THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

耀才證券
BRIGHT SMART SECURITIES
香港交易所上市公司(1428)

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,
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 Concord I, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 28 August 2026 at 10:00 a.m. is set out 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 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. 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.

20 July 2026

CONTENTS

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

"AGM Notice"	means	the notice convening the AGM set out on pages 22 to 26 of this circular;
"Annual General Meeting" or "AGM"	means	the annual general meeting of the Company to be held at Concord I, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 28 August 2026 at 10:00 a.m.;
"Articles of Association"	means	the amended and restated articles of association of the Company adopted by a special resolution passed on 19 August 2022, as amended from time to time;
"Board" or "Board of Directors"	means	the board of Directors of the Company;
"CEO"	means	chief executive officer of the Company;
"Committee(s)"	means	the committee(s) established by the Board of Directors from time to time;
"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;
"HK$"	means	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	means	the Hong Kong Special Administrative Region of the PRC;

"Latest Practicable Date"	means	13 July 2026, 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;
"SFC"	means	the Securities and Futures Commission of Hong Kong;
"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);
"Stock Exchange"	means	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	means	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC; and
"%"	means	per cent.

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香港交易所上市公司(1428)

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:
Ms. Zheng Yanlan *(CEO)*
Mr. Hui Yik Bun *(Co-CEO)*

Non-executive Directors:
Mr. Huang Hao *(Chairman)*
Mr. Liu Zheng
Mr. Richard Chih-Chiu Lin

Independent Non-executive Directors:
Mr. Lyn Frank Yee Chon
Dr. Jiang Guorong
Mr. Hung Cheung Fuk
Prof. Zhang Qian

Registered Office:
P.O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

Head Office and Principal Place of Business:
10th Floor and 23rd Floor
Wing On House
71 Des Voeux Road Central
Central, Hong Kong

20 July 2026

Dear Shareholders,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, 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; and (iv) re-election of Directors.

GENERAL ISSUE 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 339,459,261 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.

RE-ELECTION OF DIRECTORS

Reference is made to the Company's announcement dated 30 March 2026 regarding the appointment of directors (the "**Appointment Announcement**"). Pursuant to the Appointment Announcement, Ms. Zheng Yanlan was appointed as an executive Director of the Company; Mr. Huang Hao, Mr. Liu Zheng and Mr. Richard Chih-Chiu Lin were appointed as non-executive Directors of the Company; and Mr. Lyn Frank Yee Chon, Dr. Jiang Guorong, Mr. Hung Cheung Fuk and Professor Zhang Qian were appointed as independent non-executive Directors of the Company, all with effect from 8 April 2026.

Pursuant to Article 112 of the Articles of Association of the Company, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall be subject to re-election at such meeting. Accordingly, Ms. Zheng Yanlan (executive Director), Mr. Huang Hao (non-executive Director), Mr. Liu Zheng (non-executive Director), Mr. Richard Chih-Chiu Lin (non-executive Director), Mr. Lyn Frank Yee Chon (independent non-executive Director), Dr. Jiang Guorong (independent non-executive Director), Mr. Hung Cheung Fuk (independent non-executive Director) and Professor Zhang Qian (independent non-executive Director), each having been appointed as a Director of the Company with effect from 8 April 2026, shall hold office until the forthcoming AGM and, being eligible, will offer themselves for re-election at the forthcoming AGM. All of the retiring Directors set out above have been recommended by the Board, and each of them has confirmed his/her willingness to stand for re-election at the AGM.

The re-election of the retiring Directors will be individually and separately voted on by the Shareholders. Details of the above retiring Directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

The Board proposed to re-appoint KPMG as the independent auditor of the Company for the year ending 31 March 2027 to hold the office until the conclusion of the next annual general meeting of the Company, and to propose at the AGM to authorise the Board to determine the remuneration of the auditor for the year ending 31 March 2027.

The estimated audit and related service fee for the financial year ending 31 March 2027 is expected to be in the range from approximately HK$2.1 million to HK$2.5 million (exclusive of out-of-pocket expenses). The estimated fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and KPMG. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor. Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit and related service. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed.

The above resolution has been considered and approved by the Board and is hereby proposed to the AGM for consideration and approval as an ordinary resolution.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Friday, 28 August 2026 is set out on pages 22 to 26 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 or any adjournment thereof. 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.

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 AGM to inform the Shareholders of the voting results of the AGM.

CLOSURE OF REGISTER OF MEMBERS

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, 25 August 2026 to Friday, 28 August 2026 (both days inclusive), during this 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 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration, not later than 4:30 p.m. on Monday, 24 August 2026.

FINAL DIVIDEND

The Board resolved not to recommend payment of any dividend for the year ended 31 March 2026.

RECOMMENDATION

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

The Board of Directors considers that the proposals for share issue mandate; Repurchase Mandate; the extension of share issue mandate; 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 the Board
Bright Smart Securities & Commodities Group Limited
Zheng Yanlan
Executive Director and 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 1,697,296,308 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 repurchase a maximum of 169,729,630 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 2026. 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 twelve months and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
July	17.10	8.53
August	13.90	11.30
September	12.21	9.13
October	11.73	8.70
November	9.35	6.90
December	8.27	7.38
2026		
January	9.74	8.48
February	9.40	8.35
March	13.60	6.92
April	13.06	11.74
May	12.61	9.06
June	9.69	6.78
July *(up to the Latest Practicable Date)*	7.20	6.82

UNDERTAKING

So far as the same may be applicable, the Board of Directors 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 close associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected persons (as defined in the Listing Rules) of the Company 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.

The Company confirms that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

The Company intends to cancel all the repurchased Shares following the settlement of any such repurchase.

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become(s) 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, Wealthiness and Prosperity Holding Limited directly held 859,290,530 Shares, representing approximately 50.63% of the issued share capital of the Company. Wealthiness and Prosperity Holding Limited is wholly and ultimately owned by Ant Group Co., Ltd.(螞蟻科技集團股份有限公司)("**Ant Holdco**").

As at the Latest Practicable Date, Hangzhou Junhan Equity Investment Partnership (Limited Partnership)(杭州君瀚股權投資合夥企業(有限合夥))("**Junhan**") and Hangzhou Junao Equity Investment Partnership (Limited Partnership)(杭州君澳股權投資合夥企業(有限合夥))("**Junao**") held approximately 32% and 22% of Ant Holdco's total issued shares, respectively. Hangzhou Xingtao Enterprise Management Consultancy Co., Ltd.(杭州星滔企業管理諮詢有限公司)("**Xingtao**") is the executive partner and general partner of Junhan; Hangzhou Yunbo Investment Consultancy Co., Ltd.(杭州雲鉑投資諮詢有限公司)("**Yunbo**") is the executive partner and general partner of Junao; and Xingtao is held by Mr. Ma Yun, Mr. Han Xinyi, Ms. Zhang Yu, Mr. Huang Chenli and Ms. Zhou Yun as to 20% each and Yunbo is held by Mr. Jing Xiandong, Mr. Shao Xiaofeng, Mr. Ni Xingjun, Ms. Xu Shengwei and Ms. Wu Minzhi as to 20% each. As at the Latest Practicable Date, the remaining issued shares in Ant Holdco were held as to approximately 33% by Taobao (China) Software Co., Ltd.(淘寶(中國)軟件有限公司) and as to approximately 13% by other minority shareholders, respectively.

Assuming no issue of Shares and repurchase of Shares between the Latest Practicable Date and the AGM, and the Repurchase Mandate would have been approved by the Shareholders, in the event that the Repurchase Mandate is exercised in full, the controlling interest of Wealthiness and Prosperity Holding Limited and its Concert Parties will be increased from approximately 50.63% to approximately 56.25%. In the opinion of the Board of Directors, such increase may not give rise to an obligation for Wealthiness and Prosperity Holding Limited and its Concert Parties to make a mandatory offer under Rule 26 of the Takeovers Code. The Board of Directors does not have any intention to exercise its power to repurchase the Shares to the extent that will result in the public float of the Company falling below 25%.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchases of Shares pursuant to the Repurchase Mandate.

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase 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.

The biographical details of the retiring Directors:

Ms. Zheng Yanlan (鄭艷蘭) – Executive Director

Ms. Zheng Yanlan, aged 44, has been our executive Director since 8 April 2026. She currently serves as our Chief Executive Officer and a member of each of the Risk Management Committee and the Environmental, Social and Governance Committee. Ms. Zheng is responsible for the overall management of the Group.

Ms. Zheng has served as the head of the overseas business preparation team of the Ant fortune business unit ("**Ant Fortune**") of Ant Group Co., Ltd. and its subsidiaries ("**Ant Group**"). She joined Ant Group in 2009 and has played a pivotal role in establishing Ant Fortune. She is the founding leader of several key initiatives, from Yu'ebao (Ant Group's money market fund product) to diverse fund offerings of Ant Group. Her core strengths include digital platform architecture, content-based services, and the advancement of intelligent technologies.

Over the course of her tenure at Ant Group, Ms. Zheng has held various key positions. Ms. Zheng served as the chief operating officer of Ant Fortune from December 2021 to June 2025. From December 2020 to December 2021, she served as the head of the Ant Fortune product department.

Prior to joining Ant Group, Ms. Zheng served in various roles at Hundsun Technologies Inc. (stock code 600570.SH), Siemens Software and Systems Engineering, and State Street Information Technology (Zhejiang) Co., Ltd.

Ms. Zheng earned a bachelor's degree in communication engineering and a master's degree in business administration from Zhejiang University in 2004 and 2011 respectively.

There is a service agreement entered into between the Company and Ms. Zheng in respect of her appointment as an executive Director of the Company. The appointment is with a term of three years commencing from 8 April 2026, subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Ms. Zheng will not receive any remuneration from the Company in respect of her role as an executive Director.

Save as disclosed above, Ms. Zheng does not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) hold any other positions in the Company or other members of the Group; and (iv) have any other interests in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**").

Save as disclosed above, there are no other matters in relation to the re-election of Ms. Zheng that need to be brought to the attention of the Stock Exchange and the shareholders of the Company, and there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Huang Hao（黃浩）– Non-executive Director

Mr. Huang Hao, aged 52, has been our non-executive Director since 8 April 2026. He currently serves as our Chairman, chairman of the Nomination Committee and a member of each of the Remuneration Committee and the Risk Management Committee.

Mr. Huang is currently a senior vice president of Ant Group and president of the wealth and insurance business group. He is also a director of certain subsidiaries of Ant Group.

Mr. Huang joined Ant Group in December 2015. From 2019 to the present, he has successively served as senior vice president of Ant Group, president of the digital finance business group, president of the wealth and insurance business group, leading the development of the wealth and insurance businesses of Ant Group, driving AI-powered innovation, and maintaining industry-leading positions in the internet wealth management and insurance industry. From 2015 to 2019, he spearheaded the development of the fund sales, consumer credit, and SME finance businesses of Ant Group.

Prior to joining Ant Group, Mr. Huang served at China Construction Bank Corporation (stock code: 939.HK) from 1996 to 2015, during which he held various key management positions, including serving as president of Sino-German Bausparkasse and General Manager of the Head Office's Digital Finance Department.

Mr. Huang graduated from Wuhan University in July 1996 with a bachelor's degree in international finance, majoring in economics.

There is a service agreement entered into between the Company and Mr. Huang in respect of his appointment as a non-executive Director of the Company. The appointment is with a term of three years commencing from 8 April 2026, subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Huang will not receive any remuneration from the Company in respect of his role as a non-executive Director.

Save as disclosed above, Mr. Huang does not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) hold any other positions in the Company or other members of the Group; and (iv) have any other interests in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Huang that need to be brought to the attention of the Stock Exchange and the shareholders of the Company, and there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Liu Zheng (劉政) – Non-executive Director

Mr. Liu Zheng, aged 47, has been our non-executive Director since 8 April 2026. He currently serves as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

Mr. Liu joined Ant Group in February 2025. He is currently the vice president and chief financial officer of Ant Group and is also a non-executive director of Ant Bank (Hong Kong) Limited.

Before joining Ant Group, Mr. Liu worked at Alibaba Group for 14 years, where he was responsible for the financial operations of several divisions, including B2B, Taobao e-commerce, and logistics. From February 2016 to January 2025, Mr. Liu served as the executive director and chief financial officer of Cainiao group.

Prior to his time at Alibaba Group, Mr. Liu held senior corporate finance positions at companies including Hurray! Holding and Vimicro. He also worked in the audit department at PricewaterhouseCoopers from July 2001 to December 2004.

Mr. Liu earned his bachelor's degree in English from Beijing Foreign Studies University in July 2001 and is a member of the American Institute of Certified Public Accountants and a Certified Internal Auditor.

There is a service agreement entered into between the Company and Mr. Liu in respect of his appointment as a non-executive Director of the Company. The appointment is with a term of three years commencing from 8 April 2026, subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Liu will not receive any remuneration from the Company in respect of his role as a non-executive Director.

Save as disclosed above, Mr. Liu does not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) hold any other positions in the Company or other members of the Group; and (iv) have any other interests in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Liu that need to be brought to the attention of the Stock Exchange and the shareholders of the Company, and there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Richard Chih-Chiu Lin（林致求）– Non-executive Director

Mr. Richard Chih-Chiu Lin, aged 49, has been our non-executive Director since 8 April 2026. He is currently vice president and head of investment legal of Ant Group and serves on the board of directors of certain subsidiaries of Ant Group. He joined Ant Group in 2019 from Alibaba Group, where he was vice president and lead transaction counsel. Prior to joining Alibaba Group in 2014, Mr. Lin was an associate attorney with Simpson Thacher & Bartlett in Hong Kong from 2008 to 2014 and an associate attorney with Cravath, Swaine & Moore LLP in New York from 2006 to 2008.

Mr. Lin received his bachelor's degrees in biological sciences and economics from Stanford University and his juris doctor degree from Harvard Law School in 1999 and 2006, respectively. He has been qualified to practice law in New York, the United States, since 2007.

There is a service agreement entered into between the Company and Mr. Lin in respect of his appointment as a non-executive Director of the Company. The appointment is with a term of three years commencing from 8 April 2026, subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Lin will not receive any remuneration from the Company in respect of his role as a non-executive Director.

Save as disclosed above, Mr. Lin does not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) hold any other positions in the Company or other members of the Group; and (iv) have any other interests in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lin that need to be brought to the attention of the Stock Exchange and the shareholders of the Company, and there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Lyn Frank Yee Chon (林怡仲) – Independent Non-executive Director

Mr. Lyn Frank Yee Chon, aged 67, has been our independent non-executive Director since 8 April 2026. He currently serves as the chairman of the Audit Committee and a member of each of the Nomination Committee, the Remuneration Committee, the Risk Management Committee and the Environmental, Social and Governance Committee.

Mr. Lyn has been an independent non-executive director and the chairman of the audit committee of Metis TechBio Co., Ltd. (stock code: 7666.HK) since May 2026. Mr. Lyn also served as an independent non-executive director and the chairman of the audit committee of SenseTime Group Inc. (stock code: 0020.HK) (the "**SenseTime Group**") since December 2021, and the chairman of the remuneration committee of the SenseTime Group since May 2025. He has served as an independent non-executive director and the chairman of the audit committee at Standard Chartered Bank (China) Ltd. since October 2020 and November 2020, respectively, and an independent non-executive director and the chairman of the audit committee at Mox Bank Limited since July 2020. He was previously a partner at PricewaterhouseCoopers (PwC) from 1993 to 2019 and held multiple senior positions at PwC China and Hong Kong, including markets leader, member of the management board, corporate finance leader and Hong Kong senior partner. Mr. Lyn acquired corporate governance experience from the directorships he has held, including in overseeing key board matters, facilitating board-management communication and understanding the relevant regulatory requirements and directors' duties. These were also some of the key corporate experience accumulated by Mr. Lyn during his service at PwC for over 30 years.

Mr. Lyn served at Helping Hand (伸手助人協會) as a member of the executive committee and a treasurer, since December 2021 and September 2022, respectively. Mr. Lyn also served at The Community Chest (香港公益金) as a director from June 2015 to June 2021 and as a treasurer during the financial years between 2015/2016 to 2019/2020. He was a member of the Chinese People's Political Consultative Committee of the Guangxi Zhuang Autonomous Region (中國人民政治協商會議廣西壯族自治區委員會) from 2000 to 2018. Mr. Lyn received his bachelor's degree in accounting and finance from Nottingham Trent University (Trent Polytechnic) in July 1983. He has been a member of the Hong Kong Institute of Certified Public Accountants since October 1989 and the Institute of Chartered Accountants in England and Wales since July 1988.

There is a service agreement entered into between the Company and Mr. Lyn in respect of his appointment as an independent non-executive Director of the Company. The appointment is with a term of three years commencing from 8 April 2026, subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Lyn shall be entitled to a director fee of HK$500,000 per annum which has been determined by the Company with reference to the duties and level of responsibilities as well as market practice and conditions. Mr. Lyn confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Lyn does not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) hold any other positions in the Company or other members of the Group; and (iv) have any other interests in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lyn that need to be brought to the attention of the Stock Exchange and the shareholders of the Company, and there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Dr. Jiang Guorong (蔣國榮) – Independent Non-executive Director

Dr. Jiang Guorong, aged 56, has been our independent non-executive Director since 8 April 2026. He currently serves as the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee, the Risk Management Committee and the Environmental, Social and Governance Committee.

Dr. Jiang has extensive experience and knowledge in investment banking and capital markets, gained from holding various senior and management positions at major investment banks and financial institutions. Dr. Jiang has been a director of China Chengtong Hong Kong Company Limited since June 2025. He also served as a director of Citibank (China) Company Limited from August 2018 to September 2023. From December 2023 to April 2026, Dr. Jiang served as an adviser to Hillhouse Group. From 2017 to 2023, he was chairperson and head of China corporate and investment banking division of Citigroup and vice chairperson of Asia banking, capital markets and strategic advisory. From 2014 to 2017, he served as head of investment banking, China and vice chairperson of investment banking, Asia-Pacific at UBS. Prior to that, Dr. Jiang held various senior positions at China International Capital Corporation Limited, including as the executive chairperson of the investment banking business committee, co-head of the investment banking department and head of the capital markets department. Dr. Jiang was a member of the Listing Review Committee of the Stock Exchange from 2019 to 2023 and a member of the Listing Committee of the Stock Exchange from 2009 to 2014.

Dr. Jiang received his bachelor's degree in economics from Nanjing University in 1989, a master's degree in communication from Miami University in 1990 and a doctorate in economics from Cornell University in 1995.

There is a service agreement entered into between the Company and Dr. Jiang in respect of his appointment as an independent non-executive Director of the Company. The appointment is with a term of three years commencing from 8 April 2026, subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Dr. Jiang shall be entitled to a director fee of HK$500,000 per annum which has been determined by the Company with reference to the duties and level of responsibilities as well as market practice and conditions. Dr. Jiang confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Dr. Jiang does not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) hold any other positions in the Company or other members of the Group; and (iv) have any other interests in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Dr. Jiang that need to be brought to the attention of the Stock Exchange and the shareholders of the Company, and there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Hung Cheung Fuk (洪長福) – Independent Non-executive Director

Mr. Hung Cheung Fuk, aged 54, has been our independent non-executive Director since 8 April 2026. He currently serves as the chairman of the Risk Management Committee and a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Environmental, Social and Governance Committee.

Mr. Hung is currently a director of AZP Capital Limited and an advisor of Ant Global Partners (HK) Limited (a private company unrelated to Ant Group), where he serves as a Responsible Officer for Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. He is also a non-executive independent director of Singapore-listed GP Industries Limited (stock code: G20.SI). From November 2023 to February 2026, he served as an independent non-executive director of ANE (Cayman) Inc. (former stock code: 9956.HK), until it was privatized and withdrawn from listing on the Stock Exchange. Mr. Hung also holds various other directorships, supervisory and advisory positions in private investment holding companies or financial firms.

Mr. Hung has over 30 years of experience in the investment banking industry. He was co-head of Investment Banking and Capital Markets, Asia Pacific from 2018 to May 2022, and later served as vice chairman at Credit Suisse until January 2023. During his 25 years tenure at Credit Suisse, Mr. Hung led various products and industry groups as well as in senior management roles, based in Hong Kong and Shanghai, providing strategic and financing solutions to corporates and shareholders. Mr. Hung began his investment banking career at BZW Asia Limited in 1995 and joined Credit Suisse First Boston in 1998.

Mr. Hung graduated from the University of Oxford with a bachelor of arts degree in mathematics in 1995.

There is a service agreement entered into between the Company and Mr. Hung in respect of his appointment as an independent non-executive Director of the Company. The appointment is with a term of three years commencing from 8 April 2026, subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Hung shall be entitled to a director fee of HK$500,000 per annum which has been determined by the Company with reference to the duties and level of responsibilities as well as market practice and conditions. Mr. Hung confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Hung does not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) hold any other positions in the Company or other members of the Group; and (iv) have any other interests in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Hung that need to be brought to the attention of the Stock Exchange and the shareholders of the Company, and there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Prof. Zhang Qian (張黔) – Independent Non-executive Director

Prof. Zhang Qian, aged 53, has been our independent non-executive Director since 8 April 2026. She currently serves as the chairwoman of the Environmental, Social and Governance Committee and a member of each of the Risk Management Committee, the Audit Committee, the Nomination Committee and the Remuneration Committee.

Prof. Zhang has been an independent non-executive director of Hong Kong-listed Shanghai Industrial Holdings Limited (stock code: 363.HK) since August 2025. From November 2019 to May 2023, Prof. Zhang was a non-independent director of Hubei Forbon Technology Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300387.SZ).

Prof. Zhang is a Tencent Professor of Engineering, the head of the Division of Integrative Systems and Design and the chair professor of the Department of Computer Science and Engineering of The Hong Kong University of Science and Technology ("**HKUST**"). She is also a director of HKUST MOE/MSRA Information Technology Key Laboratory and Digital Life Research Center of HKUST, as well as a co-director of Huawei-HKUST Joint Laboratory. Prof. Zhang served as a research manager of Wireless and Networking Group, Microsoft Research Asia from 1999 to 2005. She has extensive experience in the areas of computer networking, AIoT, smart health, cybersecurity, mobile computing and wireless systems.

Prof. Zhang received her bachelor of science, master of science and PhD degrees from Wuhan University, all in computer science, in 1994, 1996 and 1999 respectively. She has been a fellow of the Hong Kong Academy of Engineering since 2020 and a fellow of the Institute of Electrical and Electronics Engineers since 2012.

There is a service agreement entered into between the Company and Prof. Zhang in respect of her appointment as an independent non-executive Director of the Company. The appointment is with a term of three years commencing from 8 April 2026, subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Prof. Zhang shall be entitled to a director fee of HK$500,000 per annum which has been determined by the Company with reference to the duties and level of responsibilities as well as market practice and conditions. Prof. Zhang confirmed that she met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Prof. Zhang does not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) hold any other positions in the Company or other members of the Group; and (iv) have any other interests in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Prof. Zhang that need to be brought to the attention of the Stock Exchange and the shareholders of the Company, and there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

耀才 證券

BRIGHT SMART SECURITIES

香港交易所上市公司(1428)

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)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Bright Smart Securities & Commodities Group Limited (the "**Company**") will be held at Concord I, 8th Floor, Renaissance Harbour View Hotel, Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 28 August 2026 at 10:00 a.m. for the purposes of transacting the following business:

ORDINARY RESOLUTIONS

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 2026.

2. Each as a separate resolution, to re-elect the following retiring Directors:

   (a) Ms. Zheng Yanlan as an executive Director;

   (b) Mr. Huang Hao as a non-executive Director;

   (c) Mr. Liu Zheng as a non-executive Director;

   (d) Mr. Richard Chih-Chiu Lin as a non-executive Director;

   (e) Mr. Lyn Frank Yee Chon as an independent non-executive Director;

   (f) Dr. Jiang Guorong as an independent non-executive Director;

   (g) Mr. Hung Cheung Fuk as an independent non-executive Director; and

   (h) Professor Zhang Qian as an independent non-executive Director.

3. To authorise the Board of Directors to fix the Directors' remuneration.

4. To re-appoint KPMG as the auditor of the Company and authorise the Board of Directors to fix their remuneration.

To consider and, if thought fit, pass the following resolutions, with or without amendments, as Ordinary Resolutions:

5. (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;

(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 earliest 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)."

(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 earliest 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 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."

By order of the Board
Bright Smart Securities & Commodities Group Limited
Zheng Yanlan
Executive Director & Chief Executive Officer

Hong Kong, 20 July 2026

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 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, 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, 25 August 2026 to Friday, 28 August 2026 (both days inclusive), during this 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 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration, not later than 4:30 p.m. on Monday, 24 August 2026. The record date for the purpose of ascertaining Shareholders' right to attend and vote at the Annual General Meeting will be on Friday, 28 August 2026.

5. If Typhoon Signal No. 8 or above, or a Black Rainstorm Warning Signal or extreme conditions caused by super typhoon is in force in Hong Kong at or at any time after 8:00 a.m. on the date of the Annual General Meeting, the meeting will be adjourned. The Company will publish an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bsgroup.com.hk) to notify Shareholders of the date, time and venue of the adjourned meeting.

As at the date of this notice, the Board comprises Ms. Zheng Yanlan (Chief Executive Officer) and Mr. Hui Yik Bun (co-Chief Executive Officer) as Executive Directors; Mr. Huang Hao (Chairman), Mr. Liu Zheng and Mr. Richard Chih-Chiu Lin as Non-executive Directors; and Mr. Lyn Frank Yee Chon, Dr. Jiang Guorong, Mr. Hung Cheung Fuk and Prof. Zhang Qian as Independent Non-executive Directors.