



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 Annual General Meeting (the "Meeting") of the Company to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 8 August 2013 at 10:00 a.m.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.30 each of the Company, hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_ <sup>(Note 3)</sup>  
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 resolutions 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 RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the directors' report and the independent auditor's report for the year ended 31 March 2013.		
2	To declare a final dividend of HK2.7 cents per share for the year ended 31 March 2013.		
3(i)	(a) To re-elect Mr. CHAN Kai Fung as an Executive Director of the Company.	(a)	(a)
	(b) To re-elect Mr. CHAN Wing Shing, Wilson as an Executive Director of the Company.	(b)	(b)
	(c) To re-elect Mr. LING Kwok Fai, Joseph as an Independent Non-executive Director of the Company.	(c)	(c)
3(ii)	To authorize the Board of Directors to fix the remuneration of Directors.		
4	To re-appoint KPMG as the auditor of the Company and authorize the Board of Directors to fix their remuneration.		
5(A)	To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
5(B)	To grant a general mandate to the Board of Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.		
5(C)	To extend the general mandate to allot shares by adding the aggregate nominal amount of shares repurchased by the Company.		
5(D)	To refresh the Scheme Mandate Limit of Share Option Scheme.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013 Signature: \_\_\_\_\_  
*(Notes 5 and 6)*

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of shares registered in your name(s). 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).
- 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.**
- 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.
- 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.
- Where there are joint registered holders of any share, any one of such persons 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 the said persons 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.
- 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 less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 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.