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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**”); (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**”); and (iii) the joint announcements dated 13 June 2025, 11 July 2025, 11 August 2025 and 11 September 2025 issued by the Offeror and the Company in relation to the status of satisfaction of the Completion Conditions. 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 Company and the Offeror would like to update the Shareholders and potential investors of the Company that, on 23 September 2025, the Offeror has received the SFC's approval for each of the Offeror and the other relevant person(s) to become a Substantial Shareholder of the Regulated Group Companies, namely Bright Smart Futures & Commodities Company Limited, Bright Smart Securities International (H.K.) Limited, Bright Smart Asset Management Limited and Bright Smart Forex Limited pursuant to section 132(1) of the SFO. Such approval remains effective provided that Completion takes effect within six months after the date of such approval or within such further period as may be agreed by the SFC in writing. Accordingly, Completion Condition (b) has been satisfied.

With respect to Completion Condition (c), the Offeror has submitted reporting materials to the National Development and Reform Commission of the PRC (the "NDRC") and has been actively engaging with it. The relevant procedures with regard to the Acquisition with the NDRC are progressing as planned. The Offeror and the Company will continue to progress with the satisfaction of the Completion Conditions.

As at the date of this joint announcement, save as aforementioned, none of the other Completion Conditions has been satisfied and/or waived. 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, 10 October 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.