

**APPENDIX 5****FORMS RELATING TO LISTING****FORM F****GEM****COMPANY INFORMATION SHEET**

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 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 GEM 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 15 February 2019.

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 28 March 2017

Name of Sponsor(s): N/A

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. YUEN Kam Tim Francis  
Mr. LAW Cheuk Kin Stephen

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

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

<b>Name</b>	<b>Number of ordinary shares</b>	<b>Percentage shareholding upon listing</b>
Somerley Group Limited	93,461,350	66.29%
Mr. SABINE Martin Nevil (" <b>Mr. Sabine</b> ") (Notes 1 and 2)	95,694,790	67.87%
Mr. FLETCHER John Wilfred Sword (" <b>Mr. Fletcher</b> ") (Notes 1 and 2)	95,694,790	67.87%
Mr. CHEUNG Tei Sing Jamie (" <b>Mr. Cheung</b> ") (Notes 1, 2 and 3)	95,694,790	67.87%

Notes:

- Somerley Group Limited is directly interested in 93,461,350 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 2,233,440 Shares.*

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](http://www.somerleycapital.com)

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

Share registrar: **Principal share registrar and transfer office in the Cayman Islands**

Conyers 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: 140,988,555

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

No. of warrants outstanding: N/A

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

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

**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 maximum number of shares which may be issued upon the exercise of all the outstanding options granted under the Pre-IPO Share Option Scheme will be 6,547,339.

(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.

Signed:

\_\_\_\_\_  
SABINE Martin Nevil

\_\_\_\_\_  
CHEUNG Tei Sing Jamie

\_\_\_\_\_  
CHOW Wai Hung Kenneth

\_\_\_\_\_  
CHENG Yuk Wo

\_\_\_\_\_  
YUEN Kam Tim Francis

\_\_\_\_\_  
LAW Cheuk Kin Stephen

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

**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.*