

耀才證券
BRIGHT SMART SECURITIES

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)

FORM OF PROXY

Form of proxy for use by shareholders at the Extraordinary General Meeting (the “Meeting”) of the Company to be held at 10th Floor, Wing On House, 71 Des Voeux Road Central, Central, Hong Kong on Monday, 10 March 2014 at 10:00 a.m. (and at any adjournment thereof).

I/We ^(Note 1) _____
of ^(Note 1) _____

being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.30 each in the capital of the Company, hereby appoint the Chairman of the Meeting or _____ of _____ ^(Note 3)

to act as my/our proxy to attend the Meeting and at any adjournment thereof and to vote for me/us on my/our behalf in respect of the resolution set out in the notice of the Meeting (with or without modifications) as hereunder indicated or, if no such indication is given, as my/our proxy may think fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the Subscription (as defined in the Company’s circular dated 21 February 2014 (the “Circular”)) and to approve, confirm and ratify the execution of the Placing and Subscription Agreements (as defined in the Circular) and any other agreements, documents and actions taken or to be taken in connection with the Subscription and authorise the directors to take certain steps in relation thereto.		

Dated this _____ day of _____ 2014 Signature: _____
(Notes 5 and 6)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing, or in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized in that behalf.
6. Where there are joint registered holders of any share, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders be present at the Meeting personally or by proxy, that one of such holder so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, 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 the holding of the Meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.