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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)

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 at 10th Floor, Wing On House, 71 Des Voeux Road Central, Central, Hong Kong on Tuesday, 26 March 2013 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 Wing On Tenancy Agreement (as defined in the circular of the Company dated 8 March 2013 (the “Circular”) of which this notice forms part) by Bright Smart Securities International (H.K.) 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 Wing On Tenancy Agreement and the transaction contemplated thereunder;
- (b) the execution of the Peter Building Tenancy Agreement (as defined in the Circular) by Bright Smart Securities International (H.K.) 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 Victor Tone 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 Huge Dynasty 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 Victor Tone 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; and
- (f) the execution of the Honour House Tenancy Agreement (as defined in the Circular) by Huge Dynasty 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.”

2. **“THAT:**

- (a) the execution of the Financial Services Agreement (as defined in the circular of the Company dated 8 March 2013 (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 said Financial Services Agreement and the transaction contemplated thereunder;
- (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 Kai Fung 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 said Financial Services Agreement and the transaction contemplated thereunder;

- (c) the execution of the Financial Services Agreement (as defined in the Circular) by Bright Smart Securities International (H.K.) Limited as service provider and Kwok Sze Chi as customer (a copy of which has been produced to the meeting marked “2C” 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 said Financial Services Agreement and the transaction contemplated thereunder;
- (d) 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 “2D” 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 said Financial Services Agreement and the transaction contemplated thereunder;
- (e) the execution of the Financial Services Agreement (as defined in the Circular) by Bright Smart Securities International (H.K.) Limited as service provider and Yu Yun Kong as customer (a copy of which has been produced to the meeting marked “2E” 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 said Financial Services Agreement and the transaction contemplated thereunder;
- (f) the execution of the Financial Services Agreement (as defined in the Circular) by Bright Smart Securities International (H.K.) Limited as service provider and Szeto Wai Sun as customer (a copy of which has been produced to the meeting marked “2F” 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 said Financial Services Agreement and the transaction contemplated thereunder;
- (g) the execution of the Financial Services Agreement (as defined in the Circular) by Bright Smart Securities International (H.K.) Limited as service provider and Ling Kwok Fai, Joseph as customer (a copy of which has been produced to the meeting marked “2G” 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 said Financial Services Agreement and the transaction contemplated thereunder;

- (h) the execution of the Financial Services Agreement (as defined in the Circular) by Bright Smart Securities International (H.K.) Limited as service provider and Cheung Ka Wong, Henry as customer (a copy of which has been produced to the meeting marked “2H” 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 said Financial Services Agreement and the transaction contemplated thereunder;
- (i) 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 Kei as customer (a copy of which has been produced to the meeting marked “2I” 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 said Financial Services Agreement and the transaction contemplated thereunder; and
- (j) the execution of the Financial Services Agreement (as defined in the Circular) by Bright Smart Securities International (H.K.) Limited as service provider and Li Wan Mei as customer (a copy of which has been produced to the meeting marked “2J” 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 said Financial Services Agreement and the transaction contemplated thereunder.”

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

Hong Kong, 8 March 2013

Registered office:
Scotia Centre, 4th Floor
P.O. Box 2804
George Town
Grand Cayman KY1-1112
Cayman Islands

Principal place of business in Hong Kong:
10th 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 at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

As at the date of this notice, the Board comprises Messr. 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*