

The information sets out in this Appendix does not form part of the Accountants' Report prepared by KPMG, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set out in Appendix I to this prospectus, and is included herein for information only.

A. UNAUDITED PRO FORMA NET TANGIBLE ASSETS

The following is an illustrative and unaudited pro forma statement of adjusted net tangible assets of the Group which has been prepared in accordance with Paragraph 4.29 of the Listing Rules for the purpose of illustrating the effect of the Share Offer as if the Share Offer had been completed on 31 March 2010. It is based on the notes set forth below. The unaudited pro forma statement of adjusted net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Share Offer been completed as at 31 March 2010 or any future date.

	Combined net tangible assets of the Group as at <u>31 March 2010</u> (in HK\$) <i>(Note a)</i>	Estimated net proceeds from <u>the Share Offer</u> (in HK\$) <i>(Note b)</i>	Unaudited pro forma adjusted net tangible asset <u>of the Group</u> (in HK\$)	Unaudited pro forma adjusted net tangible assets <u>per Share</u> (in HK\$) <i>(Notes c and d)</i>
Based on an Offer Price of HK\$1.35 per Share	152,051,432	197,104,950	349,156,382	0.52
Based on an Offer Price of HK\$1.62 per Share	152,051,432	234,259,650	386,311,082	0.58

Notes:

- (a) The combined net tangible assets of the Group as at 31 March 2010 have been extracted from the financial information presented in Appendix I to this prospectus.
- (b) Estimated net proceeds from the Share Offer.

	<u>Based on indicative Offer Price of HK\$1.35 per Share</u> (in HK\$)	<u>Based on indicative Offer Price of HK\$1.62 per Share</u> (in HK\$)
Gross proceeds from the Share Offer	225,180,000	270,216,000
Underwriting fees and other expenses associated with the Share Offer	<u>(28,075,050)</u>	<u>(35,956,350)</u>
Net proceeds from the Share Offer	<u>197,104,950</u>	<u>234,259,650</u>

The estimated net proceeds from the Share Offer take no account of any Shares that may be issued upon exercise of the Over-allotment Option.

- (c) The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis of 666,800,000 Shares (being the number of Shares expected to be in issue immediately after completion of the Share Offer). No account has been taken of the Shares which may be issued pursuant to any exercise of Over-allotment Option.

- (d) Pursuant to the resolutions passed at the respective board of directors' meetings of Bright Smart Securities and Bright Smart Futures on 31 March 2010, dividends of HK\$116,050,000 and HK\$20,000,000 were declared to respective shareholders of Bright Smart Securities and Bright Smart Futures as at 31 March 2010, which have been recognised as liabilities in the combined balance sheet of the Group as at 31 March 2010. Subsequent payment of the dividends will not change the Group's net tangible asset position.

B. REPORT FROM THE REPORTING ACCOUNTANTS ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from the reporting accountants, KPMG, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.



8th Floor
Prince's Building
10 Chater Road
Central
Hong Kong

12 August 2010

The Directors
Bright Smart Securities & Commodities Group Limited

Dear Sirs,

We report on the unaudited pro forma financial information (the “Unaudited pro forma financial information”) of Bright Smart Securities & Commodities Group Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) set forth on pages II-1 and II-2 of Appendix II to the prospectus dated 12 August 2010 (the “Prospectus”), which has been prepared by the directors of the Company solely for illustrative purposes to provide information about how the proposed offering of the Company’s shares might have affected the financial information presented. The basis of preparation of the Unaudited pro forma financial information is set out on page II-1 and II-2 of Appendix II to the Prospectus.

Responsibilities

It is the responsibility solely of the directors of the Company to prepare the Unaudited pro forma financial information in accordance with Paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information

with source documents, considering the evidence supporting the adjustments and discussing the Unaudited pro forma financial information with the directors of the Company. The engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or review made in accordance with Hong Kong Standards on Auditing or Hong Kong Standards on Review Engagements issued by the HKICPA, and accordingly, we do not express any such audit or review assurance on the Unaudited pro forma financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited pro forma financial information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Company and that the adjustments are appropriate for the purposes of the Unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

The Unaudited pro forma financial information is for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and because of its hypothetical nature, it does not provide any assurance or indication that any event will take place in the future and may not be indicative of the financial position of the Group as at 31 March 2010 or any future date.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company's shares, the application of those net proceeds, or whether such use will actually take place as described under "Use of Proceeds" set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

Opinion

In our opinion:

- (a) the Unaudited pro forma financial information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Company; and
- (c) the adjustments are appropriate for the purposes of the Unaudited pro forma financial information as disclosed pursuant to Paragraph 4.29(1) of the Listing Rules.

Yours faithfully,
KPMG
Certified Public Accountants
Hong Kong