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**WEALTHINESS AND PROSPERITY
HOLDING LIMITED**

(Incorporated in the Cayman Islands with limited liability)



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

**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)**

EXTENSION OF LONG STOP DATE

AND

FURTHER DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

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, 11 September 2025, 10 October 2025 and 11 November 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 25 November 2025, Completion Condition (e) has been satisfied. Accordingly, as at the date of this joint announcement, Completion Conditions (b) and (e) have been satisfied and the other Completion Conditions have not been satisfied and/or waived.

AMENDMENT AGREEMENT TO SHARE PURCHASE AGREEMENT AND EXTENSION OF LONG STOP DATE

Pursuant to the Share Purchase Agreement, the Offeror shall be entitled to, at its sole discretion, extend the Long Stop Date (being 25 November 2025) to the Extended Long Stop Date (being 25 February 2026) by giving notice in writing to the Seller and paying to the Seller the Further Deposit in an amount equal to HK\$140,708,720 (which amounts to 5% of the total consideration for the Sale Shares) no later than the Long Stop Date.

Given the timing considerations relating to the reporting procedures of the relevant authorities and the holiday period in the first quarter of 2026, additional time is expected to be required for the satisfaction of Completion Condition (c). In the light of the circumstances, the Offeror and the Seller entered into an amendment agreement to the Share Purchase Agreement (the “**Amendment Agreement**”) on 25 November 2025 to amend certain terms of the Share Purchase Agreement. Pursuant to the Amendment Agreement, (i) the Extended Long Stop Date has been changed from 25 February 2026 to 25 March 2026 and (ii) the amount of the Further Deposit has been changed from HK\$140,708,720 (which amounts to 5% of the total consideration for the Sale Shares) to HK\$164,160,173.33 (which amounts to approximately 5.83% of the total consideration of the Sale Shares). Subsequent to the execution of the Amendment Agreement, the Offeror shall be entitled to, at its sole discretion, extend the Long Stop Date to the Extended Long Stop Date (being 25 March 2026) by giving notice in writing to the Seller and paying to the Seller the Further Deposit in an amount of HK\$164,160,173.33 no later than the Long Stop Date. Save as set out above, no other material amendments have been made to the Share Purchase Agreement.

On 25 November 2025, the Offeror has given notice to the Seller and paid the Seller the Further Deposit (being HK\$164,160,173.33) to extend the Long Stop Date to the Extended Long Stop Date (being 25 March 2026).

Further announcement(s) will be made jointly by the Offeror and the Company in relation to the latest status of the Completion Conditions as and when appropriate.

FURTHER DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Delay Announcement, 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 had granted its consent for such extension.

For the reasons set out above, it is anticipated that Composite Document cannot be despatched by 17 December 2025. Accordingly, an application has been made by the Offeror and the Company to the Executive pursuant to Note 2 to Rule 8.2 of the Takeovers Code to further extend the latest date for the despatch of the Composite Document to a date that is no later than seven days after Completion or 20 April 2026, whichever is earlier. The Executive has indicated that it is minded to grant consent to such further 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, 25 November 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.