
IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.

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)

SHARE OFFER

Total number of Offer Shares : 166,800,000 Shares (subject to the Over-allotment Option)

Number of Public Offer Shares : 16,680,000 Shares (subject to re-allocation)

Number of Placing Shares : 150,120,000 Shares (subject to re-allocation and the Over-allotment Option)

Maximum Offer Price : HK\$1.62 per Offer Share payable in full on application subject to refund, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.004%

Nominal value : HK\$0.30 per Share

Stock Code : 1428

Bookrunner and Lead Manager



Joint Sponsors



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, having attached thereto the documents specified in Appendix VI "Documents Delivered to the Registrar of Companies and Available for Inspection" to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be determined by an agreement between the Lead Manager (on behalf of the Underwriters) and the Company, on the Price Determination Date, which is expected to be on or around Tuesday, 17 August 2010 or such later date as may be agreed between the parties, but in any event, no later than Friday, 20 August 2010. The Offer Price will be announced in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) as soon as practicable after it is fixed. The Offer Price will be not more than HK\$1.62 per Offer Share and will be not less than HK\$1.35 per Offer Share. If, for any reason, the Offer Price is not agreed between the Lead Manager (on behalf of the Underwriters) and the Company on or before Friday, 20 August 2010, the Share Offer will not proceed and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including but not limited to the risk factors set out in the section headed "Risk Factors" in this prospectus.

The obligations of the Underwriters under the Underwriting Agreements to subscribe for, and to procure applicants for the subscription for, the Public Offer Shares, are subject to termination by the Lead Manager (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the day on which dealings in the Shares first commence on the Stock Exchange. Such grounds are set out in the section headed "Underwriting" in this prospectus. It is important that you refer to that section for further details.

12 August 2010