

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20160526-I16033-0002

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Somerley Capital Holdings Limited

Stock code (ordinary shares): 8439

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 28 March 2017.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 28 March 2017

Name of Sponsor(s): Somerley Capital Limited and Halcyon Capital Limited

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors
Mr. SABINE Martin Nevil
Mr. CHEUNG Tei Sing Jamie
Mr. CHOW Wai Hung Kenneth

Independent Non-Executive Directors
Mr. CHENG Yuk Wo
Mr. HIGGS Jeremy James
Mr. YUEN Kam Tim Francis

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Number of Ordinary Shares	Percentage of shareholding upon listing
Somerley Group Limited	90,449,350	67.00%
Mr. SABINE Martin Nevil (" Mr. Sabine ") <i>(Notes 1 and 2)</i>	91,740,790	67.96%
Mr. FLETCHER John Wilfred Sword (" Mr. Fletcher ") <i>(Notes 1 and 2)</i>	91,740,790	67.96%
Mr. CHEUNG Tei Sing Jamie (" Mr. Cheung ") <i>(Notes 1, 2 and 3)</i>	91,740,790	67.96%

Notes:

- Somerley Group Limited is directly interested in 90,449,350 Shares and Mr. Sabine, Mr. Fletcher and Mr. Cheung are shareholders of Somerley Group Limited and are deemed to be interested in all the Shares held by Somerley Group Limited in aggregate by virtue of the SFO*
- Mr. Sabine, Mr. Fletcher and Mr. Cheung are acting in concert in respect of their interests in the Company and therefore, each of Mr. Sabine, Mr. Fletcher and Mr. Cheung are deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.*
- Mr. Cheung is directly interested in 1,291,440 Shares immediately after completion of the Capitalisation Issue and the Hong Kong Public Offering*

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111, Cayman Islands

Head office and principal place of business:

20th Floor
China Building
29 Queen's Road Central
Central
Hong Kong

Web-site address (if applicable):

www.somerleycapital.com

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Share registrar: **Principal share registrar and transfer office in the Cayman Islands**
Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Hong Kong branch share registrar and transfer office
Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

Auditors: **SHINEWING (HK) CPA Limited**
43rd Floor
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Group principally engages in providing corporate finance advisory services in Hong Kong.

C. Ordinary shares

Number of ordinary shares in issue: 135,000,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 2,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

Pursuant to the Pre-IPO Share Option Scheme adopted by the Company on 11 May 2016, options have been granted to grantees with an exercise price HK\$0.28 (subject to adjustment). The total shares to be issued upon the exercise of the options granted under the Pre-IPO Share Option Scheme are 12,340,937.

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

SABINE Martin Nevil

CHEUNG Tei Sing Jamie

CHOW Wai Hung Kenneth

CHENG Yuk Wo

HIGGS Jeremy James

YUEN Kam Tim Francis

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NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*