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**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

**DESPATCH OF COMPOSITE DOCUMENT RELATING TO
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

**INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT BOARD
COMMITTEE**



SOMERLEY CAPITAL LIMITED

Reference is made to: (i) the Joint Announcement; (ii) 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 the status of satisfaction of the conditions precedent to Completion; (iii) 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; (iv) the announcement issued by the Company dated 28 May 2025 in relation to the appointment of the Independent Financial Adviser; (v) 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 under the Share Purchase Agreement and further delay in despatch of the composite document in relation to the Offer; (vi) the joint announcement dated 16 March 2026 issued by the Offeror and the Company in relation to the satisfaction of the conditions precedent under the Share Purchase Agreement; (vii) the Completion Announcement; and (viii) the composite document dated 8 April 2026 issued by the Offeror and the Company in connection with the Offer (the “**Composite Document**”). Capitalised terms used herein shall have the same meanings as defined in the Composite Document unless the context requires otherwise.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things: (i) details of the Offer (including the expected timetable); (ii) a letter of recommendations from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice and recommendations from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the Form of Acceptance, was despatched to the Shareholders on 8 April 2026 in accordance with the Takeovers Code.

Copies of the Composite Document and the accompanying Form of Acceptance are also available on the websites of the Stock Exchange and of the Company.

EXPECTED TIMETABLE

The expected timetable set out below, as extracted from the Composite Document, is indicative only and may be subject to change. Further announcement(s) will be made by the Offeror and the Company in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all times and dates references contained in this announcement, the Composite Document and the Form of Acceptance refer to Hong Kong times and dates.

Event	Hong Kong time and dates
Despatch date of this Composite Document and the accompanying Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Wednesday, 8 April 2026
Offer open for acceptance (<i>Note 1</i>)	Wednesday, 8 April 2026
Latest time and date for acceptance of the Offer (<i>Notes 1, 3 and 5</i>).	4:00 p.m. on Wednesday, 29 April 2026
Closing Date (<i>Notes 2 and 3</i>).	Wednesday, 29 April 2026
Announcement of the results of the Offer (or its extension or revision, if any) to be posted on the websites of the Stock Exchange and of the Company (<i>Notes 2 and 5</i>)	no later than 7:00 p.m. on Wednesday, 29 April 2026
Latest date for despatch of cheques for payment of the amounts due in respect of valid acceptances received under the Offer (<i>Notes 4 and 5</i>).	Monday, 11 May 2026

Notes:

- (1) The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date or such later time(s) and/or date(s) as may be determined and announced by the Offeror in compliance with the Takeovers Code. Acceptance of the Offer shall be irrevocable and cannot be withdrawn, except in the circumstances set out in the paragraph headed “5. Right of Withdrawal” in Appendix I to the Composite Document.
- (2) In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days after the date of the Composite Document. The latest time and date for acceptance will be at 4:00 p.m. on Wednesday, 29 April 2026 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on Wednesday, 29 April 2026 stating the results of the Offer and whether the Offer has been revised, extended or expired. In the event that the Offeror decides to revise or extend the Offer, and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
- (3) Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant and who wish to accept the Offer should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of HKSCC and HKSCC Operational Procedures.
- (4) Remittances in respect of the cash consideration (after deducting the seller’s Hong Kong ad valorem stamp duty payable in respect of the Offer) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code, the Composite Document and the relevant accompanying Form of Acceptance.
- (5) If a tropical cyclone warning signal number 8 or above, or a black rainstorm warning, or “extreme conditions” as announced by the Government of Hong Kong is/are in force in Hong Kong:
 - (a) at any time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Offer and/or the latest date for despatch of cheques for payment of the amounts due under the Offer in respect of valid acceptances (as the case may be), the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and/or the latest date for despatch of cheques will remain on the same Business Day; or
 - (b) at any time between 12:00 noon and/or thereafter on the latest date for acceptance of the Offer and/or the latest date for despatch of cheques for payment of the amounts due under the Offer in respect of valid acceptances (as the case may be), the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 12:00 noon and/or thereafter and/or the latest date for despatch of cheques will be rescheduled to the following Business Day which does not have either of those warnings in force between 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for acceptance of the Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

Upon receipt of the Composite Document and the accompanying Form of Acceptance, the Independent Shareholders are encouraged to read them carefully, including the advice and recommendations from the Independent Financial Adviser to the Independent Board Committee and the recommendations from the Independent Board Committee to the Independent Shareholders, before deciding whether or not to accept the Offer.

Shareholders and potential investors are reminded to monitor the announcements to be made by the Company or jointly by the Offeror and the Company in respect of the progress of the Offer and are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

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
Hui Yik Bun
Executive Director

Hong Kong, China, 8 April 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.