

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*

*This announcement is not for release, publication or distribution, in whole or in part, in or into any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.*

**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**

**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**”); (iii) the joint announcements dated 13 June 2025, 11 July 2025, 11 August 2025, 11 September 2025, 10 October 2025, 11 November 2025 and 29 December 2025 issued by the Offeror and the Company in relation to, among others, the status of satisfaction of the Completion Conditions; and (iv) the joint

announcement dated 25 November 2025 issued by the Offeror and the Company in relation to, among others, the extension of the Long Stop Date and the further delay in despatch of the composite document in relation to the Offer (the “**Extension 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 and the Extension 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 Extended Long Stop Date (being 25 March 2026).

As stated in the Extension Announcement, Completion Conditions (b) and (e) have been satisfied.

With respect to Completion Condition (c), the Offeror has continued to actively liaise with the relevant authorities, with a view to satisfying Completion Condition (c) as soon as possible.

As at the date of this joint announcement, only Completion Conditions (b) and (e) have been satisfied and the other Completion Conditions have not been satisfied 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, 29 January 2026

*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.*