



**SOMERLEY CAPITAL LIMITED**

20/F., China Building, 29 Queen's Road Central, Hong Kong

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8 April 2026

The Directors

Bright Smart Securities & Commodities Group Limited

10th and 23rd Floor, Wing On House,

71 Des Voeux Road Central,

Central, Hong Kong

Dear Sirs,

**Bright Smart Securities & Commodities Group Limited (the Company)**

**Unconditional mandatory cash offer by  
Morgan Stanley Asia Limited for and on behalf of  
Wealthiness and Prosperity Holding Limited (the Offeror)  
for all the issued shares of the Company (other than those already owned or  
agreed to be acquired by the Offeror and its concert parties)**

We, Somerley Capital Limited, are the independent financial adviser to the Independent Board Committee relating to the above captioned matter and refer to the composite offer and response document dated 8 April 2026 jointly issued by the Company and the Offeror (the Composite Document). Capitalised terms used herein should have the same meanings as those defined in the Composite Document, unless the context otherwise requires.

We hereby give our written consent, and confirm that we have not withdrawn our written consent, to the issue of the Composite Document with inclusion therein of our opinion, recommendation, the letter issued by us to the Independent Board Committee (the IFA Letter) as set out in "Letter from the Independent Financial Adviser" in the Composite Document and/or references to our name, logo and qualifications in the form and context in which they are included in the Composite Document.

We also consent to this letter and the IFA Letter being made available for inspection and published on the websites of the SFC and the Company as described in the section headed "13. Documents on display" in Appendix III to the Composite Document.

Yours faithfully,

For and on behalf of  
Somerley Capital Limited

M. N. Sabine  
Chairman