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## 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)

## POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 19 AUGUST 2022 AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of Bright Smart Securities & Commodities Group Limited (the “**Company**”) is pleased to announce the voting results of the Annual General Meeting (the “**AGM**”) of the Company held on 19 August 2022. All the resolutions proposed at the AGM were duly passed by way of poll. Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed by the Company as the scrutineer for the vote-taking at the AGM.

### Voting Results of the AGM

As at the date of AGM, the total number of issued shares in the Company was 1,697,296,308 shares, which was the total number of shares in the Company entitling the holders to attend and vote on the resolutions at the AGM. There was no share of the Company entitling the holders to attend and abstain from voting in favour of any resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and no shareholder of the Company (the “**Shareholders**”) was required under the Listing Rules to abstain from voting at the AGM. No party has stated its intention in the circular of the Company dated 18 July 2022 (the “**Circular**”) to vote against or to abstain from voting on any resolutions at the AGM. All Directors attended the AGM either in person or by means of electronic communication.

The poll results in respect of each resolution proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
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 2022.	1,146,338,633 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
2	To declare a final dividend of 10.00 HK cents per share for the year ended 31 March 2022.	1,146,338,633 (100.00%)	0 (0.00%)
3	(a) To re-elect Mr. Hui Yik Bun as an Executive Director of the Company.	1,146,338,633 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Ling Kwok Fai, Joseph as an Independent Non-executive Director of the Company.	1,144,914,633 (99.88%)	1,424,000 (0.12%)
4	To authorise the Board of Directors to fix the Directors' remuneration.	1,146,338,633 (100.00%)	0 (0.00%)
5	To re-appoint KPMG as the auditor of the Company and authorise the Board of Directors to fix their remuneration.	1,146,338,632 (99.99%)	1 (0.01%)
6(A)	To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.	1,132,299,132 (98.78%)	14,039,501 (1.22%)
6(B)	To grant a general mandate to the Board of Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.	1,146,338,633 (100.00%)	0 (0.00%)
6(C)	To extend the general mandate to allot shares by adding the aggregate nominal amount of shares repurchased by the Company.	1,140,942,632 (99.54%)	5,326,001 (0.46%)
Special Resolution		Number of Votes (Approximate %)	
		For	Against
7	To amend the existing memorandum and articles of association of the Company in the manner as set out in the Circular of the Company and to adopt the second amended and restated memorandum and articles of association of the Company (the " <b>Amended and Restated Memorandum and Articles of Association</b> ") with immediate effect after the close of the AGM.	1,146,338,633 (100%)	0 (0.00%)

As more than 50% of the votes were cast in favour of each of the resolutions from number 1 to number 6(C) above, all of these resolutions have been duly passed as ordinary resolutions.

As more than 75% of the votes were cast in favour of the resolution number 7 above, it has been duly passed as a special resolution.

Shareholders may refer to the Circular for the full text of the above resolutions. The Circular can be viewed and downloaded from the website of the Company at [www.bsgroup.com.hk](http://www.bsgroup.com.hk) or the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

### **Adoption of Amended and Restated Memorandum and Articles of Association**

The Board is also pleased to announce that pursuant to the resolution number 7 above, the Amended and Restated Memorandum and Articles of Association have been approved and adopted with immediate effect after the close of the AGM. The full text of the Amended and Restated Memorandum and Articles of Association will be available on the websites of the Company at [www.bsgroup.com.hk](http://www.bsgroup.com.hk) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

By Order of the Board of  
**Bright Smart Securities & Commodities Group Limited**  
**Hui Yik Bun**  
*Executive Director and Chief Executive Officer*

Hong Kong, 19 August 2022

*As at the date of this announcement, the Board comprises Mr. Yip Mow Lum (Chairman), Mr. Hui Yik Bun (Chief Executive Officer), Mr. Chan Wing Shing, Wilson as Executive Directors; and Mr. Yu Yun Kong, Mr. Szeto Wai Sun and Mr. Ling Kwok Fai, Joseph as Independent Non-executive Directors.*