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SOMERLEY CAPITAL HOLDINGS LIMITED

Somerley Capital Holdings Limited

新百利融資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8439)

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND (2) CHANGE OF COMPOSITION OF BOARD COMMITTEES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “Board”) of directors (the “Directors”) of Somerley Capital Holdings Limited (the “Company”, and together with its subsidiaries, the “Group”) is pleased to announce that Mr. LAW Cheuk Kin Stephen (“Mr. Law”) has been appointed as an independent non-executive Director of the Company, a member of each of the audit committee of the Company (the “Audit Committee”) and the nomination committee of the Company (the “Nomination Committee”) with effect from 15 February 2019.

The biographical details of Mr. Law are set out below:

Mr. Law, aged 56, is currently the managing director of ANS Capital Limited, an investment holding company. He is also currently an independent non-executive director of China Everbright Limited (stock code: HK165), a member of the board of directors of SOW (Asia) Foundation and a council member of Hong Kong Business Accountants Association. Mr. Law served as the finance director and a member of the executive directorate of MTR Corporation Limited (stock code: HK66) (“MTR”) from July 2013 to July 2016. Prior to joining MTR, he was the chief financial officer of Guoco Group Limited (stock code: HK53). Prior to that, Mr. Law had served as the managing director of TPG Growth Capital (Asia) Limited and had also held various senior positions in the Morningside Group and the Wheelock Group. He was also previously, from March 2011 to September 2012, a non-executive director of China NT Pharma Group Company Limited (stock code: HK1011), from June 2010 to September 2012, an alternate director in MIE Holdings Corporation (stock code: HK1555) and, from July 2016 to September 2018, an independent non-executive director of AAG Energy Holdings Limited (stock code: HK2686). He was a council member of the Hong Kong Institute of Certified Public Accountants from 2010 to 2017 and also served as an adjunct professor of Hong Kong Polytechnic University from 2015 to 2017. He is currently a member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. Besides, Mr. Law has been appointed by the

Ministry of Finance of the People's Republic of China (the "MOF") as an expert consultant to provide advice on finance and management accounting to the MOF. Mr. Law holds a Bachelor's degree in Science (Civil Engineering) from the University of Birmingham, the United Kingdom and also received a Master's degree in Business Administration from the University of Hull, the United Kingdom. Save as disclosed above, Mr. Law did not hold any directorship in other listed public companies in the past three years.

Mr. Law has entered into a service agreement with the Company for a term of 3 years commencing on 15 February 2019. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the terms of his service agreement, Mr. Law is entitled to a remuneration of HK\$240,000 per annum which was determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, as at the date of this announcement, (i) Mr. Law does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) Mr. Law does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iii) Mr. Law does not hold other positions within the Company or any of its subsidiaries. The Board is of the view that he has met the independence guidelines set out in Rule 5.09 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules"). There is no other information relating to the appointment of Mr. Law which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the appointment of Mr. Law, the Board will comprise six members including three independent non-executive Directors representing not less than one-third of the Board, which fulfills the requirements under Rules 5.05(1) and 5.05A of the GEM Listing Rules. Further, each of the Audit Committee and Nomination Committee will have three members and comprises a majority of independent non-executive Directors, which fulfills the requirements under the terms of reference of the Audit Committee and the Nomination Committee, Rule 5.28 of the GEM Listing Rules and code provision A.5.1 of the Corporate Governance Code in Appendix 15 to the GEM Listing Rules.

With effect from 15 February 2019, the composition of the Board committees will be as follows:

Director	Board Committee	Audit Committee	Nomination Committee	Remuneration Committee
Mr. SABINE Martin Nevil			Chairman	
Mr. CHEUNG Tei Sing Jamie				Member
Mr. CHENG Yuk Wo	Chairman			Member
Mr. YUEN Kam Tim Francis	Member	Member	Member	Chairman
Mr. LAW Cheuk Kin Stephen	Member	Member	Member	

The Board would like to express a warm welcome to Mr. Law.

for and on behalf of
Somerley Capital Holdings Limited
SABINE Martin Nevil
Chairman

Hong Kong, 14 February 2019

As at the date of this announcement, the executive Directors are Mr. SABINE Martin Nevil, Mr. CHEUNG Tei Sing Jamie and Mr. CHOW Wai Hung Kenneth; the independent non-executive Directors are Mr. CHENG Yuk Wo and Mr. YUEN Kam Tim Francis.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and will also be published on the Company's website at www.somerleycapital.com.