

(g) Status of the existing tenancy agreement

Once approved by the independent shareholders at the EGM, the Golden Hill Tenancy Agreement will supersede the existing tenancy agreement which is due to expire on 15 March 2014 so as to bring it co-terminus with the other tenancy agreements entered into between the Group and Mr. Yip's associates for administrative convenience. Save for the extension of the term and the increase in monthly rental from HK\$90,000 to HK\$135,000, the other material terms and conditions of the Golden Hill Tenancy Agreement remain the same as the existing tenancy agreement.

6. Honour House Tenancy Agreement

(a) Date

15 February 2013

(b) Parties

- (i) Huge Dynasty Limited, a wholly-owned subsidiary of the Company, as tenant; and
- (ii) Fortunate State Limited, a company wholly owned by Mr. Yip, as landlord. The principal business of Fortunate State Limited is property investment.

(c) Premises let

The Entrance (at Left Frontage) of Portion A1 of Shops Nos.6, 7 and 8 on G/F, M/F and 1/F of Honour House, Nos.375-381 & 375A-379A Nathan Road, No.24 Kansu Street and Nos.2-10 Woosung Street, Kowloon.

(d) Term

From 17 October 2012 to 31 March 2016 (both days inclusive).

(e) Rental

HK\$660,000 per month (exclusive of Government rent and rates, management fee and other charges (including, but not limited to, water and electricity charges)), payable in advance on the first day of each calendar month.

(f) Option to renew

The tenant has an option to renew the tenancy for a further term of 3 years immediately after the expiry of the term at the prevailing market rental.

(g) Status of the existing tenancy agreement

The Honour House Tenancy Agreement is entered into as a supplemental agreement to the existing tenancy agreement. It extends the expiry date of the existing tenancy agreement from 16 October 2015 to 31 March 2016 so as to bring it co-terminus with the other tenancy agreements entered into between the Group and Mr. Yip's associates for administrative convenience. Save as aforesaid, the other terms and conditions of the existing tenancy agreement remain unchanged.

B. ANNUAL CAP FOR THE TENANCY AGREEMENTS

The annual cap in respect of the Tenancy Agreements based on the annual rental payable thereunder for each of the three financial years ending 31 March 2014, 2015 and 2016 are HK\$25,860,000, HK\$25,860,000 and HK\$25,860,000 respectively.

C. REASONS FOR ENTERING INTO THE TENANCY AGREEMENTS

The Directors (excluding the independent non-executive Directors who will express their view after receiving the advice from the independent financial adviser) are of the view that the Tenancy Agreements were entered into on normal commercial terms in the ordinary and usual course of business of the Group and in line with the Group's plan to expand its business and customer base. The Premises are currently used, and will continue to be used, by the Group as its head and branch offices for provision of securities brokerage, margin financing and commodities and futures brokerage services to customers in the surrounding areas. The terms of the Tenancy Agreements have been determined after arm's length negotiation between the parties with reference to comparable transactions and the prevailing market conditions. The Directors (excluding the independent non-executive Directors who will express their view after receiving the advice from the independent financial adviser) are of the view that the terms of the Tenancy Agreements and the annual cap in respect thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

D. PRINCIPAL TERMS OF THE FINANCIAL SERVICES AGREEMENTS

1. Date

15 February 2013

2. Parties

- (a) Bright Smart Securities International (H.K.) Limited, a wholly-owned subsidiary of the Company, as the service provider; and
- (b) Messrs. Yip Mow Lum, Chan Kai Fung, Kwok Sze Chi, Chan Wing Shing, Wilson, Yu Yun Kong, Szeto Wai Sun, Ling Kwok Fai, Joseph, Cheung Ka Wong, Henry, Chan Kei and Ms. Li Wan Mei, directors of the Company and/or its subsidiaries, as the customers.

3. Services to be provided

Subject to the terms and conditions of the Financial Services Agreements, Bright Smart Securities may, upon request, (but not obliged to) provide financial services, including margin financing and IPO financing, to the Connected Persons and their respective associates during the term on a non-exclusive basis.

4. Term

Three years commencing from 1 April 2013 to 31 March 2016 (both days inclusive).

5. Pricing standards

The interest rates to be charged by Bright Smart Securities to the Connected Persons and their respective associates shall be comparable to those offered by Bright Smart Securities to other customers who are independent third parties of similar credit standing, trading record and quality of collaterals given and in accordance with the credit policy of Bright Smart Securities from time to time.

E. ANNUAL CAP FOR THE FINANCIAL SERVICES AGREEMENTS

The annual cap (i.e. the maximum outstanding amount) of margin financing and IPO financing which may be provided by the Group to each of the Connected Persons and their respective associates (which, for the purpose of Mr. Yip, shall exclude Mr. Chan Wing Shing, Wilson and his associates who are connected with Mr. Yip only by reason of his/her/its relationship with Mr. Chan Wing Shing, Wilson, and for the purpose of Mr. Chan Wing Shing, Wilson, shall exclude Mr. Yip and his associates who are connected with Mr. Chan Wing Shing, Wilson only by reason of his/her/its relationship with Mr. Yip) for each of the three financial years ending 31 March 2014, 2015 and 2016 is set out as follows:

Name of Connected Person	Financing type	For the year ending 31 March		
		2014 HK\$	2015 HK\$	2016 HK\$
Yip Mow Lum	Margin financing	300,000,000	300,000,000	300,000,000
	IPO financing	1,000,000,000	1,000,000,000	1,000,000,000
Chan Kai Fung	Margin financing	10,000,000	10,000,000	10,000,000
	IPO financing	100,000,000	100,000,000	100,000,000
Kwok Sze Chi	Margin financing	10,000,000	10,000,000	10,000,000
	IPO financing	100,000,000	100,000,000	100,000,000
Chan Wing Shing, Wilson	Margin financing	10,000,000	10,000,000	10,000,000
	IPO financing	20,000,000	20,000,000	20,000,000
Yu Yun Kong	Margin financing	10,000,000	10,000,000	10,000,000
	IPO financing	20,000,000	20,000,000	20,000,000
Szeto Wai Sun	Margin financing	10,000,000	10,000,000	10,000,000
	IPO financing	20,000,000	20,000,000	20,000,000
Ling Kwok Fai, Joseph	Margin financing	10,000,000	10,000,000	10,000,000
	IPO financing	20,000,000	20,000,000	20,000,000
Cheung Ka Wong, Henry	Margin financing	10,000,000	10,000,000	10,000,000
	IPO financing	20,000,000	20,000,000	20,000,000
Chan Kei	Margin financing	10,000,000	10,000,000	10,000,000
	IPO financing	20,000,000	20,000,000	20,000,000
Li Wan Mei	Margin financing	10,000,000	10,000,000	10,000,000
	IPO financing	20,000,000	20,000,000	20,000,000

The above annual cap is determined after taking into consideration: (i) the historical amount of margin financing and IPO financing advanced by the Group to the Connected Persons and their associates as set forth below; (ii) the number of IPO applications received by the Stock Exchange in recent years; (iii) the Connected Persons' perception of the securities market for the three financial years ending 31 March 2016; and (iv) the trend of the general economic conditions in Hong Kong.

Name of Connected Person	Financing type	Maximum amount for the year ended 31 March		Maximum amount for the 10 months ended
		2011 HK\$	2012 HK\$	31 January 2013 HK\$
Yip Mow Lum	Margin financing	6,827,495	-	1,175
	IPO financing	-	98,691,911	97,157,070
Chan Kai Fung	Margin financing	844,226	417,854	1,289,373
	IPO financing	41,045,007	26,043,699	17,547,461
Kwok Sze Chi	Margin financing	-	-	669,657
	IPO financing	-	-	1,831,780
Chan Wing Shing, Wilson	Margin financing	-	-	-
	IPO financing	445,445	581,806	836,348
Yu Yun Kong	Margin financing	-	-	93,603
	IPO financing	-	-	-
Szeto Wai Sun	Margin financing	-	-	-
	IPO financing	-	-	-
Ling Kwok Fai, Joseph	Margin financing	-	-	-
	IPO financing	-	-	-
Cheung Ka Wong, Henry	Margin financing	-	-	-
	IPO financing	-	-	-
Chan Kei	Margin financing	-	-	-
	IPO financing	-	-	-
Li Wan Mei	Margin financing	-	-	-
	IPO financing	-	-	-

F. REASONS FOR ENTERING INTO THE FINANCIAL SERVICES AGREEMENTS

The Group is principally engaged in the provision of financial services, including securities brokerage, margin financing and commodities and futures brokerage.

The Directors (excluding the independent non-executive Directors who will express their view after receiving the advice from the independent financial adviser) are of the view that the Financial Services Agreements were entered into on normal commercial terms in the ordinary and usual course of business of the Group. Given that the interest rates to be charged by Bright Smart Securities to the Connected Persons shall be comparable to those offered by Bright Smart Securities to other customers who are independent third parties, the continued provision of such financial services to the Connected Persons and their respective associates would be in the interests of the Company and the Shareholders as a whole as it can enhance the revenue of the Group. The terms of the Financial Services Agreements have been determined after arm's length negotiation between the parties and the Directors (excluding the independent non-executive Directors who will express their view after receiving the advice from the independent financial adviser) are of the view that the terms of the Financial Services Agreements and the annual cap in respect thereof are

fair and reasonable.

G. PRINCIPAL TERMS OF THE BROKERAGE SERVICES AGREEMENTS

1. Date

15 February 2013

2. Parties

(a) Bright Smart Securities International (H.K.) Limited, Bright Smart Futures and Commodities Company Limited, Bright Smart Global Bullion Limited and Bright Smart Forex Limited, all wholly-owned subsidiaries of the Company, as the service providers; and

(b) Messrs. Yip Mow Lum, Chan Kai Fung, Kwok Sze Chi, Chan Wing Shing, Wilson, Yu Yun Kong, Szeto Wai Sun, Ling Kwok Fai, Joseph, Cheung Ka Wong, Henry, Chan Kei and Ms. Li Wan Mei, directors of the Company and/or its subsidiaries, as the customers.

3. Services to be provided

Subject to the terms and conditions of the Brokerage Services Agreements, the Group may, upon request, (but not obliged to) provide brokerage services to the Connected Persons and their respective associates during the term on a non-exclusive basis.

4. Term

Three years commencing from 1 April 2013 to 31 March 2016 (both days inclusive).

5. Pricing standards

The brokerage fee to be charged by the Group to the Connected Persons and their respective associates shall be comparable to those offered by the Group to other customers who are independent third parties of similar credit standing, trading record and quality of collaterals given and in accordance with the pricing policy of the Group from time to time which may be affected by the overall economy and the prevailing stock market sentiment.

H. ANNUAL CAP FOR THE BROKERAGE SERVICES AGREEMENTS

The annual cap in respect of brokerage fee which may be received by the Group from each of the Connected Persons and their respective associates (which, for the purpose of Mr. Yip, shall exclude Mr. Chan Wing Shing, Wilson and his associates who are connected with Mr. Yip only by reason of his/her/its relationship with Mr. Chan Wing Shing, Wilson, and for the purpose of Mr. Chan Wing Shing, Wilson, shall exclude Mr. Yip and his associates who are connected with Mr. Chan Wing Shing, Wilson only by reason of his/her/its relationship with Mr. Yip) for each of the three financial years ending 31 March 2014, 2015 and 2016 is set out as follows:

Name of Connected Person	For the year ending 31 March		
	2014	2015	2016
	HK\$	HK\$	HK\$
Yip Mow Lum	10,000,000	10,000,000	10,000,000
Chan Kai Fung	1,000,000	1,000,000	1,000,000
Kwok Sze Chi	1,000,000	1,000,000	1,000,000
Chan Wing Shing, Wilson	1,000,000	1,000,000	1,000,000
Yu Yun Kong	1,000,000	1,000,000	1,000,000
Szeto Wai Sun	1,000,000	1,000,000	1,000,000
Ling Kwok Fai, Joseph	1,000,000	1,000,000	1,000,000
Cheung Ka Wong, Henry	1,000,000	1,000,000	1,000,000
Chan Kei	1,000,000	1,000,000	1,000,000
Li Wan Mei	1,000,000	1,000,000	1,000,000

The above annual cap is determined after taking into consideration: (i) the historical amount of brokerage fee charged by the Group to the Connected Persons and their associates as set forth below; (ii) the average turnover of the securities market in recent years; (iii) the Connected Persons' perception of the securities market for the three financial years ending 31 March 2016; and (iv) the trend of the general economic conditions in Hong Kong.

Name of Connected Person	For the year ended 31 March		For the 10 months ended 31 January
	2011	2012	2013
	HK\$	HK\$	HK\$
Yip Mow Lum	226,222	494,685	144,004
Chan Kai Fung	34,904	83,722	52,747
Kwok Sze Chi	34,409	11,992	10,927
Chan Wing Shing, Wilson	500	939	614
Yu Yun Kong	-	-	1,305
Szeto Wai Sun	-	-	-
Ling Kwok Fai, Joseph	-	-	182
Cheung Ka Wong, Henry	-	-	-

Chan Kei	-	-	-
Li Wan Mei	-	-	327

I. REASONS FOR ENTERING INTO THE BROKERAGE SERVICES AGREEMENTS

The Group is principally engaged in the provision of financial services, including securities brokerage, margin financing and commodities and futures brokerage.

The Directors (including the independent non-executive Directors) are of the view that the Brokerage Services Agreements were entered into on normal commercial terms in the ordinary and usual course of business of the Group. Given that the commission rates to be charged by the Group to the Connected Persons shall be comparable to those offered by the Group to other customers who are independent third parties, the continued provision of such brokerage services to the Connected Persons and their respective associates would be in the interests of the Company and the Shareholders as a whole as it can enhance the revenue of the Group. The terms of the Brokerage Services Agreements have been determined after arm's length negotiation between the parties and the Directors (including the independent non-executive Directors) are of the view that the terms of the Brokerage Services Agreements and the annual cap in respect thereof are fair and reasonable.

Each Director had abstained from voting on the relevant Board resolution approving the Brokerage Services Agreement to which he is a party.

J. LISTING RULES IMPLICATIONS

The Landlords are companies wholly owned by Mr. Yip, the chairman of the Board, an executive Director and the controlling Shareholder. The Tenancy Agreements accordingly constitute continuing connected transactions for the Company under Rule 14A.14 of the Listing Rules. As the annual rental payable by the Group to the Landlords under the Tenancy Agreements will exceed HK\$10,000,000 and 5% of one of the applicable percentage ratios calculated under the Listing Rules, the transactions contemplated under the Tenancy Agreements would constitute non-exempt continuing connected transactions for the Company under the Listing Rules and are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Rule 14A.35 of the Listing Rules.

Regarding the Financial Services Agreement, given that the maximum amount of financing which is likely to be required by each Connected Person and his/her associates will exceed HK\$10,000,000 and 5% of some of the applicable percentage ratios calculated under the Listing Rules, the transactions contemplated under the Financial Services Agreements would constitute non-exempt continuing connected transactions for the Company under the Listing Rules and are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Rule 14A.35 of the Listing Rules.

On the other hand, the transactions contemplated under the Brokerage Services Agreements would only be subject to the reporting, annual review and announcement requirements under Rule 14A.34 of the Listing Rules but exempt from the independent shareholders' approval requirement as the annual brokerage fee payable by each Connected Persons and his/her associates is not expected to exceed 5% of the applicable percentage ratios calculated under the Listing Rules.

A circular containing, among other things, further particulars of the Tenancy Agreements and the Financial Services Agreements, the letter from the independent board committee and the advice from the independent financial adviser together with the notice convening the EGM will be despatched to the Shareholders on or about 8 March 2013.

K. DEFINITIONS

The following expressions in this announcement have the meanings set out below unless the context requires otherwise:

"associate(s)"	has the meaning ascribed to such term in the Listing Rules
"Board"	the board of Directors
"Bright Smart Securities"	Bright Smart Securities International (H.K.) Limited, a wholly-owned subsidiary of the Company and a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 7 (providing automated trading services) regulated activities under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong)
"Brokerage Services Agreements"	the 10 brokerage services agreements, all dated 15 February 2013, entered into by each of the Connected Persons with Bright Smart Securities, Bright Smart Futures & Commodities Company Limited, Bright Smart Global Bullion Limited and Bright Smart Forex Limited in relation to the provision of brokerage services by the Group to the Connected Persons and their respective associates
"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
"Connected Persons"	Messrs. Yip Mow Lum, Chan Kai Fung, Kwok Sze Chi, Chan Wing Shing, Wilson, Yu Yun Kong, Szeto Wai Sun, Ling Kwok Fai, Joseph, Cheung Ka Wong, Henry, Chan Kei and Ms. Li Wan Mei, all of whom are directors of the Company and/or its subsidiaries
"Directors"	the directors of the Company

"EGM"	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Tenancy Agreements, the Financial Services Agreements and the respective transactions contemplated thereunder
"Financial Services Agreements"	the 10 financial services agreements, all dated 15 February 2013, entered into by each of the Connected Persons with Bright Smart Securities in relation to the provision of financial services by Bright Smart Securities to the Connected Persons and their respective associates
"Golden Hill Tenancy Agreement"	the tenancy agreement dated 15 February 2013 entered into between Victor Tone Limited and Top Sunshine Development Limited for the leasing of the whole of 1/F, Golden Hill Commercial Building, Nos.39-41 Argyle Street, Kowloon
"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
"Honour House Tenancy Agreement"	the tenancy agreement dated 15 February 2013 entered into between Huge Dynasty Limited and Fortunate State Limited for the leasing of the Entrance (at Left Frontage) of Portion A1 of Shops Nos.6, 7 and 8 on G/F, M/F and 1/F of Honour House, Nos.375-381 & 375A-379A Nathan Road, No.24 Kansu Street and Nos.2-10 Woosung Street, Kowloon
"IPO"	initial public offering
"Landlords"	collectively, Victory Beauty Limited, Well Point Limited, Resultever Limited, Sea Magic Limited, Top Sunshine Development Limited and Fortunate State Limited, all of which are companies wholly owned by Mr. Yip
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Yip"	Mr. Yip Mow Lum, the chairman of the Board, an executive Director and the controlling Shareholder
"Peter Building Tenancy Agreement"	the tenancy agreement dated 15 February 2013 entered into between Bright Smart Securities and Well Point Limited for the leasing of M/F, Peter Building, Nos.58-60 Queen's Road Central, Nos.13-17 Stanley Street, Hong Kong

"Premises"	collectively, the following premises: <ul style="list-style-type: none"> (i) 10/F, Wing On House, No.71 Des Voeux Road Central, Central, Hong Kong; (ii) M/F, Peter Building, Nos.58-60 Queen's Road Central, Nos.13-17 Stanley Street, Hong Kong; (iii) Shop No.7 on G/F & Cockloft and Cockloft Nos.1-6, Tak Lee Building, No.993 King's Road, Hong Kong; (iv) G/F and Cockloft, Nos.141-145 Kwong Fuk Road, Tai Po, New Territories, Hong Kong; (v) the whole of 1/F, Golden Hill Commercial Building, No.39-41 Argyle Street, Kowloon; and (vi) the Entrance (at Left Frontage) of Portion A1 of Shops Nos.6, 7 and 8 on G/F, M/F and 1/F of Honour House, Nos.375-381 & 375A-379A Nathan Road, No.24 Kansu Street and Nos.2-10 Woosung Street, Kowloon
"Shareholder(s) "	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Tai Po Tenancy Agreement"	the tenancy agreement dated 15 February 2013 entered into between Huge Dynasty Limited and Sea Magic Limited for the leasing of G/F and Cockloft, Nos.141-145 Kwong Fuk Road, Tai Po, New Territories, Hong Kong
"Tak Lee Building Tenancy Agreement"	the tenancy agreement dated 15 February 2013 entered into between Victor Tone Limited and Resultever Limited for the leasing of Shop No.7 on G/F & Cockloft and Cockloft Nos.1-6, Tak Lee Building, No.993 King's Road, Hong Kong
"Tenancy Agreements"	collectively, the Wing On Tenancy Agreement, the Peter Building Tenancy Agreement, the Tak Lee Building Tenancy Agreement, the Tai Po Tenancy Agreement, the Golden Hill Tenancy Agreement and the Honour House Tenancy Agreement
"Wing On Tenancy Agreement"	the tenancy agreement dated 15 February 2013 entered into between Bright Smart Securities and Victory Beauty Limited for the leasing of 10/F, Wing On House, No.71 Des Voeux Road Central, Central, Hong Kong

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

Hong Kong, 15 February 2013

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*