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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)

**RESULTS OF THE RIGHTS ISSUE IN THE PROPORTION OF
ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES
HELD ON RECORD DATE**

AND

**ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF SHARES SUBJECT TO
OUTSTANDING SHARE OPTIONS**

RESULTS OF THE RIGHTS ISSUE

As all conditions set out in the Underwriting Agreement had been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter at or before 4:00 p.m. on Thursday, 2 August 2012, the Underwriting Agreement became unconditional in all respects at 4:00 p.m. on Thursday, 2 August 2012.

As at 4:00 p.m. on Tuesday, 31 July 2012, being the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares, 246 valid acceptances of provisional allotment were received for a total of 323,822,895 Rights Shares, representing approximately 94.85% of the total number of 341,411,000 Rights Shares being offered under the Rights Issue, and 373 valid applications for excess Rights Shares were received for a total of 64,564,393 Rights Shares, representing approximately 18.91% of the total number of Rights Shares being offered under the Rights Issue. In aggregate, 619 valid acceptances and applications in respect of 388,387,288 Rights Shares, representing approximately 113.76% of the total number of Rights Shares being offered under the Rights Issue, have been received. The Rights Issue was over-subscribed by 46,976,288 Rights Shares.

It is expected that the share certificates for all fully-paid Rights Shares and the refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares will be posted to those entitled thereto by ordinary post at their own risks to their registered address on Monday, 6 August 2012.

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 7 August 2012.

ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF SHARES SUBJECT TO OUTSTANDING SHARE OPTIONS

As a result of the Rights Issue, adjustments are required to be made to the exercise price and the number of Shares falling to be issued upon the exercise of the Share Options in accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules.

Reference is made to the prospectus of the Company dated 17 July 2012 (the “Prospectus”) in relation to the Rights Issue of the Company. Capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus unless the context otherwise stated.

RESULTS OF THE RIGHTS ISSUE

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Underwriting Agreement

As all conditions set out in the Underwriting Agreement had been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter at or before 4:00 p.m. on Thursday, 2 August 2012, the Underwriting Agreement became unconditional in all respects at 4:00 p.m. on Thursday, 2 August 2012. Based on the above acceptance results, the Rights Issue was over-subscribed and the obligations of the Underwriter under the Underwriting Agreement in respect of the Rights Shares have been fully discharged.

Excess Rights Shares

Regarding the 373 valid applications for a total of 64,564,393 excess Rights Shares, the Board has resolved to allot a total of 17,588,105 Rights Shares available for excess applications.

The Board noted unusual patterns of excess applications and had reason to believe that certain applications may have been made with the intention to abuse the mechanism whereby preference would be given to applications for topping up odd-lot holdings. After taking into account and assessing all relevant factors and circumstances available to the Company (including but not limited to the pattern of registration of Shareholders before and after the announcement of the Rights Issue on 25 June 2012, the spread and pattern of the excess applications, the number of excess Rights Shares applied for in those excess applications and the number of excess Rights Shares available for allocation), the Board has resolved to allocate 17,588,105 excess Rights Shares on a fair and equitable basis and on the principles set forth in the Prospectus, as follows:

- (i) 78,000 excess Rights Shares have been allocated to 78 applications for topping up odd-lot holdings to whole-lot holdings where it appeared to the Directors that such applications were not made with an intention to abuse this mechanism; and
- (ii) the remaining 17,510,105 excess Rights Shares have been allocated to the Qualifying Shareholders based on a sliding scale with reference to the number of excess Rights Shares applied for by them, details of which are set out below:

Number of excess Rights Shares applied for	Number of valid excess applications	Total number of excess Rights Shares applied for	Total number of excess Rights Shares allocated (Note)	Percentage of allocation based on total number applied for in that category (Approximate)	Basis of allocation
1 - 2,000	229	347,377	162,992	47%	Odd lot with a maximum of 1,000 Shares each to the registered shareholders who hold 2,000 Shares or above as at the record date and applied for EAF for more than 1,000 Shares or more plus additional Shares at approx. 40% on the remaining excess Rights Shares applied
2,001 - 10,000	84	504,313	196,600	39%	Odd lot with a maximum of 1,000 Shares each to the registered shareholders who hold 2,000 Shares or above as at the record date and applied for EAF for more than 1,000 Shares or more plus additional Shares at approx. 38% on the remaining excess Rights Shares applied
10,001 - 100,000	37	1,791,252	584,765	33%	Odd lot with a maximum of 1,000 Shares each to the registered shareholders who hold 2,000 Shares or above as at the record date and applied for EAF for more than 1,000 Shares or more plus additional Shares at approx. 32% on the remaining excess Rights Shares applied
100,001 - 1,000,000	16	5,770,953	1,737,587	30%	Odd lot with a maximum of 1,000 Shares each to the registered shareholders who hold 2,000 Shares or above as at the record date and applied for EAF for more than 1,000 Shares or more plus additional Shares at approx. 30% on the remaining excess Rights Shares applied
1,000,001 - 20,000,000	6	34,150,499	9,565,020	28%	Odd lot with a maximum of 1,000 Shares each to the registered shareholders who hold 2,000 Shares or above as at the record date and applied for EAF for more than 1,000 Shares or more plus additional Shares at approx. 28% on the remaining excess Rights Shares applied
Over 20,000,000	1	21,999,999	5,341,141	24%	Approx. 24% on the excess Rights Shares applied
Total	373	64,564,393	17,588,105		

Note: *The number of excess Rights Shares allocated to each applicant has been rounded up/down (as appropriate) to eliminate any fractional Shares which may arise after the foregoing basis of allocation has been applied.*

Shareholdings in the Company

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the following is a summary of the shareholding structure of the Company (i) immediately before the completion of the Rights Issue; and (ii) immediately after the completion of Rights Issue:

<i>Name of Shareholder</i>	(i) Immediately before the completion of the Rights Issue		(ii) Immediately after the completion of the Rights Issue	
	<i>Number of Shares</i>	<i>Approximate % of total issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of total issued Shares</i>
NCHL <i>(Note 1)</i>	450,000,000	65.90%	675,000,000	65.90%
Mr. Yip <i>(Note 1)</i>	36,012,000	5.28%	54,018,000	5.28%
Sub-total	486,012,000	71.18%	729,018,000	71.18%
BOCOM <i>(Note 2)</i>	50,000,000	7.32%	75,000,000	7.32%
Mr. Chan Kai Fung <i>(Note 3)</i>	450,000	0.07%	534,000	0.05%
Other public Shareholders	146,360,000	21.43%	219,681,000	21.45%
Total	682,822,000	100.00%	1,024,233,000	100.00%
Total public Shareholders	196,360,000	28.75%	294,681,000	28.77%

Notes:

1. The 675,000,000 Shares are held by NCHL, a company wholly-owned by Mr. Yip.
2. The 75,000,000 Shares are held by BOCOM, a wholly-owned subsidiary of the Bank of Communication Co., Ltd.
3. Mr. Chan Kai Fung is an executive director and the Chief Executive Officer of the Company.

Despatch of the share certificates for the Rights Shares

It is expected that the share certificates for all fully-paid Rights Shares and the refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares, will be posted to those entitled thereto by ordinary post at their own risks to their registered address on Monday, 6 August 2012.

Commencement of dealings in fully-paid Rights Shares

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 7 August 2012.

ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF SHARES SUBJECT TO OUTSTANDING SHARE OPTIONS

Upon completion of the Rights Issue, the exercise price and the number of Shares to be issued and allotted under the outstanding Share Options will be adjusted pursuant to the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules. The adjustments to the exercise price and the number of the Shares falling to be issued under the outstanding Share Options are as follows with effect from 6 August 2012 upon the Company's allotment and issue of the Rights Shares pursuant to the Rights Issue:

<i>Date of grant of the Share Options</i>	<i>Exercise period</i>	Before completion of the Rights Issue		After completion of the Rights Issue	
		<i>Exercise price per Share (HK\$)</i>	<i>Number of Shares falling to be issued</i>	<i>Adjusted exercise price per Share (HK\$)</i>	<i>Adjusted number of Shares falling to be issued</i>
13 October 2011	13 October 2011 to 12 October 2013	0.69	15,098,000	0.67	15,611,332

The auditor of the Company has carried out certain agreed upon procedures in accordance with Hong Kong Standards on Related Services 4400 "Engagements to perform Agreed-Upon Procedures Regarding Financial Information" issued by the Hong Kong Institute of Certified Public Accountants in respect of the adjustments that have been made to the exercise price and the number of Shares that can be subscribed for under the outstanding Share Options as a result of the Rights Issue and there are no exceptions noted based on the agreed upon procedures. Separate notification regarding the adjustments will be sent to each holder of the Share Options.

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

Hong Kong, 3 August 2012

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*