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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

- (1) SATISFACTION OF COMPLETION CONDITIONS**
**(2) 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)**
(3) RESUMPTION OF TRADING

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 (the “**October 2025**”

Update Announcement”), 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; 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 Extension Announcement, as applicable, unless the context requires otherwise.

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).

The Offeror and the Company would like to announce that on 15 March 2026, the Offeror completed the reporting procedures with the relevant authorities in the PRC as required for high-value non-sensitive investment projects under the Measures for the Administration of Overseas Investment of Enterprises (taking effect from 1 March 2018, as amended) with respect to the transactions contemplated under the Share Purchase Agreement. Accordingly, Completion Condition (c) has been satisfied.

As disclosed in the October 2025 Update Announcement, with respect to Completion Condition (b), on 23 September 2025, the Offeror received the SFC’s approval for each of the Offeror and the other relevant person(s) to become a Substantial Shareholder of the Regulated Group Companies pursuant to section 132(1) of the SFO (the “**Substantial Shareholder Approval**”). The Substantial Shareholder Approval remains effective provided that Completion takes effect within six months after the date of such approval (being 23 March 2026) or within such further period as may be agreed by the SFC in writing. The Offeror has applied to the SFC for, and the SFC has granted an extension of the effective period of the Substantial Shareholder Approval to 30 April 2026.

Accordingly, all Completion Conditions, other than those that are subject only to Completion in accordance with the Share Purchase Agreement, have been satisfied, and the Completion Conditions that are subject only to Completion are expected to be satisfied or waived at Completion in accordance with the Share Purchase Agreement.

Under the terms of the Share Purchase Agreement, Completion shall take place on the 10th Completion Business Day following the notification by the Offeror to the Seller of the fulfilment or waiver of all the Completion Conditions, or such later date as may be agreed between the Offeror and the Seller. The Offeror and the Seller currently expect that Completion will take place on 30 March 2026.

Further announcement(s) will be made jointly by the Offeror and the Company in relation to Completion and the Offer as and when appropriate in accordance with the Listing Rule and the Takeovers Code.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 16 March 2026 (Hong Kong time) pending the publication of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 17 March 2026 (Hong Kong time).

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, 16 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.