The whole of this document must be returned to be valid

本文件必須整份交還,方為有效

Provisional Allotment Letter No. 暫定配額通知書編號

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CAPITALISED TERMS LISED HEREIN SHALL HAVE THE SAME MEANINGS AS THOSE DEFINED IN THE PROSPECTUS (THE "PROSPECTUS") OF BRIGHT SMART SECURITIES & COMMODITIES GROUP LIMITED (THE "COMPANY") DATED 29 SEPTEMBER 2014, UNLESS THE CONTEXT OTHERWISE REQUIRES.

THIS PAL IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EAF EXPIRES AT 4:00 P.M. ON WEDNESDAY, 15 OCTOBER 2014.

If you are in any doubt as to the contents of this PAL or as to the action to be taken, you should consult a licensed securities dealer, or registered institution in securities, bank manager, solicitor, professional accountant or other

Dealings in the Shares and the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS and you should consult your licensed securities dealer, or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

A copy of each of the Prospectus Documents together with the documents specified in the paragraph headed "12. Documents delivered to the Registrar" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding up and Miscellaneous Provisions) Ordinance. The SFC and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of the Prospectus Documents.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time

除文義另有所指外,本文件所用之詞彙具有權才證券金融集團有限公司(「本公司」)於二零一四年九月二十九日刊發之供股章程(「供股章程」)所界定之相同涵義。 本暫定配額通知書具有價值並可以轉讓,請即處理。本暫定配額通知書及隨附之額外申請表格所載之要約於二零一四年十月十五日(星期三)下午四時正失效。

閣下如對本暫定配額通知書之內容或應採取之行動有任何疑問,應諮詢持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

股份及未缴股款及缴足股款供股股份置賣可诱過中央結算系統推行交收。 關下應就該等交收安排之詳情及有關安排對 關下之權利及權益可能捨成之影響,諮詢 關下之持陳證券交易商或許冊證券機構、銀行經理、律師、惠 業會計師或其他專業顧問

各份章程文件連同供股章程附錄三[12.送呈公司註冊處處長之文件]一段訂明之文件已根據公司(清盤及雜項條文)條例第342C條向香港公司註冊處處長登記。證監會和香港公司註冊處處長對任何章程文件之內容概不負責。 香港交易及結算所有限公司、職交所及香港結算對本暫定配額通知書之內容概不負責。對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本暫定配額通知書全部或任何部分內容而產生或因倍賴該等內容而引致之任 何損失承擔任何責任。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣,並符合香港結算之股份收納規定後,未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券,可由該等未繳股款及繳足股款供股股份各自開始於聯交所買賣之曰 期或由香港結算釐定之其他日期起,於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易,須於其後第二個交易日在中央結算系統交收。所有中央結算系統活動均須遵守不時生效之中央結算系統一般

Branch share registrar and transfer office in Hong Kong: 香港股份過戶登記分處:

Tricor Investor Services Limited Level 22. Hopewell Centre 183 Queen's Road East Hong Kong

卓佳證券登記有限公司 香港 皇后大道東183號 合和中心22樓



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) (於開曼群島註冊成立之有限公司) (Stock Code: 1428) 、 (股份代號:1428)

RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR **EVERY TWO SHARES HELD ON THE RECORD DATE**

按於記錄日期每持有兩股股份 供一股供股股份之基準進行供股

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Registered office:

許冊辦事處 Floor 4 Willow House P.O. Box 2804 George Town Grand Cayman KY1-1112 Cayman Islands

Head office and principal place of business in Hong Kong: 總辦事處及香港主要營業地點 10th Floor and 27th Floor, Wing On House 71 Des Voeux Road Central Hong Kong

e 輔道中71號 永安集團大廈10樓及27樓

29 September 2014 二零一四年九月二十九日

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址	Box A 甲欄	
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	Box B 乙欄	暫定配發予 閣下之供股股份總數 股款須不遲於二零一四年十月十五日(星期三)下午
		四時正接納時繳足
	Box C 丙欄 HK\$ 港元	應繳認購款項總額
Contact telephone no. 聯絡電話號碼:		

To accept this provisional allotment in full, you must lodge this original document in accordance with the instructions printed herein with the Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a remittance in cheques or cashier's orders in Hong Kong dollars for the full amount payable on acceptance as shown in Box C above by no later than 4:00 p.m. on Wednesday, 15 October 2014. All remittances must be made by cheques or cashier's orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "BRIGHT SMART SECURITIES & COMD GROUP LTD – PROVISIONAL ALLOTMENT A/C" and must be crossed "ACCOUNT PAYEE ONLY". Instructions on transfer and splitting are set out overleaf. No receipt will be given for such remittance.

No receipt will be given for such remittance.

Please Note: The Rights Issue is conditional, inter alia, upon the fulfillment and/or waiver (where applicable) of the conditions set out under the sub-paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" of the Prospectus. Any of the Underwriters is entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events as set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus. Accordingly, the Rights Issue may or may not proceed.

Please Note: The Shares had been dealt in on an ex-rights basis since Monday, 22 September 2014. Dealings in the Rights Shares in their nil-paid form will take place from Friday, 3 October 2014 to Friday, 10 October 2014 (both dates inclusive). If any of the conditions precedent to the Rights Issue as set out in the sub-paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" of the Prospectus cannot be fulfilled or is not waived or any of the Underwriters exercises its rights to terminate its obligations under the Underwriting Agreement prior to 4:00 p.m. on Tuesday, 21 October 2014 (or such other time as the Underwriters may agree with the Company), the Rights Issue will not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares. Any dealings in the Shares up to the date on which all conditions to which the Rights Issue is subject to Friday, 10 October 2014 (both dates inclusive) are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealings in the Shares and the rin Ill-paid form are advised to consult their own professional advisers.

Shares and/or the Rights Shares (in their nil-paid form) are advised to consult their own professional advisers.

IN 如全數接納本暫定配額,必須根據本暫定配額,必須根據本暫定配額通知書上所印稿之指示將本文件正本連同以港元繳付上列丙欄所示於接納時應繳付之全數股款(以支票或銀行本票形式),不遲於二零一四年十月十五日(星期三)下午四時正送交過后處丰健證券登記有限公司,她赴北為香港皇后大禮東拐窃者中心之程律。所有股款須以古夫票或銀行本票繳付。支票須由香港之持牌銀行賬戶開出,或銀行本票則須由香港之持牌銀行發出,並須註明抬頭人為「BRIGHT SMART SECURITIES & COMD GROUP LTD – PROVISIONAL ALLOTMENT A/C]及以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及拆細之指示載於背頁。

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS PAL, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS PAL.

在轉讓本暫定配額通知書代表之供股股份認購權利時,每宗買賣均須繳付香港從價印花稅。除出售外,饋贈或轉讓實益權益亦須繳付香港從價印花稅。在辦理本暫定配額通知書代 表之任何供股股份配額轉讓登記手續前,須出示已繳付香港從價印花税之證明。

FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

Form B

Kill O	
(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subsc (只供有意全數轉讓彼/彼等可認購本表格所列供股股份權利之合資格股東填寫及簽署	
To: The Directors Bright Smart Securities & Commodities Group Limited 致: 耀才證券金融集團有限公司 列位董事 Dear Sir/Madam I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the form (Form C) below. 敬敬者: 本人/吾等謹將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)。	
1	4.
Date 日期:	
Note: Hong Kong ad valorem stamp duty is payable by the transferor(s) in connection with the acceptance of the transfer of his/her/its/their r 附註: 轉讓人須就接納轉讓彼/彼等可認購供股股份之權利繳付香港從價印花稅。	ight(s) to subscribe for the Rights Shares.

REGISTRATION APPLICATION FORM 登記申請表格

Form C 表格丙

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred) (只供獲轉讓可認購供股股份權利之人士填寫及簽署)

To: The Directors

Bright Smart Securities & Commodities Group Limited

耀才證券金融集團有限公司

列位董事

Dear Sir/Madam

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms set out in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company 敬啟者

本人/吾等謹請 閣下將表格甲中乙欄所列之供股股份數目登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載條款,以及在 貴公司之組織章程大綱 及細則規限下,接納此等供股股份。

Existing Shareholder(s) Please mark "X" in the box 現有股東請於欄內填上「X」符號 To be completed in BLOCK LETTERS in ENGLISH. Joint applicants should give one address only. 請用英文正楷填寫。聯名申請人只須填報一個地址。 Names of Chinese applicants must be given both in English and in Chinese characters. 華裔申請人須填寫中英文姓名。 Name of applicant in English Family name(姓氏) Other names (名字) Name in Chinese 中文姓名 申請人英文姓名 Name(s) of joint applicant(s) in English (if any) 聯名申請人 (如有)英文姓名 Address in English (Joint applicants should give the address of the first named applicant only) 英文地址 (聯名申請人只須填報排名首位 之申請人地址) Occupation Tel. no 電話號碼 職業 Dividend instructions 股息指示 Bank account no. 銀行戶口號碼 ACCOUNT賬戶 BANK銀行 BRANCH分行 Name and address of Bank 銀行名稱及地址 2 Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Hong Kong ad valorem stamp duty is payable by the transferee(s) in connection with the acceptance of the transfer of the right(s) to subscribe for the Rights Shares. 附註: 承讓人須就接納轉讓可認購供股股份之權利繳付香港從價印花稅

Date 日期

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)
(Stock Code: 1428)

29 September 2014

To the Qualifying Shareholder(s) Dear Sir/Madam,

INTRODUCTION

In accordance with the terms and subject to the conditions set out in the Prospectus, the Directors have provisionally allotted to you the number of Rights Shares indicated on the front page of this PAL on the basis of one (1) Rights Share for every two (2) Shares registered in your name(s) on the register of members of the Company at the close of business on the Record Date (i.e. Friday, 26 September 2014). Your holding of Shares as at that date is set out in Box A and the total number of Rights Shares provisionally allotted to you is set out in Box B of this PAL.

The Rights Shares, when allotted, issued and fully paid, will rank pari passu with the then existing Shares in issue on the date of allotment of the Rights Shares in all respects. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid by the Company on or after the date of allotment and issue of the Rights Shares in their fully-paid form.

The Prospectus Documents have not been and will not be registered or filed under any applicable securities or equivalent legislation of any jurisdictions other than Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents, in any territory other than Hong Kong. Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant territory or jurisdiction, such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof.

It is the responsibility of any person (including but without limitation to nominee, agent and trustee) receiving the Prospectus Documents outside Hong Kong wishing to take up the Rights Shares to satisfy himself/herself/itself/themselves before acquiring any rights to subscribe for the provisionally allotted Rights Shares as to the full observance of the laws and regulations of all relevant territories or jurisdictions, including the obtaining of any governmental or other consents and to pay any taxes and duties required to be paid in such territory or jurisdiction in connection therewith. Any acceptance by any person will be deemed to constitute a representation and warranty from such person to the Company that those local laws and requirements have been fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.

PROCEDURES FOR ACCEPTANCE

To take up your provisional entitlement of the Rights Shares in full, you must lodge the whole of this PAL intact with the Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a remittance in cheque or cashier's order for the full amount payable on acceptance, as shown in Box C, so as to be received by the Registrar by no later than 4:00 p.m. on Wednesday, 15 October 2014 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of bad weather" below).

All remittances must be made by cheques or cashier's orders in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "BRIGHT SMART SECURITIES & COMD GROUP LTD – PROVISIONAL ALLOTMENT A/C" and must be crossed "ACCOUNT PAYEE ONLY". Such payment will constitute acceptance of the provisional entitlement of the Rights Shares, on the terms of this PAL and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for such remittances.

It should be noted that, unless this PAL duly completed, together with the appropriate remittance for the amount shown in Box C, has been received as described above by no later than 4:00 p.m. on Wednesday, 15 October 2014 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of bad weather" below), whether lodged by the original allottener and all rights to subscribe for the Rights Shares thereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions printed herein. Completion and lodgement of a PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representations and warranties.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete the form of transfer and nomination (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights hereunder. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance in cheque or cashier's order for the full amount payable on acceptance as shown in Box C with the Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Wednesday, 15 October 2014. All remittances must be made by cheques or cashier's orders in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "BRIGHT SMART SECURITIES & COMD GROUP LTD - PROVISIONAL ALLOTMENT A/C" and must be crossed "ACCOUNT PAYEE ONLY." It should be noted that Hong Kong stamp duty is payable in connection with the transfere of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

SPLITTING

If you wish to accept only part of your provisional allotment or wish to transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer your rights to more than one person, this PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Tuesday, 7 October 2014 to the Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. The Registrar will cancel the original PAL and issue new PALs in the denominations required which will be available for collection at the Registrar on the second business day after your surrender of the original PAL. No fee will be charged for splitting the provisional allotment.

EFFECT OF BAD WEATHER

If there is a tropical cyclone warning signal number 8 or above; or a "black" rainstorm warning (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date, the latest time for acceptance will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date, the latest time for acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.. If the latest time for acceptance is extended, the dates mentioned herein may be affected. The Company will notify Shareholders by way of announcement(s) of any changes to the expected timetable as soon as practicable in such event.

TERMINATION

It should be noted that the Underwriting Agreement contains provisions entitling any of the Underwriters, by notice in writing to the Company, to terminate the Underwriting Agreement on the occurrence of certain events, which have been set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus on the Settlement Date. If the Underwriting Agreement is terminated by any of the Underwriters or does not become unconditional, the Rights Issue will not proceed.

CHEQUES OR CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement or return of this PAL, together with a cheque or cashier's order in payment for the Rights Shares accepted, will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Any application in respect of which the cheque or cashier's order is dishonoured on first presentation is liable to be rejected, and in that event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES FOR RIGHTS SHARES

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all the fully-paid Rights Shares are expected to be despatched by the Registrar by ordinary post on or before Thursday, 23 October 2014 to those entitled thereto and, in the case of joint holders, to the registered address of the applicant whose name first appears on the register of members of the Company or the registration application form (Form C) at the risk of such applicants.

You will receive one share certificate for all the fully-paid Rights Shares and/or excess Rights Shares (if any) validly applied for and issued to you.

APPLICATION FOR EXCESS RIGHTS SHARES

If you wish to apply for any Rights Shares, in addition to those provisionally allotted to you, you should complete and sign the accompanying EAF, in accordance with the instructions printed thereon and lodge it, together with a separate remittance in cheques or cashier's orders for the full amount payable on application in respect of the excess Rights Shares applied for, with the Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Wednesday, 15 October 2014. All remittances must be made by cheques or cashier's orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "BRIGHT SMART SECURITIES & COMD GROUP LTD – EXCESS APPLICATION A/C" and must be crossed "ACCOUNT PAYEE ONLY". No receipt will be given for such remittances.

GENERAL

Lodgement of this PAL with, where relevant, the form of transfer and nomination (Form B) purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or the share certificates for the Rights Shares. Copies of the Prospectus are available at the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

All documents, including cheques for amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their respective addresses shown on the register of members of the Company.

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

Yours faithfully, For and on behalf of