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)
(the **"Company"**, **Stock Code: 1428**)

Terms of Reference of Risk Management Committee

1. Constitution

The Risk Management Committee (the "**Committee**") was established pursuant to a resolution passed by the board ("**Board**") of directors (the "**Director(s)**") of the Company on 22 March 2016.

2. Membership

2.1. Members of the Committee ("**Members**", each a "**Member**") shall be appointed by the Board and shall consist of not less than three Members and a majority of the Members shall be independent non-executive Directors ("**INEDs**", each an "**INED**").

2.2. The appointment of the Members or secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board.

3. Chairperson

The Chairperson of the Committee shall be appointed by Board.

4. Secretary

4.1. The company secretary of the Company shall be the secretary of the Committee.

4.2. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

5. Meetings

5.1. The Committee shall meet at least once a year. The Chairperson of the Committee shall convene a meeting upon request by any member of the Committee.

5.2. Notice of any meetings has to be given at least 3 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.

5.3. The quorum required for a meeting of the Committee shall be any two Members.

5.4. Meetings could be held in person or via electronic means including but not limited to telephone or video conferencing. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of communicating with each other.

5.5. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.

5.6. A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

5.7. Full minutes shall be kept by the secretary of the Committee. The minutes shall be made available for inspection on reasonable notice by any Director. Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

6. Attendance at Meetings

6.1. At the invitation of the Committee, other Directors of the Company, external advisers and other persons may be invited to attend all or part of a Committee meeting.

6.2. Only Members of the Committee are entitled to vote at the meetings.

7. Annual General Meetings

The Chairperson of the Committee or in his/her absence, another Member, or failing this, his/her duly appointed delegate, shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the Committee's activities and their responsibilities.

8. Responsibility

The Committee shall have the following responsibilities:

8.1. to review the risk management and internal control systems (other than the financial control and reporting system), including matters referred to the Committee by the Audit Committee where such concerns disclose a suspected deficiency in the risk management or internal control systems falling within the Committee's remit;

8.2. to discuss the risk management and relevant internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's risk management and internal control functions;

8.3. to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; and

8.4. to consider other matters and perform other duties applicable to the Committee as specified in the Listing Rules (as amended from time to time) (including the code provisions of the Corporate Governance Code) or as delegated to the Committee by the Board from time to time.

9. Reporting Responsibilities

The Committee shall report to the Board when appropriate.

10. Authority

10.1. The Committee is authorized by the Board to investigate any activity within its terms of reference and make any recommendations to the Board which it deems appropriate on any area within its remit where action or improvement is needed. It is authorized to seek any related information it requires from the management and any employee of the Company.

10.2. The Committee should be provided with sufficient resources to discharge its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Note: Arrangement to seek independent professional advice could be made through the company secretary.

11. Effective date and Amendments

11.1. These terms of reference shall come into effect on the date when they are approved by the Board.

11.2. Any amendments to these terms of reference shall be recommended by the Committee and come into effect on the date when they are approved by the Board.

(Amended as of 17 November 2026)