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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)

(1) RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGE IN COMPOSITION OF BOARD COMMITTEES

Reference is made to the circular of the Company (the "**Original Circular**") and the notice of annual general meeting (the "**Original Notice**") dated 20 July 2026, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for the Shareholders' approval. Capitalised terms used herein shall have the same meanings as defined in the Original Circular and the Original Notice as applicable, unless the context requires otherwise.

(1) RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lyn Frank Yee Chon ("**Mr. Lyn**"), an independent non-executive Director, is subject to retirement by rotation at the forthcoming Annual General Meeting. Mr. Lyn has informed the board (the "**Board**") of directors (the "**Directors**") of Bright Smart Securities & Commodities Group Limited (the "**Company**", together with its subsidiaries, collectively the "**Group**") that he has decided not to offer himself for re-election at the AGM in order to devote more time to his other pursuits and commitments. Mr. Lyn will retire from the Board after the conclusion of the AGM.

Mr. Lyn has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement which need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Lyn for his valuable efforts and contributions to the Company during his tenure of office.

(2) PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Following Mr. Lyn's retirement, the Company proposes to appoint Mr. Johnny Chen ("**Mr. Chen**") as an independent non-executive Director. The proposed appointment of Mr. Chen is subject to the approval of the Shareholders at the AGM by way of an ordinary resolution and, if approved, will take effect from the conclusion of the AGM.

The biographical details of Mr. Chen are set out below.

Mr. Chen, aged 66, has extensive experience in senior corporate management, multinational enterprises, and board-level leadership, with particular expertise in the financial and professional services sectors across Greater China. He joined the management of Zurich Insurance Group ("**Zurich**") in 2005. He worked in Zurich from March 2005 to February 2015 in multiple senior managerial roles in Asia-Pacific region. His last position in Zurich was the chairman of China. Prior to joining Zurich, Mr. Chen was an executive member of the Greater-China Management Board and the Operating Committee of PricewaterhouseCoopers ("**PwC**"), as well as a managing partner of PwC's Beijing office.

Mr. Chen is currently an independent non-executive director of Damai Entertainment Holdings Limited (SEHK stock code: 1060) and Uni-President China Holdings Ltd. (SEHK stock code: 220). He was an independent non-executive director of China Travel International Investment Hong Kong Limited (SEHK stock code: 308) from January 2019 to August 2025 and an independent non-executive director of Stella International Holdings Limited (SEHK stock code: 1836) from February 2009 to May 2023.

Mr. Chen holds a Master of Science Degree in Accounting from the University of Rhode Island and a Bachelor Degree of Accounting from the Johnson & Wales University. He is a U.S. certified public accountant.

Subject to election by the Shareholders at the AGM, Mr. Chen will enter into an appointment letter with the Company, pursuant to which he will be appointed as an independent non-executive Director for a term of three years from the conclusion of the AGM. Mr. Chen will be entitled to a Director's fee of HK$500,000 per annum as recommended by the Remuneration Committee and approved by the Board with reference to his qualification, experience, level of responsibilities undertaken and prevailing market conditions.

As at the date of this announcement, Mr. Chen does not have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and has not, during the three years immediately before his appointment, held any directorship in other public companies listed in Hong Kong or overseas, nor have any other major appointments and professional qualifications save as disclosed. Mr. Chen is not related to any Directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company and does not hold other positions with the Company or other members of the Group.

Mr. Chen has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he had no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment. Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Chen as an independent non-executive Director that needs to be brought to the attention of the holders of securities of the Company, nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

A supplemental circular containing, among other things, particulars relating to the proposed appointment of Mr. Chen, together with a supplemental notice convening the AGM will be despatched to the Shareholders in due course.

(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES

Upon Mr. Lyn's retirement as an independent non-executive Director, he will cease to be the chairman of the Audit Committee, a member of the Nomination Committee, a member of the Remuneration Committee, a member of the Risk Management Committee, and a member of the Environmental, Social and Governance Committee with effect from the conclusion of the AGM.

Subject to the approval of the proposed appointment of Mr. Chen at the AGM, Mr. Chen will be appointed as the chairman of the Audit Committee, a member of the Nomination Committee, a member of the Remuneration Committee, a member of the Risk Management Committee, and a member of the Environmental, Social and Governance Committee with effect from the conclusion of the AGM.

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

Hong Kong, 30 July 2026

As at the date of this announcement, 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.