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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

**(1) COMPLETION OF THE SHARE PURCHASE AGREEMENT
(2) 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)
AND
(3) RESIGNATION AND APPOINTMENT OF DIRECTORS**

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; (iii) the joint announcements dated 13 June 2025, 11 July 2025, 11 August 2025, 11 September 2025, 10 October 2025, 11 November 2025, 29 December 2025, 29 January 2026 and 2 March 2026 issued by the Offeror and the Company in relation to, among others, the status of satisfaction of the Completion Conditions; (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**”); and (v) the joint announcement dated 16 March 2026 issued by the Offeror and the Company in relation to, among others, the satisfaction of the Completion Conditions. Capitalised terms used herein shall have the same meanings as defined in the Announcement and the Extension Announcement, as applicable, unless the context requires otherwise.

COMPLETION OF THE SHARE PURCHASE AGREEMENT

The Offeror and the Company are pleased to announce that Completion took place on 30 March 2026 in accordance with the terms and provisions of the Share Purchase Agreement.

Pursuant to the Share Purchase Agreement, the Offeror acquired the Sale Shares, being 857,980,000 Shares, representing approximately 50.55% of the total issued Shares as at the date of this announcement and the Seller’s entire shareholding in the Company immediately prior to Completion, from the Seller for a total cash consideration of HK\$2,814,174,400 (equivalent to HK\$3.28 per Sale Share). Therefore, immediately after Completion and as at the date of this announcement, the Offeror and the Offeror Concert Parties are interested in a total of 857,980,000 Shares, representing approximately 50.55% of the total issued Shares as at the date of this announcement.

The following table sets out the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion and as at the date of this announcement:

	Immediately prior to Completion		Immediately after Completion and as at the date of this announcement	
	Number of Shares	Number of Shares as a percentage of total number of Shares in issue (%)	Number of Shares	Number of Shares as a percentage of total number of Shares in issue (%)
(A) Offeror and the Offeror Concert Parties				
Offeror	—	—	857,980,000	50.55
(B) Seller				
Seller	857,980,000	50.55	—	—
(C) Directors				
Mr. Hui Yik Bun	600,000	0.04	600,000	0.04
Mr. Yu Yun Kong	558,829	0.03	558,829	0.03
Mr. Szeto Wai Sun	217,666	0.01	217,666	0.01
Mr. Ling Kwok Fai, Joseph	70,000	0.00	70,000	0.00
(C) Sub-total	1,446,495	0.09	1,446,495	0.09
(D) Public Shareholders	837,869,813	49.36	837,869,813	49.36
Total	1,697,296,308	100	1,697,296,308	100

Notes:

- (1) Morgan Stanley is the exclusive financial adviser to the Offeror in connection with the Acquisition and the Offer. Accordingly, Morgan Stanley and the relevant members of the Morgan Stanley group which respectively hold Shares on their own account or manage Shares on a discretionary basis are presumed to be acting in concert with the Offeror in relation to the Company in accordance with class (5) of the definition of “acting in concert” under the Takeovers Code (except in respect of Shares held by members of the Morgan Stanley group which are exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purpose of the Takeovers Code). Members of the Morgan Stanley group which are exempt principal traders and exempt fund managers which are connected for the sole reason that they control, are controlled by or are under the same control as Morgan Stanley are not presumed to be acting in concert with the Offeror.
- (2) All percentages in the above table are approximations. This table is prepared on the assumption that no new Shares will be issued after the Completion Date (being the date of this announcement).

UNCONDITIONAL MANDATORY CASH OFFER

Pursuant to Rule 26.1 of the Takeovers Code, upon Completion, the Offeror is required to make an unconditional mandatory cash offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and the Offeror Concert Parties). Morgan Stanley will make, for and on behalf of the Offeror, the Offer to acquire all the Offer Shares on terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code. As stated in the Announcement, the Offer Price is HK\$3.28 per Offer Share, which is equal to the consideration of HK\$3.28 per Sale Share under the Share Purchase Agreement.

DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Announcement, it is the intention of the Offeror and the Company to combine the offer document with the offeree board circular from the Company into the Composite Document, containing, among other things: (i) details of the Offer (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, with the relevant form of acceptance and transfer.

As disclosed in the Extension Announcement, an application had been made by the Offeror and the Company to the Executive pursuant 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 granted its consent for such further extension. As Completion took place on 30 March 2026, the Composite Document is required to be despatched within seven days after Completion (i.e., on or before 6 April 2026). The Composite Document is expected to be despatched on 8 April 2026, the next Hong Kong Business Day after 6 April 2026.

Further announcement(s) will be jointly made by the Offeror and the Company in relation to the despatch of the Composite Document as and when appropriate in compliance with the Takeovers Code.

RESIGNATION AND APPOINTMENT OF DIRECTORS

The following Directors have tendered their resignations to the Company and their resignations will take effect from the day immediately after the closing date of the Offer (being the earliest date as permitted under the Takeovers Code):

- (i) each of Mr. Yip Mow Lum and Mr. Chan Wing Shing, Wilson has resigned as executive Directors; and
- (ii) each of Mr. Yu Yun Kong, Mr. Szeto Wai Sun, Mr. Ling Kwok Fai, Joseph and Ms. Wong Ting Ting, Priscilla has resigned as independent non-executive Directors.

The resignation of the resigning Directors is in connection with the change in control of the Company after the Completion and the wishes of the resigning Directors to devote more time to their other commitments. Each of the resigning Directors has confirmed that he/she has no disagreement with the Board and there are no matters relating to his/her resignation which need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its gratitude to the resigning Directors for their contributions to the Company during their terms of service.

The Board is pleased to announce that the following individuals have been appointed as Directors with effect from after the posting of the Composite Document (being the earliest date as permitted under the Takeovers Code):

- (i) Ms. Zheng Yanlan has been appointed as an executive Director;
- (ii) each of Mr. Huang Hao, Mr. Liu Zheng and Mr. Richard Chih-Chiu Lin has been appointed as a non-executive Director; and
- (iii) each of Mr. Lyn Frank Yee Chon, Dr. Jiang Guorong, Mr. Hung Cheung Fuk and Prof. Zhang Qian has been appointed as an independent non-executive Director,

(all of the above Directors together, the “**New Directors**”).

The brief biographical details of the New Directors are set out below. The remuneration for each of the new independent non-executive Directors will be considered by the remuneration committee of the Company and is subject to approval by the Board. Details of the remuneration of the new independent non-executive Directors will be disclosed as soon as practicable after the terms of their remuneration have been determined. Ms. Zheng will not receive any remuneration from the Company in respect of her role as an executive Director, and each of Mr. Huang, Mr. Liu and Mr. Lin will not receive any remuneration from the Company in respect of their roles as the non-executive Directors.

Ms. Zheng Yanlan (鄭豔蘭) (Executive Director)

Ms. Zheng Yanlan, aged 44, is the head of the overseas business preparation team of the Ant fortune business unit (“**Ant Fortune**”) of Ant Group Co., Ltd. and its subsidiaries (“**Ant Group**”). She joined Ant Group in 2009 and has played a pivotal role in establishing Ant Fortune. She is the founding leader of several key initiatives, from Yu’ebao (Ant Group’s money market fund product) to diverse fund offerings of Ant Group. Her core strengths include digital platform architecture, content-based services, and the advancement of intelligent technologies.

Over the course of her tenure at Ant Group, Ms. Zheng has held various key positions. Ms. Zheng served as the Chief Operating Officer of Ant Fortune from December 2021 to June 2025. From December 2020 to December 2021, she served as the head of the Ant Fortune product department.

Prior to joining Ant Group, Ms. Zheng served in various roles at Hundsun Technologies Inc. (stock code 600570.SH), Siemens Software and Systems Engineering, and State Street Information Technology (Zhejiang) Co., Ltd.

Ms. Zheng earned a bachelor’s degree in communication engineering and a master’s degree in business administration from Zhejiang University in 2004 and 2011 respectively.

Mr. Huang Hao (黃浩) (Non-executive Director)

Mr. Huang Hao, aged 51, is currently a senior vice president of Ant Group and president of the wealth & insurance business group. He is also a director of certain subsidiaries of Ant Group.

Mr. Huang joined Ant Group in December 2015. From 2019 to the present, he has successively served as senior vice president of Ant Group, president of the digital finance business group, president of the wealth & insurance business group, leading the development of the wealth and insurance businesses of Ant Group, driving AI-powered innovation, and maintaining industry-leading positions in the internet wealth management and insurance industry. From 2015 to 2019, he spearheaded the development of the fund sales, consumer credit, and SME finance businesses of Ant Group.

Prior to joining Ant Group, Mr. Huang served at China Construction Bank Corporation (stock code: 939.HK) from 1996 to 2015, during which he held various key management positions, including serving as president of Sino-German Bausparkasse and General Manager of the Head Office’s Digital Finance Department.

Mr. Huang graduated from Wuhan University in July 1996 with a bachelor's degree in international finance, majoring in economics.

Mr. Liu Zheng (劉政) (Non-executive Director)

Mr. Liu Zheng, aged 47, joined Ant Group in February 2025. He is currently the vice president and chief financial officer of Ant Group and is also a non-executive director of Ant Bank (Hong Kong) Limited.

Before joining Ant Group, Mr. Liu worked at Alibaba Group for 14 years, where he was responsible for the financial operations of several divisions, including B2B, Taobao e-commerce, and logistics. From February 2016 to January 2025, Mr. Liu served as the executive director and chief financial officer of Cainiao group.

Prior to his time at Alibaba Group, Mr. Liu held senior corporate finance positions at companies including Hurray! Holding and Vimicro. He also worked in the audit department at PwC (PricewaterhouseCoopers) from July 2001 to December 2004.

Mr. Liu earned his bachelor's degree in English from Beijing Foreign Studies University in July 2001 and is a member of the American Institute of Certified Public Accountants (AICPA) as well as a Certified Internal Auditor (CIA).

Mr. Richard Chih-Chiu Lin (林致求) (Non-executive Director)

Mr. Richard Chih-Chiu Lin, aged 48, is currently vice president and head of investment legal of Ant Group and serves on the board of directors of certain subsidiaries of Ant Group. He joined Ant Group in 2019 from Alibaba Group, where he was vice president and lead transaction counsel. Prior to joining Alibaba Group in 2014, Mr. Lin was an associate attorney with Simpson Thacher & Bartlett in Hong Kong from 2008 to 2014 and an associate attorney with Cravath, Swaine & Moore LLP in New York from 2006 to 2008.

Mr. Lin received his bachelor's degrees in biological sciences and economics from Stanford University and his juris doctor degree from Harvard Law School in 1999 and 2006 respectively. He has been qualified to practice law in New York, the United States, since 2007.

Mr. Lyn Frank Yee Chon (林怡仲) (Independent Non-executive Director)

Mr. Lyn Frank Yee Chon, aged 67, has been an independent non-executive director and the chairman of the audit committee of SenseTime Group Inc. (stock code: 20.HK) (the "SenseTime Group") since December 2021, and the chairman of the remuneration committee of the SenseTime Group since May 2025. He has served as an independent non-executive director and the chairman of the audit committee at Standard Chartered Bank

(China) Ltd. since October 2020 and November 2020, respectively, and the same positions at Mox Bank Limited since July 2020. He was previously a partner at PricewaterhouseCoopers (PwC) from 1993 to 2019 and held multiple senior positions at PwC China & Hong Kong, including markets leader, member of the management board, corporate finance leader and Hong Kong senior partner. Mr. Lyn acquired corporate governance experience from the directorships he has held, including in overseeing key board matters, facilitating board-management communication and understanding the relevant regulatory requirements and directors' duties. These were also some of the key corporate experience accumulated by Mr. Lyn during his service at PwC for over 30 years.

Mr. Lyn served at Helping Hand (伸手助人協會) as a member of the executive committee and a treasurer, since December 2021 and September 2022, respectively. Mr. Lyn also served at The Community Chest (香港公益金) as a director from June 2015 to June 2021 and as a treasurer during the financial years between 2015/2016 to 2019/2020. He was a member of the Chinese People's Political Consultative Committee of the Guangxi Zhuang Autonomous Region (中國人民政治協商會議廣西壯族自治區委員會) from 2000 to 2018. Mr. Lyn obtained a Bachelor of Arts degree in accounting and finance from Nottingham Trent University (Trent Polytechnic) in July 1983. He has been a member of the Hong Kong Institute of Certified Public Accountants (HKICPA) since October 1989 and the Institute of Chartered Accountants in England and Wales (ICAEW) since July 1988.

Dr. Jiang Guorong (蔣國榮) (Independent Non-executive Director)

Dr. Jiang Guorong, aged 56, has extensive experience and knowledge in investment banking and capital markets, gained from holding various senior and management positions at major investment banks and financial institutions. Dr. Jiang has been a director of China Chengtong Hong Kong Company Limited since June 2025. He also served as a director of Citibank (China) Company Limited from August 2018 to September 2023.

Since December 2023, Dr. Jiang has been serving as an adviser to Hillhouse Group. From 2017 to 2023, he was chairperson and head of China corporate and investment banking division of Citigroup and vice chairperson of Asia banking, capital markets and strategic advisory. From 2014 to 2017, he served as head of investment banking, China and vice chairperson of investment banking, Asia-Pacific at UBS. Prior to that, Dr. Jiang held various senior positions at China International Capital Corporation Limited, including as the executive chairperson of the investment banking business committee, co-head of the investment banking department and head of the capital markets department. Dr. Jiang was a member of the Listing Review Committee of the Stock Exchange from 2019 to 2023 and a member of the Listing Committee of the Stock Exchange from 2009 to 2014.

Dr. Jiang obtained a bachelor's degree in economics from Nanjing University in 1989, a master's degree in communication from the Miami University in 1990 and a doctorate in economics from Cornell University in 1995.

Mr. Hung Cheung Fuk (洪長福) (Independent Non-executive Director)

Mr. Hung Cheung Fuk, aged 54, is currently a director of AZP Capital Limited and an advisor of Ant Global Partners (HK) Limited (a private company unrelated to Ant Group), where he serves as a Responsible Officer for Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. He is also a non-executive independent director of Singapore-listed GP Industries Limited (stock code: G20.SI). From November 2023 to February 2026, he served as an independent non-executive director of ANE (Cayman) Inc. (formerly stock code: 9956.HK), until it was privatized and withdrawn from listing on the Stock Exchange. Mr. Hung also holds various other directorships, supervisory and advisory positions in private investment holding companies or financial firms.

Mr. Hung has over 30 years of experience in the investment banking industry. He was co-head of Investment Banking and Capital Markets, Asia Pacific from 2018 to May 2022, and later served as vice chairman at Credit Suisse until January 2023. During his 25 years tenure at Credit Suisse, Mr. Hung led various products and industry groups as well as in senior management roles, based in Hong Kong and Shanghai, providing strategic and financing solutions to corporates and shareholders. Mr. Hung began his investment banking career at BZW Asia Limited in 1995 and joined Credit Suisse First Boston in 1998.

Mr. Hung graduated from the University of Oxford with a Bachelor of Arts degree in Mathematics in 1995.

Prof. Zhang Qian (張黔) (Independent Non-executive Director)

Prof. Zhang Qian, aged 52, has been an independent non-executive director of Hong Kong-listed Shanghai Industrial Holdings Limited (stock code: 363.HK) since August 2025. From November 2019 to May 2023, Prof. Zhang was a non-independent director of Hubei Forbon Technology Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300387.SZ).

Prof. Zhang is a Tencent Professor of Engineering, the head of the Division of Integrative Systems and Design and the chair professor of the Department of Computer Science and Engineering of The Hong Kong University of Science and Technology (“HKUST”). She is also a director of HKUST MOE/MSRA Information Technology Key Laboratory and Digital Life Research Center of HKUST, as well as a co-director of Huawei-HKUST Joint Laboratory. Prof. Zhang received her bachelor of science, master of science and PhD degrees from Wuhan University, all in computer science, in 1994, 1996 and 1999 respectively. She has been a fellow of the Hong Kong Academy of Engineering since 2020 and a fellow of the Institute of Electrical and Electronics Engineers since 2012. Prof. Zhang served as a research manager of Wireless and Networking Group, Microsoft Research Asia from 1999 to 2005. She has extensive experience in the areas of computer networking, AIoT, smart health, cybersecurity, mobile computing and wireless systems.

Each New Director has entered into a service agreement or appointment letter with the Company for a term of three years. Each of the New Directors is subject to rotation, retirement and re-election at the annual general meeting of the Company pursuant to the articles of association of the Company.

Save as disclosed above, as at the date of this announcement:

- (i) each of the New Directors has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years preceding the date of his/her appointment or had other major appointments or professional qualifications;
- (ii) each of the New Directors does not have, or is not deemed to have, any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance);
- (iii) each of the New Directors does not have any other relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company;
- (iv) each of the New Directors does not hold any other position in the Company or other members of the Group; and
- (v) there is no other information relating to the New Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any matters that need to be brought to the attention of the Shareholders in relation to his or her appointment.

Save as disclosed above, each of Mr. Lyn, Dr. Jiang, Mr. Hung and Prof. Zhang has confirmed (a) his/her independence as regards each of the factors for independence referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he/she had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his/her independence at the time of his/her appointment.

The Board would like to take this opportunity to extend its warmest welcome to the New Directors for joining the Board.

Following the resignation of the resigning Directors and the appointment of the new Directors, the Board will comprise nine members, of which two will be executive Directors, three will be non-executive Directors and four will be independent non-executive Directors. As such, the Company will be in compliance with the requirement of having independent non-executive directors representing at least one-third of the Board under Rule 3.10A of the Listing Rules.

Further changes to the Board and authorised representative and the change in composition of the Board committees will be announced by the Company as and when appropriate.

WARNING

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, 30 March 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.