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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)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**



SOMERLEY CAPITAL LIMITED

Reference is made to the joint announcement (the “**Joint Announcement**”) issued by Wealthiness and Prosperity Holding Limited (the “**Offeror**”) and Bright Smart Securities & Commodities Group Limited (the “**Company**”) dated 25 April 2025 in relation to, among other things, the Offer. Unless otherwise defined in this announcement, capitalised terms defined or adopted in the Joint Announcement have the same meaning when used in this announcement.

The board of directors of the Company (the “**Board**”) hereby announces that Somerley Capital Limited, a corporation licensed under the SFO to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer. The appointment of Somerley Capital Limited as the Independent Financial Adviser has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

The letter of advice from Somerley Capital Limited and the recommendation to the Independent Board Committee in respect of the Offer will be included in the Composite Document to be despatched jointly by the Offeror and the Company to the Shareholders.

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 Board of
**BRIGHT SMART SECURITIES &
COMMODITIES GROUP LIMITED**
耀才證券金融集團有限公司

Hui Yik Bun

Executive Director and Chief Executive Officer

Hong Kong, 28 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 and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement 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.