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**WEALTHINESS AND PROSPERITY
HOLDING LIMITED**

(Incorporated in the Cayman Islands with limited liability)

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)

JOINT ANNOUNCEMENT

**DELAY IN DESPATCH OF COMPOSITE DOCUMENT
IN RELATION TO THE POSSIBLE UNCONDITIONAL MANDATORY
CASH OFFER BY MORGAN STANLEY ASIA LIMITED
FOR AND ON BEHALF OF THE OFFEROR
FOR ALL THE ISSUED SHARES OF THE COMPANY
(OTHER THAN THOSE ALREADY OWNED OR AGREED
TO BE ACQUIRED BY THE OFFEROR AND
THE OFFEROR CONCERT PARTIES)**

EXCLUSIVE FINANCIAL ADVISER TO THE OFFEROR

Morgan Stanley

Reference is made to the joint announcement dated 25 April 2025 issued by the Offeror and the Company in relation to, among others, the Share Purchase Agreement and the Offer (the “**Announcement**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Announcement.

As stated in the Announcement, it is the intention of the Offeror and the Company to combine the offer document with the offeree board circular from the Company into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive’s consent is obtained, the Composite Document should be despatched to the Shareholders no later than 21 days after the date of the Announcement (being on or before 16 May 2025) (the “**Prescribed Period**”).

Pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive’s consent is required if the making of an offer is subject to the prior fulfilment of a pre-condition and the pre-condition cannot be fulfilled within the Prescribed Period contemplated by Rule 8.2 of the Takeovers Code. Under such circumstances, the Executive will normally require that the Composite Document be posted no later than seven days after the fulfilment of the pre-condition.

As disclosed in the Announcement, the making of the Offer is subject to Completion taking place, and Completion is in turn conditional upon the satisfaction or waiver (if applicable) of the conditions precedent as set out in the Share Purchase Agreement and described in the section headed “Conditions Precedent to Completion” of the Announcement (the “**Completion Conditions**”) on or prior to the Long Stop Date or the Extended Long Stop Date (if extended by the Offeror). As at the date of this joint announcement, none of the Completion Conditions has been satisfied and/or waived. As additional time is required for (i) the satisfaction of the Completion Conditions, and (ii) preparing and finalising certain information to be included in the Composite Document, an application has been made by the Offeror and the Company to the Executive for a waiver from the strict compliance with the requirement under Rule 8.2 of the Takeovers Code and consent under Rule 8.2 of the Takeovers Code to extend the latest date for the despatch of the Composite Document to a date that is no later than seven days after Completion or 17 December 2025, whichever is earlier. The Executive has granted its consent for such extension.

Further announcement(s) will be made jointly by the Offeror and the Company in relation to the despatch of the Composite Document as and when appropriate.

WARNING

Shareholders and potential investors of the Company should note that the Offer will only be made if Completion takes place. As Completion is subject to the satisfaction of the conditions precedent set out in the Share Purchase Agreement, it may or may not take place and the Offer may or may not proceed.

Shareholders are reminded to read the Composite Document, including the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offer, before deciding whether or not to accept the Offer.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors of the Company are in any doubt about their position, they should consult their professional advisers.

By order of the sole director of
**WEALTHINESS AND PROSPERITY
HOLDING LIMITED**
Huang Hai
Director

By order of the Board
**BRIGHT SMART SECURITIES &
COMMODITIES GROUP LIMITED**
耀才證券金融集團有限公司
Yip Mow Lum
Chairman

Hong Kong, China, 16 May 2025

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Offeror, the Offeror Concert Parties and the Share Purchase Agreement) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of the Offeror and Shanghai Yunjin) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the sole director of the Offeror is Mr. Huang Hai.

As at the date of this announcement, the sole director of Shanghai Yunjin is Mr. Huang Hao.

The directors of the Offeror and Shanghai Yunjin jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement is published in English and in Chinese. In case of any inconsistency between the English version and the Chinese version, the English version prevails.