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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)

VOLUNTARY ANNOUNCEMENT
ADOPTION OF 2026 EQUITY INCENTIVE PLAN

ADOPTION OF THE PLAN

The Board is pleased to announce that, on 17 November 2026, it has approved the adoption of the 2026 Equity Incentive Plan (the "**Plan**") for the purpose of the Company's grant of Awards to Participants from time to time pursuant to the Plan.

The Plan will be funded solely by existing Shares acquired through the Trustee by on-market or off-market transactions, and the Company shall not settle any Awards under the Plan by any newly issued Shares or by the transfer of treasury Shares. The Plan constitutes a share scheme under Chapter 17 of the Listing Rules and is subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, as the Plan does not involve the grant of Awards over new Shares, the issue of new Shares or the transfer of treasury Shares as referred to in Chapter 17 of the Listing Rules, the adoption of the Plan is not subject to the approval of the shareholders.

SUMMARY OF THE PLAN

The following is a general summary of the principal terms of the Plan. This summary is for reference only and is subject to the specific provisions contained in the full text of the Plan.

1. Purposes of the Plan and Participants

The purposes of the Plan are to enable the Company to grant Awards to attract and retain the services of employees, directors, consultants and other persons who are considered essential to the long-term success of the Company and the Group Members, by providing additional incentives to promote the success of the Group Members as a whole.

2. Shares Subject to the Plan

The maximum aggregate number of Shares which may be subject to Awards under the Plan shall be equal to such number of Shares as determined by the Board from time to time. In connection with the adoption of the Plan, the Board has further resolved that the aggregate number of Shares which may be subject to Awards granted during the two-year period commencing on the Effective Date shall not exceed 2% of the issued share capital of the Company as at the Effective Date (i.e. 33,945,926 Shares). As at the date of this announcement, no Award has been granted under the Plan.

Awards shall be settled by Shares delivered or distributed by the Company or pursuant to direction of the Company, by cash or other property in lieu of Shares, and/or by any other consideration or method determined by the Board or the Administrator to the extent permitted by Applicable Law. For the avoidance of doubt, the Company shall not settle any Awards under the Plan by any newly issued Shares or by the transfer of treasury Shares.

3. Administration of the Plan

The Plan shall be administered by the Board, which may delegate all or part of such administration to the administrator(s) appointed by the Board from time to time (the "**Administrator**") in accordance with the terms of the Plan. The Board and/or the Administrator (to the extent that the Board has delegated its authority) shall have the power and authority to administer all matters related to the Plan, including without limitation, selecting Participants, determining the type, number, terms and conditions of Awards, the exercise price, base price or purchase price of Awards (as applicable), the forms of Award Agreement, and all matters necessary for the grant, vesting, exercise, cancellation, repurchase, payment of dividends or forfeiture of Awards or Shares, communicating and giving directions to the Trustee, and construing and interpreting the Plan.

4. Terms of Awards

The term of each Award shall be stated in the Award Agreement and shall not exceed ten (10) years from the date of grant. The vesting period and conditions of each Award shall be determined by the Board or the Administrator, which may be based on service and/or other criteria (including performance conditions).

5. Type of Awards

Awards under the Plan may take the form of (i) options; (ii) restricted shares; (iii) restricted share units; and (iv) share appreciation rights.

6. Amendment and Termination of the Plan

The Plan shall become effective on the Effective Date and shall continue in effect for a term of ten (10) years from the Effective Date (or such longer period as approved by the Board), unless sooner terminated. The Board in its sole discretion may terminate the Plan at any time, and the Board or the Administrator may amend the Plan at any time in such respects as it may deem advisable. Except as otherwise provided in the Plan, any amendment or termination of the Plan shall not affect Awards previously granted.

7. Clawback Mechanism

Unless otherwise specified in the Award Agreement or otherwise determined by the Board or the Administrator, the Company shall have the right to require the return, forfeiture or clawback of Awards and Shares (whether vested or unvested) and related proceeds in circumstances determined by the Board or the Administrator, including upon a termination for cause, a Participant's breach of confidentiality obligations or restrictive covenants, commission of a manager nonfeasance, or commission of a competitive offence.

DEFINITIONS

"Applicable Law"	the legal requirements relating to the Plan and the Awards under applicable provisions of the corporate, securities, tax and other laws, rules, regulations and government orders, and the rules of any applicable stock exchange or automated quotation system, of any jurisdiction applicable to Awards granted to residents therein
"Award"	an option, restricted share, restricted share unit or share appreciation right award granted to a Participant pursuant to the Plan
"Award Agreement"	any written agreement, contract, or other instrument or document made between the Company and the Participant evidencing an Award, including through electronic medium
"Board"	the board of directors of the Company
"Company"	Bright Smart Securities & Commodities Group Limited
"Consultant"	any Person who renders consulting or advisory services to a Group Member

"Director"	a member of the board of directors of a Group Member
"Effective Date"	17 November 2026, being the date on which the Plan is adopted by the Board
"Employee"	any person who has or is deemed by the Board or the Administrator based on the applicable Group Member's criteria as having an employment relationship with any Group Member
"Group Member"	the Company, its subsidiaries and the related entities, as defined under the Plan
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
"Participant"	the holder of an outstanding Award granted under the Plan
"Person"	any natural person, firm, company, corporation, body corporate, partnership, association, government, state or agency of a state, local, municipal or provincial authority or government body, joint venture, trust, individual proprietorship, business trust or other enterprise, entity or organization (whether or not having separate legal personality)
"Service Provider"	any Person who is an Employee, a Consultant, or a Director; provided, that Awards shall not be granted to any Consultant or Director in any jurisdiction in which, pursuant to Applicable Law, grants to non-employees are not permitted

"Share"	an ordinary share of the Company, as adjusted in accordance with the Plan
"Trust"	the trust that may be established by the Company as settlor and the Trustee as trustee by a trust deed relating to the Plan (the "**Trust Deed**"), to hold Shares and other trust assets subject to the terms thereof, to facilitate the operation of this Plan
"Trustee"	the trustee appointed pursuant to the terms of the Trust Deed or such other person as may be designated by the Board or the Administrator, acting as the trustee of the Trust (where applicable)

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

Hong Kong, 17 November 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. Johnny Chen, Dr. Jiang Guorong, Mr. Hung Cheung Fuk and Prof. Zhang Qian as Independent Non-executive Directors.