The whole of this document must be returned to be valid 本文件必須整份交還,方為有效

Provisional Allotment Letter No. 暫定配額通知書編號

IMP	ORI	ANT
重	亜地	1 示

CAPITALISED TERMS LISED HEREIN SHALL HAVE THE SAME MEANINGS AS THOSE DEFINED IN THE PROSPECTUS (THE "PROSPECTUS") OF BRIGHT SMART SECURITIES & COMMODITIES GROUP LIMITED (THE "COMPANY") DATED 29 SEPTEMBER 2014, UNLESS THE CONTEXT OTHERWISE REQUIRES.

THIS PAL IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EAF EXPIRES AT 4:00 P.M. ON WEDNESDAY, 15 OCTOBER 2014.

If you are in any doubt as to the contents of this PAL or as to the action to be taken, you should consult a licensed securities dealer, or registered institution in securities, bank manager, solicitor, professional accountant or other

. Dealings in the Shares and the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS and you should consult your licensed securities dealer, or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

A copy of each of the Prospectus Documents together with the documents specified in the paragraph headed "12. Documents delivered to the Registrar" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding up and Miscellaneous Provisions) Ordinance. The SFC and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of the Prospectus Documents.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, 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 PAL.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time

除文義另有所指外,本文件所用之詞彙具有權才證券金融集團有限公司(「本公司」)於二零一四年九月二十九日刊發之供股章程(「供股章程」)所界定之相同涵義。 本暫定配額通知書具有價值並可以轉讓,請即處理。本暫定配額通知書及隨附之額外申請表格所載之要約於二零一四年十月十五日(星期三)下午四時正失效。

閣下如對本暫定配額通知書之內容或應採取之行動有任何疑問,應諮詢持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

股份及未缴股款及缴足股款供股股份置賣可诱過中央結算系統推行交收。 關下應就該等交收安排之詳情及有關安排對 關下之權利及權益可能捨成之影響,諮詢 關下之持陳證券交易商或許冊證券機構、銀行經理、律師、惠 業會計師或其他專業顧問

各份章程文件連同供股章程附錄三[12.送呈公司註冊處處長之文件]一段訂明之文件已根據公司(清盤及雜項條文)條例第342C條向香港公司註冊處處長登記。證監會和香港公司註冊處處長對任何章程文件之內容概不負責。 香港交易及結算所有限公司、職交所及香港結算對本暫定配額通知書之內容概不負責。對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本暫定配額通知書全部或任何部分內容而產生或因倍賴該等內容而引致之任 何損失承擔任何責任。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣,並符合香港結算之股份收納規定後,未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券,可由該等未繳股款及繳足股款供股股份各自開始於聯交所買賣之曰 期或由香港結算釐定之其他日期起,於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易,須於其後第二個交易日在中央結算系統交收。所有中央結算系統活動均須遵守不時生效之中央結算系統一般

Branch share registrar and transfer office in Hong Kong: 香港股份過戶登記分處:

Tricor Investor Services Limited Level 22. Hopewell Centre 183 Queen's Road East Hong Kong

卓佳證券登記有限公司 香港 皇后大道東183號 合和中心22樓

耀才 🏗 證 券

BRIGHT SMART SECURITIES **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) (於開曼群島註冊成立之有限公司) (Stock Code: 1428) 、 (股份代號:1428)

RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR **EVERY TWO SHARES HELD ON THE RECORD DATE**

按於記錄日期每持有兩股股份 供一股供股股份之基準進行供股

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Registered office:

許冊辦事處 Floor 4 Willow House Cricket Squar P.O. Box 2804 George Town Grand Cayman KY1-1112 Cayman Islands

Head office and principal place of business in Hong Kong: 總辦事處及香港主要營業地點 10th Floor and 27th Floor, Wing On House 71 Des Voeux Road Central Hong Kong

德輔道中71號 永安集團大廈10樓及27樓

29 September 2014 二零一四年九月二十九日

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址		lotal number of Shares registered in your name(s) on Friday, 26 September 2014 於二零一四年九月二十六日(星期五)以 閣下名義登記之股份總數
	1111111	The state of the s
	Вох В	Total number of Rights Shares provisionally allotted to you subject to payment in full on
	乙欄	acceptance by no later than 4:00 p.m. on Wednesday, 15 October 2014 暫定配發予 關下之供股股份總數・股款須不遲於二零一四年十月十五日(星期三)下午 四時正接納時鐵足
	丙欄	Total subscription monies payable 應繳認購款項總額
	HK\$ 港元	
Contact telephone no. 聯絡電話號碼:		

To accept this provisional allotment in full, you must lodge this original document in accordance with the instructions printed herein with the Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a remittance in cheques or cashier's orders in Hong Kong dollars for the full amount payable on acceptance as shown in Box C above by no later than 4:00 p.m. on Wednesday, 15 October 2014. All remittances must be made by cheques or cashier's orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "BRIGHT SMART SECURITIES & COMD GROUP LTD – PROVISIONAL ALLOTMENT A/C" and must be crossed "ACCOUNT PAYEE ONLY". Instructions on transfer and splitting are set out overleaf. No receipt will be given for such remittance.

No receipt will be given for such remittance.

Please Note: The Rights Issue is conditional, inter alia, upon the fulfillment and/or waiver (where applicable) of the conditions set out under the sub-paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" of the Prospectus. Any of the Underwriters is entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events as set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus. Accordingly, the Rights Issue may or may not proceed.

Please Note: The Shares had been dealt in on an ex-rights basis since Monday, 22 September 2014. Dealings in the Rights Shares in their nil-paid form will take place from Friday, 3 October 2014 to Friday, 10 October 2014 (both dates inclusive). If any of the conditions precedent to the Rights Issue as set out in the sub-paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" of the Prospectus cannot be fulfilled or is not waived or any of the Underwriters exercises its rights to terminate its obligations under the Underwriting Agreement prior to 4:00 p.m. on Tuesday, 21 October 2014 (or such other time as the Underwriters may agree with the Company), the Rights Issue will not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares. Any dealings in the Shares up to the date on which all conditions to which the Rights Issue is subject to Friday, 10 October 2014 (both dates inclusive) are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealings in the Shares and the rin Ill-paid form are advised to consult their own professional advisers.

Shares and/or the Rights Shares (in their nil-paid form) are advised to consult their own professional advisers.

IN 如全數接納本暫定配額,必須根據本暫定配額,必須根據本暫定配額通知書上所印稿之指示將本文件正本連同以港元繳付上列丙欄所示於接納時應繳付之全數股款(以支票或銀行本票形式),不遲於二零一四年十月十五日(星期三)下午四時正送交過后處丰健證券登記有限公司,她赴北為香港皇后大禮東拐窃者中心之程律。所有股款須以古夫票或銀行本票繳付。支票須由香港之持牌銀行賬戶開出,或銀行本票則須由香港之持牌銀行發出,並須註明抬頭人為「BRIGHT SMART SECURITIES & COMD GROUP LTD – PROVISIONAL ALLOTMENT A/C]及以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及拆細之指示載於背頁。

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS PAL, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS PAL.

在轉讓本暫定配額通知書代表之供股股份認購權利時,每宗買賣均須繳付香港從價印花稅。除出售外,饋贈或轉讓實益權益亦須繳付香港從價印花稅。在辦理本暫定配額通知書代 表之任何供股股份配額轉讓登記手續前,須出示已繳付香港從價印花税之證明。

FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

Form B

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(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein) (只供有意全數轉讓彼/彼等可認購本表格所列供股股份權利之合資格股東填寫及簽署)
To: The Directors Bright Smart Securities & Commodities Group Limited 致: 耀才證券金融集團有限公司 列位董事 Dear Sir/Madam I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below. 敬政者: 本人/吾等謹將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。
1
Date 日期:
Note: Hong Kong ad valorem stamp duty is payable by the transferor(s) in connection with the acceptance of the transfer of his/her/lits/their right(s) to subscribe for the Rights Shares. 附註: 轉讓人須就接納轉讓彼/彼等可認購供股股份之權利繳付香港從價印花稅。

REGISTRATION APPLICATION FORM 登記申請表格

Form C 表格丙

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred) (只供獲轉讓可認購供股股份權利之人士填寫及簽署)

To: The Directors

Bright Smart Securities & Commodities Group Limited

耀才證券金融集團有限公司

列位董事

Dear Sir/Madam

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms set out in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company 敬啟者

本人/吾等謹請 閣下將表格甲中乙欄所列之供股股份數目登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載條款,以及在 貴公司之組織章程大綱 及細則規限下,接納此等供股股份。

Existing Shareholder(s) Please mark "X" in the box 現有股東請於欄內填上「X」符號 To be completed in BLOCK LETTERS in ENGLISH. Joint applicants should give one address only. 請用英文正楷填寫。聯名申請人只須填報一個地址。 Names of Chinese applicants must be given both in English and in Chinese characters. 華裔申請人須填寫中英文姓名。 Name of applicant in English Family name(姓氏) Other names (名字) Name in Chinese 中文姓名 申請人英文姓名 Name(s) of joint applicant(s) in English (if any) 聯名申請人 (如有)英文姓名 Address in English (Joint applicants should give the address of the first named applicant only) 英文地址 (聯名申請人只須填報排名首位 之申請人地址) Occupation Tel. no 電話號碼 職業 Dividend instructions 股息指示 Bank account no. 銀行戶口號碼 ACCOUNT賬戶 BANK銀行 BRANCH分行 Name and address of Bank 銀行名稱及地址 2 Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Hong Kong ad valorem stamp duty is payable by the transferee(s) in connection with the acceptance of the transfer of the right(s) to subscribe for the Rights Shares.

Date 日期

附註: 承讓人須就接納轉讓可認購供股股份之權利繳付香港從價印花稅

耀才如證券

BRIGHT SMART SECURITIES **BRIGHT SMART SECURITIES & COMMODITIES GROUP LIMITED**

耀才證券金融集團有限公司

開曼群島註冊成立之有 (股份代號:1428)

敬啟者:

緒言

根據供股章程所載條款及在其條件規限下,董事已按於記錄日期(即二零一四年九月二十六日(星期五))營業時間結束時在本公司股東名冊上,以 閣下名義登記毎 兩(2)股股份供一(1)股供股股份之基準,向 閣下暫定配發本暫定配額通知書前頁所示數目之供股股份。 閣下於當日持有之股份數目載於本暫定配額通知書甲欄, 而暫定配發予 閣下之供股股份總數則載於乙欄。

經配發、發行及繳足股款後之供股股份在各方面將會與於供股股份配發當日之當時已發行股份享有同等權益。繳足股款供股股份持有人將有權收取在繳足股款供股 股份之配發及發行日期或以後本公司所宣派、作出或派付之一切未來股息及分派。

章程文件並無亦不會根據香港以外任何司法權區之任何適用證券或同等法例登記或存檔。

本公司並未辦理任何手續以獲准在香港以外任何地區提呈供股股份、或派發章程文件。因此,在香港以外任何地區接獲任何章程文件之人士,均不得視之為申請供 股股份之要約或邀請,除非於相關地區或司法權區可毋須遵守該等地方任何登記或其他法律或監管規定而合法作出該要約或邀請。

於香港境外接獲章程文件且有意承購供股股份之任何人士(包括但不限於代名人、代理及信託人)有責任於購入任何認購暫定配發供股股份之權利前自行全面遵守 所有相關地區或司法權區之法例及法規(包括取得任何政府或其他同意),以及支付於該地區或司法權區就供股所須支付之任何税項及徵費。任何人士接納供股將被 視為構成其向本公司作出已全面遵守該等地方法例及規定之陳述及保證。為免生疑問,香港結算或香港中央結算(代理人)有限公司均不受任何上述陳述及保證所規 限。 閣下如對本身之情況有任何疑問,應諮詢 閣下之專業顧問。

接納手續

閣下如欲全數承購供股股份之暫定配額,則須將本暫定配額通知書整份連同丙欄所示於接納時應繳付之全數股款(以支票或銀行本票形式),不遲於二零一四年十月 十五日(星期三)下午四時正(如天氣情況惡劣,則為下文「惡劣天氣之影響」一段所述之較後日期)交回過戶處卓佳證券登記有限公司,地址為香港皇后大道東183號 合和中心22樓

所有股款須以港元支票或銀行本票繳付,支票須由香港之持牌銀行賬戶開出,或銀行本票則須由香港之持牌銀行發出,並須註明抬頭人為「BRIGHT SMART SECURITIES & COMD GROUP LTD - PROVISIONAL ALLOTMENT A/C]及必須以「只准入抬頭人賬戶」方式劃線開出。繳付上述股款將表示 閣下根據本暫定配 額通知書及供股章程之條款,並在本公司之組織章程大綱及公司細則規限下接納供股股份之暫定配額。所有繳款將不獲發收據。

敬請注意・除非本暫定配額通知書已經填妥並連同丙欄所示之適當金額股款如上文所述不遲於二零一四年十月十五日(星期三)下午四時正(如天氣情況惡劣・則為 。 下文「惡劣天氣之影響」一段所述之較後日期)由原承配人或已獲有效轉讓權利之任何人士一併交回,否則此暫定配額及所有認購供股股份之相關權利將很作不獲接納並予以註銷。本公司可全權酌情將一份已交回但並未根據本暫定配額通知書上印列之相關指示填妥之暫定配額通知書當為有效及對自行或由代表遞交通知書之人 士具約束力。填妥及交回暫定配額通知書將會構成有關人士向本公司作出保證及聲明,表示已經(或將會)就暫定配額通知書(及據此作出之任何接納)妥為遵從香港 - 切有關地區之所有登記、法律及監管規定。為免生疑問,香港結算或香港中央結算(代理人)有限公司均不受任何上述陳述及保證所規限。

轉讓

閣下如欲轉讓 閣下根據本暫定配額通知書所有獲暫定配發之供股股份認購權利,須填妥轉讓及提名表格(表格乙),並將本暫定配額通知書交予承讓 閣下權利或 經手轉讓權利之人士。承讓人其後須填妥及簽署登記申請表格(表格丙),並須不遲於二零一四年十月十五日(星期三)下午四時正將本暫定配額通知書整份連同丙欄 所示於接納時應繳付之全數股款(以支票或銀行本票形式)一併交回過戶處卓佳證券登記有限公司,地址為香港皇后大道東183號合和中心22樓。所有股款須以港元 支票或銀行本票繳付,支票須由香港之持牌銀行賬戶開出,或銀行本票則須由香港之持牌銀行發出,並須註明抬頭人為「BRIGHT SMART SECURITIES & COMD GROUP LTD - PROVISIONAL ALLOTMENT A/C]及必須以「只准入抬頭人賬戶」方式劃線開出。敬請注意, 閣下轉讓可認購有關供股股份之權利予承讓人及承讓 人接納該等權利,均須繳付香港印花稅

拆細

閣下如僅欲接納根據本暫定配額通知書獲暫定配發之部分暫定配額或欲轉讓部分獲暫定配發之供股股份認購權利或欲轉讓該等權利予多於一名人士,則須不遲於 二零一四年十月七日(星期二)下午四時三十分將本暫定配額通知書交回過戶處卓佳證券登記有限公司,地址為香港皇后大道東183號合和中心22樓,以辦理註銷手續。過戶處將註銷原有之暫定配額通知書,並按所需數額發出新暫定配額通知書。新暫定配額通知書將於 閣下交回原有之暫定配額通知書後第二個營業日於過戶 處可供領取。拆細暫定配額毋須支付費用。

惡劣天氣之影響

倘若八號或以上熱帶氣旋警告信號;或「黑色」暴雨警告(i)於最後接納日期中午十二時正前任何香港本地時間在香港生效,而於中午十二時正後不再生效,則最後接納時間將順延至同一營業日下午五時正;或(ii)於最後接納日期中午十二時正至下午四時正期間任何香港本地時間在香港生效,則最後接納時間將改為下一營業日(有關警告於當日上午九時正至下午四時正期間任何時間並無生效)下午四時正。倘最後接納時間延期,則本文件所述之日期可能會受影響。在此情況下,本公司將 於實際可行情況下盡快以公佈方式知會股東預期時間表之任何變動。

終止

敬請注意,包銷協議載有條文,使任何一名包銷商有權於交收日期前發生若干事件時(該等事件已載於供股章程內「終止包銷協議」一節)向本公司發出書面通知終止 包銷協議。倘任何一名包銷商終止包銷協議或包銷協議不能成為無條件,則供股將不會進行。

支票或銀行本票

所有支票及銀行本票將於收訖後即時過戶,而有關股款所賺取之所有利息(如有)將撥歸本公司所有。填妥及呈交或交回本暫定配額通知書連同繳付所接納之供股 股份股款之支票或銀行本票,即構成申請人對該支票或銀行本票於首次過戶時即可兑現之保證。如支票或銀行本票在首次過戶時未能兑現,有關申請有可能不獲受 理。其時,有關保證配額及所有相關權利將視作不獲接納並予以註銷。

供股股份股票

待供股之條件達成後,所有繳足股款供股股份之股票預期於二零一四年十月二十三日(星期四)或之前由過戶處以平郵方式寄發予有權收取之人士(倘為聯名持有 人,則寄予本公司股東名冊內或登記申請表格(表格丙)上排名首位之申請人之登記地址),郵誤風險概由該等申請人自行承擔。

閣下將會就有效申請及獲發行之全部繳足股款供股股份及/或額外供股股份(如有)獲發一張股票。

申請額外供股股份

閣下如欲申請認購 閣下所獲暫定配發之供股股份以外之任何供股股份,須按照隨附之額外申請表格上印備之指示填妥及簽署該表格,連同為申請認購額外供股股份應繳之全部股款而獨立開出或發出之支票或銀行本票,不遲於二零一四年十月十五日(星期三)下午四時正交回過戶處卓佳證券登記有限公司,地址為香港皇后大 道東183號合和中心22樓。所有股款須以港元支票或銀行本票繳付,支票須由香港之持牌銀行賬戶開出,或銀行本票則須由香港之持牌銀行發出,並須註明拾頭人為 「BRIGHT SMART SECURITIES & COMD GROUP LTD - EXCESS APPLICATION A/C]及必須以「只准入抬頭人賬戶」方式劃線開出。所有繳款將不獲發收據。

一般事項

交回本暫定配額通知書及(如適用)宣稱已由獲發本暫定配額通知書之人士簽署之轉讓及提名表格(表格乙)後,即屬交回上述文件之人士有權處理本暫定配額通知書 及收取拆細之暫定配額通知書及/或供股股份股票之不可推翻證據。供股章程可向過戶處卓佳證券登記有限公司索取,地址為香港皇后大道東183號合和中心22樓。 所有文件(包括應付款項之支票)將按有權收取之人士各自於本公司股東名冊上所示之地址以平郵方式寄發予彼等,郵誤風險概由彼等自行承擔。

本暫定配額涌知書及其中所載要約之所有接納事宜均須受香港法律管轄並按香港法律詮釋。

此致

列位合資格股東 台照

代表

耀才證券金融集團有限公司 執行董事兼行政總裁

陳啟峰

謹啟