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**WEALTHINESS AND PROSPERITY
HOLDING LIMITED**

(Incorporated in the Cayman Islands with limited liability)



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

**MONTHLY UPDATE ON 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: (i) 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**”); and (ii) the joint announcement dated 16 May 2025 issued by the Offeror and the Company in relation to the delay in despatch of the composite document in relation to the Offer (the “**Delay Announcement**”). Capitalised terms used herein shall have the same meanings as defined in the Announcement and the Delay Announcement, as applicable, unless the context requires otherwise.

STATUS OF SATISFACTION OF THE COMPLETION CONDITIONS

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 Completion Conditions on or prior to the Long Stop Date or the Extended Long Stop Date (if extended by the Offeror).

The Offeror and the Company would like to update the Shareholders and potential investors of the Company on the latest developments relating to the satisfaction of the Completion Conditions. Since the date of the Announcement:

- (i) the Offeror has submitted the application to the SFC for approval for each of the Offeror and the other relevant persons to become a substantial shareholder of each of the Regulated Group Companies in accordance with section 132(1) of the SFO; and
- (ii) the Offeror has submitted the preliminary reporting documents to the National Development and Reform Commission of the PRC with respect to the transactions contemplated under the Share Purchase Agreement in accordance with the Measures for the Administration of Overseas Investment of Enterprises (taking effect from 1 March 2018, as amended). The submitted preliminary reporting documents are under review by, and subject to the comments of, the National Development and Reform Commission of the PRC.

As at the date of this joint announcement, none of the Completion Conditions has been satisfied and/or waived. The Offeror and the Company will continue to progress with the satisfaction of the Completion Conditions.

Save for the aforesaid, there is no further update in respect of the satisfaction of the Completion Conditions and the Offer from the date of the Announcement. Further announcement(s) will be made jointly by the Offeror and the Company in relation to the latest status of the Completion Conditions and the Offer 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, 13 June 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.