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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

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, 11 September 2025 and 10 October 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).

As stated in the joint announcement dated 10 October 2025, Completion Condition (b) has been satisfied.

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

As at the date of this joint announcement, only Completion Condition (b) has been satisfied, other Completion Conditions have not been satisfied or waived.

As the Long Stop Date (i.e. 25 November 2025) is approaching, the remaining Completion Conditions may not be satisfied on or before the Long Stop Date. The Offeror is considering potential extension of the Long Stop Date.

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, 11 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.