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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**

**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)**

- (1) CLOSE OF THE OFFER AND RESULTS OF THE OFFER  
(2) SETTLEMENT OF THE OFFER  
(3) PUBLIC FLOAT OF THE COMPANY  
(4) RESIGNATION OF DIRECTORS  
AND  
(5) CHANGE IN COMPOSITION OF THE RISK MANAGEMENT  
COMMITTEE**

**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 Completion Announcement; (iii) the composite document dated 8 April 2026 issued by the Offeror and the Company in connection with the Offer (the “**Composite Document**”); (iv) the announcement dated 9 April 2026 issued by the Company in relation to, among other things, changes in the composition of the Board committees (the “**9 April 2026 Announcement**”); and (v) the announcement dated 10 April 2026 issued by the Company in relation to the resignation of Mr. Yip Mow Lum (“**Mr. Yip**”) as an executive Director (the “**10 April 2026 Announcement**”). Capitalised terms used herein shall have the same meanings as defined in the Composite Document unless the context requires otherwise. All times and dates contained in this announcement refer to Hong Kong times and dates.

## **CLOSE OF THE OFFER AND RESULTS OF THE OFFER**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Wednesday, 29 April 2026, and was not revised or extended by the Offeror.

As at 4:00 p.m. on Wednesday, 29 April 2026, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received valid acceptances for the Offer in respect of 1,310,530 Offer Shares (the “**Acceptance Shares**”), representing approximately 0.08% of the total issued share capital and voting rights of the Company as at the date of this announcement.

### **Interests of the Offeror and the Offeror Concert Parties in securities of the Company**

Immediately following the close of the Offer, taking into account the Acceptance Shares and subject to due registration of the transfer of such Acceptance Shares by the Registrar, the Offeror and the Offeror Concert Parties owned, controlled or had direction over a total of 859,290,530 Shares, representing approximately 50.63% of the issued share capital and voting rights of the Company as at the date of this announcement.

None of the Offeror and the Offeror Concert Parties (for the avoidance of doubt, excluding members of the Morgan Stanley group which are exempt principal traders and exempt fund managers, in each case recognised by the Executive as such for the purpose of the Takeovers Code):

- (a) held, controlled or directed any Shares or rights over Shares immediately before the commencement of the Offer Period;

- (b) save for (i) the Sale Shares acquired by the Offeror under the Acquisition; (ii) the Shares acquired by the relevant members of the Morgan Stanley group for the account of non-discretionary investment clients of the Morgan Stanley group; and (iii) the Acceptance Shares, acquired or agreed to acquire any Shares or rights over Shares during the Offer Period and up to the date of this announcement; or
- (c) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period and up to the date of this announcement.

## **SETTLEMENT OF THE OFFER**

Settlement of the consideration payable by the Offeror for acceptances in respect of the Offer Shares will be made in cash as soon as possible but in any event no later than seven (7) Business Days after the date on which duly completed acceptances of the Offer and the relevant documents of title in respect of such acceptances are received by the Offeror (or its agent) to render each such acceptance complete and valid pursuant to the Takeovers Code.

For details, please refer to the section headed “Appendix I — Further Terms and Procedures for Acceptance of the Offer” to the Composite Document.

The latest date for despatch of cheques for payment of the amounts due in respect of valid acceptances received under the Offer is Monday, 11 May 2026.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately prior to the commencement of the Offer and as at the Latest Practicable Date; and (ii) immediately following the close of the Offer and as at the date of this announcement (subject to due registration of the transfer of the Acceptance Shares by the Registrar).

	Immediately prior to the commencement of the Offer and as at the Latest Practicable Date		Immediately following the close of the Offer 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 (%)
<b>(A) Offeror and the Offeror Concert Parties</b>				
Offeror	857,980,000	50.55	859,290,530	50.63
Morgan Stanley <sup>(1)</sup>	—	—	—	—
<b>(B) Seller</b>				
Seller	—	—	—	—
<b>(C) Directors<sup>(2)</sup></b>				
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
<b>(C) Sub-total</b>	<b>1,446,495</b>	<b>0.09</b>	<b>1,446,495</b>	<b>0.09</b>
<b>(D) Public Shareholders</b>	<b>837,869,813</b>	<b>49.36</b>	<b>836,559,283</b>	<b>49.29</b>
<b>Total</b>	<b><u>1,697,296,308</u></b>	<b><u>100</u></b>	<b><u>1,697,296,308</u></b>	<b><u>100</u></b>

*Notes:*

- (1) Morgan Stanley is the exclusive financial adviser to the Offeror in connection with 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) Each of Mr. Yu Yun Kong, Mr. Szeto Wai Sun and Mr. Ling Kwok Fai, Joseph has resigned as an independent non-executive Director, with their resignation taking effect from 30 April 2026.
- (3) All percentages in the above table are approximations.

## **PUBLIC FLOAT OF THE COMPANY**

Immediately following the close of the Offer (subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received), an aggregate of 836,559,283 Shares, representing approximately 49.29% of the total issued Shares as at the date of this announcement, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this announcement, the Company continues to satisfy the minimum public float requirement under Rule 13.32B of the Listing Rules.

## **RESIGNATION OF DIRECTORS**

As disclosed in the Completion Announcement and the section headed “Proposed changes to the composition of the Board and Board Committees” in the “Letter from Morgan Stanley” of the Composite Document, save and except for Mr. Hui Yik Bun who would remain as an executive Director, all the other Directors as at the date of the Composite Document had tendered their resignations from the Board, and the following resignations will take effect from the day immediately after the closing date of the Offer (being the date of this announcement and the earliest date as permitted under the Takeovers Code), which is 30 April 2026:

- (a) Mr. Chan Wing Shing, Wilson, as an executive Director;
- (b) Mr. Yu Yun Kong, as an independent non-executive Director;
- (c) Mr. Szeto Wai Sun, as an independent non-executive Director;
- (d) Mr. Ling Kwok Fai, Joseph, as an independent non-executive Director; and
- (e) Ms. Wong Ting Ting, Priscilla, as an independent non-executive Director.

As disclosed in the 10 April 2026 Announcement, with the Executive's consent granted pursuant to Rule 7 of the Takeovers Code, the resignation of Mr. Yip as an executive Director took effect on 10 April 2026.

## **CHANGE IN COMPOSITION OF RISK MANAGEMENT COMMITTEE**

As disclosed in the 9 April 2026 Announcement, each of Mr. Yu Yun Kong, Mr. Szeto Wai Sun, Mr. Ling Kwok Fai, Joseph and Ms. Wong Ting Ting, Priscilla will cease to be a member of the risk management committee of the Board upon their resignation as Directors becoming effective on 30 April 2026.

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

**Zheng Yanlan**  
*Executive Director and  
Chief Executive Officer*

Hong Kong, China, 29 April 2026

*As at the date of this announcement, the Board comprises Ms. Zheng Yanlan\* (Chief Executive Officer), Mr. Hui Yik Bun (co-Chief Executive Officer) and Mr. Chan Wing Shing, Wilson as Executive Directors; Mr. Huang Hao (Chairman), Mr. Liu Zheng and Mr. Richard Chih-Chiu Lin as Non-executive Directors; and Mr. Lyn Frank Yee Chon, Dr. Jiang Guorong, Mr. Hung Cheung Fuk, Prof. Zhang Qian, 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.*

\* Name as shown on Hong Kong Identity Card