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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should obtain independent professional advice or consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bright Smart Securities & Commodities Group Limited** you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting (“AGM”) of **Bright Smart Securities & Commodities Group Limited** (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. is set out in the Notice of AGM in this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

9 July 2013

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DEFINITIONS

In this circular, unless the context indicates otherwise, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	means	the annual general meeting of the Company convened 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.;
“AGM Notice”	means	the notice convening the AGM set out on pages 15 to 18 of this circular;
“Articles of Association”	means	the amended and restated articles of association of the Company adopted by a special resolution passed on 4 August 2010 and became effective upon listing on the Stock Exchange, as amended from time to time;
“Board” or “Board of Directors”	means	the board of Directors of the Company;
“Bright Smart Asset Management”	means	Bright Smart Asset Management Limited, a company incorporated under the laws of Hong Kong and an indirect wholly-owned subsidiary of the Company;
“Bright Smart Forex”	means	Bright Smart Forex Limited (formerly known as Bright Smart FX & Bullion Limited), a company incorporated under the laws of Hong Kong and an indirect wholly-owned subsidiary of the Company;
“Bright Smart Global Bullion”	means	Bright Smart Global Bullion Limited, a company incorporated under the laws of Hong Kong and an indirect wholly-owned subsidiary of the Company;
“Bright Smart Futures”	means	Bright Smart Futures & Commodities Company Limited, a company incorporated under the laws of Hong Kong and an indirect wholly-owned subsidiary of the Company;
“Bright Smart Investment”	means	Bright Smart Investment Holdings Limited, a company incorporated under the BVI Business Company Act and a direct wholly-owned subsidiary of the Company;
“Bright Smart Securities”	means	Bright Smart Securities International (H.K.) Limited, a company incorporated under the laws of Hong Kong and an indirect wholly-owned subsidiary of the Company;
“CEO”	means	chief executive officer of the Company;

DEFINITIONS

“Committee(s)”	means	the committee(s) established by the Board of Directors from time to time;
“Companies Law”	means	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modifications thereof;
“Company”	means	Bright Smart Securities & Commodities Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“Director(s)”	means	the director(s) of the Company;
“Group”	means	the Company and its subsidiaries;
“Hong Kong”	means	the Hong Kong Special Administrative Region of the PRC;
“HK\$”	means	Hong Kong dollars, the lawful currency of Hong Kong;
“Latest Practicable Date” or “LPD”	means	28 June 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	means	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	means	The People’s Republic of China;
“Repurchase Mandate”	means	The general and unconditional mandate to repurchase shares in the capital of the Company up to 10% of the aggregate nominal amount of the issued and fully paid up share capital of the Company as at the date of passing of the resolution;
“Repurchase Resolution”	means	the proposed ordinary resolution as referred to in resolution no. 5(B) of the AGM Notice;
“Scheme Mandate Limit”	means	the maximum number of Shares that may be issued upon exercise of all options to be granted under the Share Option Scheme;
“SFC”	means	The Securities and Futures Commission of Hong Kong;

DEFINITIONS

“SFO”	means	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	means	the ordinary share(s) of HK\$0.30 each in the capital of the Company;
“Shareholder(s)”	means	holder(s) of Share(s);
“Share Option Scheme”	means	the share options scheme of the Company adopted on 4 August 2010;
“Stock Exchange”	means	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	means	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly;
“Takeovers Code”	means	The Hong Kong Code on Takeovers and Mergers; and
“%”	means	Per cent.



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)

Board of Directors:

Executive Directors

Mr. Yip Mow Lum (*Chairman*)

Mr. Chan Kai Fung (*CEO*)

Mr. Kwok Sze Chi

Mr. Chan Wing Shing, Wilson

Independent Non-executive Directors

Mr. Yu Yun Kong

Mr. Szeto Wai Sun

Mr. Ling Kwok Fai, Joseph

Registered Office:

Floor 4, Willow House

Cricket Square

P.O. Box 2804

Grand Cayman KY1-1112

Cayman Islands

**Head Office and Principal Place
of Business:**

10th Floor, Wing On House

71 Des Voeux Road Central

Central, Hong Kong

9 July 2013

Dear Shareholders,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM regarding the (i) granting to the Board of Directors a general mandate to issue additional Shares; (ii) granting to the Board of Directors a general mandate for repurchasing Shares; (iii) extending the general mandate to issue additional Shares by adding the number of shares to be repurchased under the general mandate for repurchasing Shares; (iv) refreshment of the Scheme Mandate Limit; (v) payment of final dividend; and (vi) re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE ADDITIONAL SHARES

An ordinary resolution will be proposed at the AGM for the purpose of renewing the existing share issue mandate granted to the Board of Directors to allot, issue and otherwise deal with the Shares. The existing share issue mandate will expire at the conclusion of the AGM. The share issue mandate is subject to a limit equal to 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution.

Subject to the passing of the relevant ordinary resolution and on the basis that no further shares are issued or repurchased prior to the AGM, the Company will be allowed under the issue mandate to issue a maximum of 206,946,780 shares. The granting will ensure flexibility and discretion to the Board of Directors in the event it becomes desirable to issue any shares of the Company.

GENERAL MANDATE FOR REPURCHASE OF SHARES

The repurchase resolution will be proposed for the purpose of renewing the existing Repurchase Mandate granted to the Board of Directors to repurchase Shares. The existing Repurchase Mandate will expire at the conclusion of the AGM. The Repurchase Mandate is subject to a limit equal to 10% of the issued and fully paid up share capital of the Company as at the date of passing the resolution. An explanatory statement to the Repurchase Mandate is set out in Appendix I to this circular.

GENERAL MANDATE TO EXTEND TO ISSUE SHARES

Subject to the passing at the AGM of the proposed resolutions regarding the share issue mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to approve the extension of the 20% share issue mandate by adding to the share issue mandate the number of shares that may be repurchased under the Repurchase Mandate.

Shareholders are referred to the AGM notice herein for details of the resolutions. With reference to these resolutions, the Board of Directors wishes to state that it has no immediate plans to repurchase any shares or to issue any new shares pursuant to the relevant mandates.

PROPOSED REFRESHMENT OF THE LIMIT OF THE SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company pursuant to a written resolution of the Company conditionally approved by a written resolution of all Shareholders passed on 4 August 2010 and adopted by a resolution of the Board of Directors on 4 August 2010. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the listing date of the Company, ie 25 August 2010. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval. The Scheme Mandate Limit has never been refreshed since its adoption.

LETTER FROM THE BOARD

Details of movements of options granted under the Share Option Scheme are summarized as follows:

Date of grant	Exercise period	Exercise price (HK\$)	No. of options granted	No. of options exercised	No. of options cancelled	No. of options lapsed	No. of options adjusted	No. of options outstanding as at LPD
25 February 2011	25 February 2011 to 24 February 2013	1.12	18,518,000	0	(16,268,000)	(2,250,000)	0	0
13 October 2011	13 October 2011 to 12 October 2013	0.67 <i>(Note)</i>	19,578,000	(13,640,904)	0	(1,526,120)	513,332 <i>(Note)</i>	4,924,308
26 June 2013	26 June 2013 to 25 June 2016	0.98	10,490,000	0	0	0	0	10,490,000
								15,414,308

Note: As a result of the rights issue which was announced on 25 June 2012, adjustments were made to the exercise price and the number of Shares falling to be issued upon the exercise of the options in accordance with the terms of the Share Option Scheme with effect from 6 August 2012.

As shown in the above table, the Company has outstanding options of 15,414,308 which can be exercised into 15,414,308 Shares as at the Latest Practicable Date. The 15,414,308 options, if exercised, represents approximately 1.49% of the total issued share capital of the Company.

In order to provide the Company with greater flexibility in granting options to eligible persons (including employees and directors) of the Company under the Share Option Scheme as incentives or rewards for their contribution to the Company, the Board of Directors therefore decided to seek the approval of the Shareholders at the AGM to refresh the Scheme Mandate Limit.

Based on 1,034,733,904 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased and issued and no options are being granted prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit, the Directors will be authorized to exercise the powers of the Company to issue 103,473,390 options to subscribe for a total of 103,473,390 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

Assuming that the refreshment of the Scheme Mandate Limit is approved at the AGM and taking into account the following:

- (a) The additional 103,473,390 Shares subject to the Scheme Mandate Limit (as refreshed); and
- (b) 15,414,308 Shares subject to the options granted and yet to be exercised, the number of Shares that may be issued under the Scheme Mandate Limited (as refreshed) and to be issued under the options granted and outstanding will be in aggregate of 118,887,698 Shares, representing approximately 11.49% of the Shares in issue as at the Latest Practicable Date and is within the 30% of Shares in issue as at the Latest Practicable Date. Under the Listing Rules, the 30% scheme limit represents a limit of 30% of the

LETTER FROM THE BOARD

Shares in issue from time to time which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group, if any.

Conditions of the Proposed Refreshment

The Proposed Refreshment is conditional upon:

1. the passing of an ordinary resolution by the Shareholders at the AGM to approve the Proposed Refreshment; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may be issued and allotted upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme, up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options to be granted under the refreshed Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

By virtue of Article 112 of the Articles of Association, the Directors, namely, Mr. Chan Kai Fung, Mr. Chan Wing Shing, Wilson and Mr. Ling Kwok Fai, Joseph shall hold office only until the AGM and shall then be eligible, offer themselves for re-election at the AGM. The particulars of these Directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Thursday, 8 August 2013 is set out on pages 15 to 18 of this circular.

PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed and deposited in accordance with the instructions printed thereon with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM.

VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

LETTER FROM THE BOARD

An announcement will be published by the Company on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bsgroup.com.hk) as soon as possible after the conclusion of the Annual General Meeting to inform the Shareholders of the voting results of the Annual General Meeting.

FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended a final dividend of HK2.7 cents per Share subject to Shareholders' approval at the Annual General Meeting.

The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the AGM, from Tuesday, 6 August 2013 to Thursday, 8 August 2013 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with 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 for registration, not later than 4:30 p.m. on Monday, 5 August 2013.

The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend, from Friday, 16 August 2013 to Tuesday, 20 August 2013 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with 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 for registration, not later than 4:30 p.m. on Thursday, 15 August 2013.

RECOMMENDATION

There is no Shareholder who is required to abstain from voting in respect of any of the resolutions to be proposed at the AGM.

The Board of Directors consider that the proposals for Repurchase Mandate, share issue mandate, the extension of share issue mandate, refreshment of the Scheme Mandate Limit and the re-election of Directors, among others, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board of Directors recommends that all the Shareholders should vote in favour of these resolutions as set out in the AGM notice to be proposed at the AGM.

Yours faithfully,
For and on behalf of
Bright Smart Securities & Commodities Group Limited
Chan Kai Fung
Executive Director & Chief Executive Officer

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide you with the information necessary for your consideration of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,034,733,904 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares would be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to purchase a maximum of 103,473,390 Shares (representing 10% of the issued share capital of the Company as at the Latest Practicable Date).

REASONS FOR REPURCHASES

Although the Board of Directors has no present intention of repurchasing any Shares, it believes that the flexibility afforded by the repurchase proposal would be beneficial to the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Board of Directors believes that such repurchase will benefit the Company and its Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the laws of the Cayman Islands.

The Board of Directors proposes that such repurchases of Shares would be appropriately financed by the Company's internal resources and/or available banking facilities. There might be material adverse impact on the working capital or gearing position of the Company in the event that the repurchase proposal was to be carried out in full at any time during the proposed repurchase period as compared with the position as disclosed in the latest published audited financial statements of the Company for the year ended 31 March 2013. However, the Board of Directors does not propose to exercise the repurchase proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing ratios which in the opinion of the Board of Directors is from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
June	0.657	0.563
July	0.630	0.560
August	0.600	0.445
September	0.690	0.510
October	0.720	0.630
November	0.740	0.620
December	0.780	0.660
2013		
January	1.000	0.690
February	0.950	0.860
March	0.990	0.830
April	0.930	0.850
May	0.900	0.850
June (<i>made up to the Latest Practicable Date</i>)	0.990	0.930

UNDERTAKING

The Board of Directors has undertaken to the Stock Exchange that, so far as the same may be applicable, it will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company.

None of the Directors and, to the best of their knowledge having made all reasonable inquiries, their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate is granted by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a share repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code) depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Board of Directors, Mr. Yip Mow Lum was interested in 756,392,000 Shares (81,392,000 Shares were held personally by him and 675,000,000 Shares were held by New Charming Holdings Limited, a company wholly owned by him), representing approximately 73.10% of the issued share capital of the Company.

Assuming no issue of Shares and repurchase of Shares between the Latest Practicable Date and the AGM, and given the Repurchase Mandate been approved by the Shareholders, in the event that the Repurchase Mandate is exercised in full, the controlling interest of Mr. Yip will be increased from 73.10% to 81.22%. In the opinion of the Board of Directors, such increase may not give rise to an obligation for Mr. Yip to make a mandatory offer under Rule 26 of the Takeovers Code. The Board of Directors does not have any intention for the Company to exercise its power to repurchase the Shares to the extent that will result in the public float of the Company falling below 25%.

SHARE PURCHASES MADE BY THE COMPANY

No purchase of the Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

To enable Shareholders to make an informed decision on the re-election of the retiring Directors who offer themselves for re-election at the AGM, we set out below the biographical details and attendance records at Board and Committee meetings (if any) of such retiring Directors for Shareholders' information.

1. Mr. CHAN Kai Fung, Executive Director & Chief Executive Officer

Aged 46, is an Executive Director and a Chief Executive Officer with overall responsibility for the business and operations of the Group. Mr. Chan has over 20 years' management experience in securities and futures businesses, and specialized in IPO financing project. He is also a director of Bright Smart Asset Management, Bright Smart Forex, Bright Smart Global Bullion, Bright Smart Futures, Bright Smart Securities and Bright Smart Investment. Before joining the Group, Mr. Chan was a director of Coin Fall Limited (a securities brokerage company) and Lucky Man Properties Limited as well as the administration manager of Maxview Enterprises Limited.

Mr. Chan has entered into a service agreement with the Company for an initial term of three years commencing from 25 August 2010, which is automatically renewable for successive terms of one year each, which may be terminated by either party furnishing a prior written notice of not less than three months and in any event subject to rotation, retirement and re-election at annual general meetings pursuant to the Articles of Association. His remuneration is HK\$1,512,000 per annum, with a performance bonus at the absolute discretion of the Company. His remuneration was determined by the Board on recommendation of the Remuneration Committee of the Company and by reference to his duties, responsibilities and experience, as well as the Company's remuneration policy and prevailing market situation.

Mr. Chan did not hold any directorship in any public companies listed in or outside Hong Kong in the past three years. He does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chan was interested in 834,000 Shares, representing approximately 0.08% of the issued share capital of the Company, and 500,000 options under the Share Option Scheme (each option shall entitle him to subscribe for one Share).

Save as disclosed above, he does not have any other interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Mr. Chan has not been involved in any of the matters referred to Rules 13.51(2)(h) to 13.51(2)(x) of the Listing Rules and there are no other matters that needs to be brought to the attention of the Shareholders.

Mr. Chan attended all 9 Board meetings held in the financial year 2012/2013.

2. Mr. CHAN Wing Shing, Wilson, Executive Director

Aged 48, is an Executive Director of the Company and the Dealing Director of the Group in charge of the daily dealing operations of Bright Smart Securities and Bright Smart Futures. Mr. Wilson Chan is also a director of Bright Smart Securities and Bright Smart Futures. He has over 15 years' experience in securities and futures businesses and is a responsible officer recognized by the SFC for engaging in the Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 7 (providing automated trading services) regulated activities.

Mr. Wilson Chan has entered into a service agreement with the Company for an initial term of three years commencing from 25 August 2010, which is automatically renewable for successive terms of one year each, which may be terminated by either party furnishing a prior written notice of not less than 12 months and in any event subject to rotation, retirement and re-election at annual general meetings pursuant to the Articles of Association. His remuneration is HK\$693,600 per annum, with a performance bonus at the absolute discretion of the Company. His remuneration was determined by the Board on recommendation of the Remuneration Committee of the Company and by reference to his duties, responsibilities and experience, as well as the Company's remuneration policy and prevailing market situation.

Mr. Wilson Chan did not hold any directorship in any public companies listed in or outside Hong Kong in the past three years.

Mr. Wilson Chan is the nephew of Mr. Yip, the founder, the Chairman of the Board and the controlling shareholder of the Company, he is also the cousin of Ms. Yip Wing Yan, Jacquelyn, the managing director of the Company. Save as disclosed above, Mr. Wilson Chan does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wilson Chan was interested in 400,000 options under the Share Option Scheme (each option shall entitle him to subscribe for one Share).

Save as disclosed above, he does not have any other interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Mr. Wilson Chan has not been involved in any of the matters referred to Rules 13.51(2)(h) to 13.51(2)(x) of the Listing Rules and there are no other matters that needs to be brought to the attention of the Shareholders.

Mr. Wilson Chan attended 6 Board meetings held in the financial year 2012/2013.

3. Mr. LING Kwok Fai, Joseph, Independent Non-executive Director

Aged 57, is an Independent Non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. Mr. Ling has over 17 years' experience in accounting, finance and administration and has been a director and the company secretary of a charitable organisation since 2004. Mr. Ling joined Midland Realty (Holdings) Limited in 1990 and was the executive director when he left the company in 1997. Prior to that, he was a controller of Hong Kong Telephone Company Limited and has also worked at Chase Manhattan Bank and the First National Bank of Boston in accounting field. Mr. Ling is an associate member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries.

Mr. Ling has entered into a service agreement with the Company for a fixed term of three years commencing from 25 August 2010, which may be terminated by either party furnishing a prior written notice of not less than three months and in any event subject to rotation, retirement and re-election at annual general meetings pursuant to the Articles of Association. His remuneration is HK\$120,000 per annum, which was determined by the Board on recommendation of the Remuneration Committee of the Company and by reference to his duties, responsibilities and experience, as well as the Company's remuneration policy and prevailing market situation.

Mr. Ling did not hold any directorship in any public companies listed in or outside Hong Kong in the past three years. He does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ling was interested in 788,644 options under the Share Option Scheme (each option shall entitle him to subscribe for one Share).

Save as disclosed above, he does not have any other interest in the Share, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Mr. Ling has not been involved in any of the matters referred to Rules 13.51(2)(h) to 13.51(2)(x) of the Listing Rules and there are no other matters that needs to be brought to the attention of the Shareholders.

Mr. Ling attended all 9 Board meetings, all 2 Audit Committee meetings, all Nomination Committee meeting and all Remuneration Committee meeting held in the financial year 2012/2013.



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)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will 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. for the purposes of transacting the following business:

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. To re-elect retiring Directors and authorize the Board of Directors to fix the Directors’ remuneration.
4. To re-appoint KPMG as the auditor of the Company and authorize the Board of Directors to fix their remuneration.
5. To consider and, if thought fit, pass the following resolutions, with or without amendments, as Ordinary Resolutions:

Ordinary Resolutions

(A) “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Board of Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares in the Company, and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares in the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Board of Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares in the Company) which would or might require the exercise of such power after the end of the Relevant Period;

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Board of Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any of the warrants or securities which are convertible into shares of the Company; or (iii) an issue of shares in the Company as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (iv) an issue of shares in the Company under any option scheme or similar arrangement for the grant or issue to employees of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the revocation or variation of the authority given under this Resolution 5(A) by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares in the Company, open for a period fixed by the Board of Directors to the holders of shares, whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Board of Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Board of Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of HK\$0.30 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution 5(B) by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) **“THAT** subject to the passing of the Ordinary Resolutions Nos. 5(A) and 5(B) in the Notice convening this Annual General Meeting, the general mandate granted to the Board of Directors and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by addition thereto of an amount representing the aggregate nominal amount of shares in the share capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to the exercise by the Board of Directors

NOTICE OF ANNUAL GENERAL MEETING

of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution.”

- (D) “**THAT** the refreshing of the limit in respect of the aggregate number of shares of the Company which may be issued upon exercise of all options to be granted under the share option scheme adopted by the Company on 4 August 2010 (the “Scheme”) be and is hereby approved subject to a maximum limit equals 10% of the shares of the Company in issue at the date of passing of this resolution (the “Refreshed Limit”) and that the directors of the Company be and are hereby authorised, from time to time, to offer or grant options pursuant to the Scheme subject to the Refreshed Limit and to exercise all powers of the Company to allot and issue shares upon the exercise of any such options.”

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

Hong Kong, 9 July 2013

Notes:

1. All resolutions put to Shareholders at the Annual General Meeting will be voted by poll.
2. Any member entitled to attend and vote at the Annual General Meeting (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 less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof.
4. The register of members of the Company will be closed, for the purpose of determining shareholders’ entitlement to attend and vote at the Annual General Meeting, from Tuesday, 6 August 2013 to Thursday, 8 August 2013 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the Annual General Meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with 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 for registration, not later than 4:30 p.m. on Monday, 5 August 2013.
5. The register of members of the Company will be closed, for the purpose of determining shareholders’ entitlement to the proposed final dividend, from Friday, 16 August 2013 to Tuesday, 20 August 2013 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with 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 for registration, not later than 4:30 p.m. on Thursday, 15 August 2013.

As at the date of this notice, 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 Director*