# HKEX 香港交易所 Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>30/11/2018</u>

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Somerley Capital Holdings Limited |
|----------------|-----------------------------------|
| Date Submitted | 05/12/2018                        |

I. Movements in Authorised Share Capital

| 1. Ordi | inary | Shares |
|---------|-------|--------|
|---------|-------|--------|

| (1) Stock code : <u>8439</u> Descrip   | tion :                              | Ordinary Shares                         |   |  |
|--|-------------------------------------|---|---|--|
|  | No. of ordinary<br>shares           | Par value<br>(State<br>currency)        | Authorised share<br>capital<br>(State currency) |  |
| Balance at close of preceding month  | 200,000,000                         | HK\$0.01                                | HK\$2,000,000                                   |  |
| Increase/(decrease)  | 0                                   |   | 0   |  |
| Balance at close of the month  | 200,000,000                         | HK\$0.01                                | HK\$2,000,000                                   |  |
|  |                                     | N/A                                     |   |  |
| (2) Stock code : <u>N/A</u> Descrip  | tion :                              | N/A                                     | <u> </u>  |  |
| (2) Stock code : <u>N/A</u> Descrip  | tion :<br>No. of ordinary<br>shares | N/A<br>Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |  |
| <ul> <li>(2) Stock code : <u>N/A</u> Descrip</li> <li>Balance at close of preceding month</li> </ul> | No. of ordinary                     | Par value<br>(State                     | Authorised share capital                        |  |
|  | No. of ordinary                     | Par value<br>(State                     | Authorised share capital                        |  |

#### 2. Preference Shares

| Stock code :        | N/A           | Description :            | N/A                              | A   |
|---------------------|---------------|--------------------------|----------------------------------|---|
|                     |               | No. of preference shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of | f preceding n | oonth                    |                                  |   |
| Increase/(decrease) | )             |                          |                                  |   |
|                     |               |                          |                                  |   |
| Balance at close of | f the month   |                          | ·                                |   |

# 3. Other Classes of Shares

| Stock code :        | N/A       | Description :                  | N/A                              | A   |
|---------------------|-----------|--------------------------------|----------------------------------|---|
|                     |           | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of | preceding | month                          |                                  |   |
| Increase/(decrease) |           |                                | _                                |   |
| Balance at close of | the month |                                |                                  |   |

## II. Movements in Issued Share Capital

|                                       | No. of ordina | ary shares | No of preference | No. of other classes of |  |  |
|---------------------------------------|---------------|------------|------------------|-------------------------|--|--|
| -                                     | (1)           | (2)        | shares           | shares                  |  |  |
| Balance at close of preceding month   | 139,472,555   | N/A        | N/A              | N/A                     |  |  |
| Increase/ (decrease) during the month | 0             | N/A        | N/A              | N/A                     |  |  |
| Balance at close of the month         | 139,472,555   | N/A        | N/A              | N/A                     |  |  |

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share<br>option scheme<br>including EGM<br>approval date<br>(dd/mm/yyyy) and — |              | Movement durir     | ng the month  |              | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|---|--------------|--------------------|---------------|--------------|---|--|
| class of shares   | Cuentad      | Empired            | Concelled     | Tanad        |   |  |
| issuable  | Granted      | Exercised          | Cancelled     | Lapsed       |   |  |
| 1. Share Option   |              |                    |               |              |   |  |
| Scheme adopted  |              |                    |               |              |   |  |
| on 11 May 2016  |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
| ordinary shares   |              |                    |               | 179,512      | -   | 7,343,221  |
| (Note 1)  |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
| 2. N/A  |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
| ( / / )   |              |                    |               |              |   |  |
| shares  |              |                    |               |              |   |  |
| (Note 1)  |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
| 3. N/A  |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
|   |              |                    |               |              |   |  |
| shares  |              |                    |               |              |   |  |
| (Note 1)  |              |                    |               |              |   |  |
| (1.0001)  |              | To                 | tal A. (Ordin | ary shares)  | 0   |  |
|   |              | 10                 |               | nce shares)  | N/A   |  |
|   |              |                    |               | Other class) | N/A   |  |
| Total funda mained  | ng the morel | from overeige -    |               |              | 1 1/ / 1  |  |
| Total funds raised duri<br>options (State currency  |              | i from exercise of |               | Nil          |   |  |
|   |              |                    |               |              |   |  |

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency of Nominal value at<br>nominal close of<br>value preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---|----------------------------------|--|--|--|
| <u>1. N/A</u>   |   |                                  |  |  |  |
| ( / / )         Stock code (if listed)         Class of shares         issuable (Note 1)         Subscription price         EGM approval date         (if applicable)         (dd/mm/yyyy)         2.       N/A | ( / / )   |                                  |  |  |  |
|   |   |                                  |  |  |  |
| ( / / )         Stock code (if listed)         Class of shares         issuable (Note 1)         Subscription price         EGM approval date         (if applicable)         (dd/mm/yyyy)         3.           | ( / / )   |                                  |  |  |  |
|   |   |                                  |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)   |   |                                  |  |  |  |
| Subscription price  |   |                                  |  |  |  |
| (if applicable)<br>(dd/mm/yyyy)<br>4. N/A   | ( / / )   |                                  |  |  |  |
| ( / / )   | · · · _   |                                  |  |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price   |   |                                  |  |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)  |   |                                  |  |  |  |
| (dd/mm/yyyy)  | ( / / )<br>Tota   | (Preferen                        | ary shares)<br>nce shares)<br>Other class) | N/A  | -  |

| Convertibles (i.e. Convertible in                    | nto Shares of the Is                 | suer which are                              | to be Listed)                    |                                    |  |   |
|--|--------------------------------------|---|----------------------------------|------------------------------------|--|---|
| Class and description                                | Currency of<br>amount<br>outstanding | Amount at<br>close of<br>preceding<br>month | Converted<br>during the<br>month | Amount at<br>close of the<br>month | No. of new<br>shares of issuer<br>issued during the<br>month pursuant<br>thereto | No. of new<br>shares of issuer<br>which may be<br>issued pursuant<br>thereto as at<br>close of the<br>month |
| 1. N/A   |                                      |   |                                  |                                    |  |   |
| Stock code (if listed)                               |                                      |   |                                  |                                    |  |   |
| Class of shares                                      |                                      |   |                                  |                                    |  |   |
| issuable (Note 1)                                    |                                      |   |                                  |                                    |  |   |
| Subscription price                                   |                                      |   |                                  |                                    |  |   |
| (if applicable)                                      |                                      |   |                                  |                                    |  |   |
| (dd/mm/yyyy))  | ( / / )                              |   |                                  |                                    |  |   |
| 2. N/A   |                                      |   |                                  |                                    |  |   |
|  | _                                    |   |                                  |                                    |  |   |
|  |                                      |   |                                  |                                    |  |   |
| Stock code (if listed)                               |                                      |   |                                  |                                    |  | - <u> </u>  |
| Class of shares                                      |                                      |   |                                  |                                    |  |   |
| issuable (Note 1)                                    |                                      |   |                                  |                                    |  |   |
| Subscription price                                   |                                      |   |                                  |                                    |  |   |
| EGM approval date                                    |                                      |   |                                  |                                    |  |   |
| (if applicable)                                      |                                      |   |                                  |                                    |  |   |
| (dd/mm/yyyy)   | ( / / )                              |   |                                  |                                    |  |   |
| 3. N/A   |                                      |   |                                  |                                    |  |   |
|  |                                      |   |                                  |                                    |  |   |
|  |                                      |   |                                  |                                    |  |   |
| Stock code (if listed)                               |                                      |   |                                  |                                    |  |   |
| Class of shares                                      |                                      |   |                                  |                                    |  |   |
| issuable (Note 1)                                    |                                      |   |                                  |                                    |  |   |
| Subscription price                                   |                                      |   |                                  |                                    |  |   |
| EGM approval date (if applicable)                    |                                      |   |                                  |                                    |  |   |
| (dd/mm/yyyy)   | ( / / )                              |   |                                  |                                    |  |   |
| 4. N/A   |                                      |   |                                  |                                    |  |   |
|  |                                      |   |                                  |                                    |  |   |
|  |                                      |   |                                  |                                    |  |   |
|  |                                      |   |                                  |                                    |  |   |
| Stock code (if listed)                               |                                      |   |                                  |                                    |  |   |
| Class of shares issuable ( <i>Note 1</i> )           |                                      |   |                                  |                                    |  |   |
| Subscription price                                   |                                      |   |                                  |                                    |  |   |
|  |                                      |   |                                  |                                    |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) | ( / / )                              |   |                                  |                                    |  |   |
|  |                                      |   | Total C. (Or                     | dinary shares)                     | N/A  |   |
|  |                                      |   |                                  | erence shares)                     | N/A  | _   |
|  |                                      |   |                                  | (Other class)                      | N/A  | _   |
|  |                                      |   |                                  |                                    |  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|---|---|--|
| 1. The Company made an offer to purchase 1,333,334 of   |   |  |
| Environmental Investment Services Asia Limited ("EISAL") shares   |   |  |
| at a consideration of US\$0.30 in cash and 1.14 new shares of the                                       |   |  |
| Company per EISAL share. 1,520,000 shares of the Company will   |   |  |
| be allotted and issued pursuant to the general mandate on full  |   |  |
| acceptance of the offer.  |   |  |
|   |   |  |
|   |   |  |
| Ordinary shares (Note 1)  | -   | 1,520,000  |
|   |   | , ,  |
| 2. N/A  |   |  |
|   |   |  |
|   |   |  |
|   |   |  |
| shares (Note 1)   |   |  |
| 3. N/A  |   |  |
| 5. <u>1</u> \//   |   |  |
|   |   |  |
|   |   |  |
| shares (Note 1)   |   |  |
|   |   |  |
| Total D. (Ordinary shares)  | N/A   |  |
| (Preference shares)   | N/A<br>N/A  |  |
| (Other class)   | N/A   |  |
|   |   |  |

|    | Type of Issue | Issued Share Capital |  |       |   | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer<br>which may<br>be issued<br>pursuant<br>thereto as<br>at close of<br>the month |
|----|---------------|----------------------|--|-------|---|---|---|
|    |               |                      | Class of shares issuable ( <i>Note 1</i> ) |       |   |   |   |
| 1. | Rights issue  | At price : State     | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|    |               |                      | EGM approval date:<br>(dd/mm/yyyy)         | ( / / |   | N/A   | N/A   |
|    |               |                      |  |       |   |   |   |
|    |               |                      | Class of shares issuable ( <i>Note 1</i> ) |       |   |   |   |
| 2. | Open offer    | At price : State     | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|    |               |                      | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A   | N/A   |
|    |               |                      |  |       |   |   |   |
|    |               |                      | Class of shares issuable (Note 1)          |       |   |   |   |
| 3. | Placing       | At price : State     | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|    |               |                      | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A   | N/A   |
|    |               |                      |  |       |   |   |   |
|    |               |                      | Class of shares issuable (Note 1)          |       |   |   |   |
| 4. | Bonus issue   |                      | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|    |               |                      | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A   | N/A   |
|    |               |                      |  |       |   |   |   |

|    | Type of Issue                              |  |       |   | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer<br>which may<br>be issued<br>pursuant<br>thereto as<br>at close of<br>the month |
|----|--|--|-------|---|---|---|
|    |  | Class of shares issuable ( <i>Note 1</i> ) |       |   |   |   |
| 5. | Scrip dividend At price : State currency — | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|    |  | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A   | N/A   |
|    |  |  |       |   |   |   |
|    |  | Class of shares repurchased (Note 1)       |       |   |   |   |
| 6. | Repurchase of shares                       | Cancellation date :<br>(dd/mm/yyyy)        | ( / / | ) |   |   |
|    |  | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A   | N/A   |
|    |  |  |       |   |   |   |
|    |  | Class of shares redeemed ( <i>Note 1</i> ) |       |   |   |   |
| 7. | Redemption of shares                       | Redemption date :<br>(dd/mm/yyyy)          | ( / / | ) |   |   |
|    |  | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A   | N/A   |
|    |  |  |       |   |   |   |
|    |  | Class of shares issuable ( <i>Note 1</i> ) |       |   |   |   |
| 8. | Consideration issue At price : State       | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|    |  | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A   | N/A   |
|    |  |  |       |   |   |   |

|     | Type of Issue             |                  |  |                   | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer<br>which may<br>be issued<br>pursuant<br>thereto as<br>at close of<br>the month |
|-----|---------------------------|------------------|--|-------------------|---|---|
|     |                           |                  | Class of shares issuab (Note 1)            | le                |   |   |
| 9.  | Capital reorganisation    |                  | Issue and allotment<br>date : (dd/mm/yyyy) | (//)              |   |   |
|     |                           |                  | EGM approval date:<br>(dd/mm/yyyy)         | (//)              | N/A   | N/A   |
|     |                           |                  |  |                   |   |   |
|     |                           |                  | Class of shares issuab (Note 1)            | le                |   |   |
| 10. | Other<br>(Please specify) | At price : State | - Issue and allotment date : (dd/mm/yyyy)  | (//)              |   |   |
|     |                           |                  | EGM approval date:<br>(dd/mm/yyyy)         | (//)              | N/A   | N/A   |
|     |                           |                  | Total E.                                   | (Ordinary shares  | s) N/A  |   |
|     |                           |                  | (  | Preference shares | s) N/A  | -   |
|     |                           |                  |  | (Other class      | s) <u>N/A</u>   | -   |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):         | (1)    | 0               |
|---|--------|-----------------|
|   | (2)    | N/A             |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):       |        | N/A             |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): |        | N/A             |
| (These figures should be the same as the relevant figures under II above ("Movements in Iss     | ued Sh | are Capital").) |

Remarks (if any):

| Submitted by: <u>Lam Yuen Ling Eva</u> |
|--|
|--|

 Joint Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.