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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)

VOLUNTARY ANNOUNCEMENT PARTIAL DISTRIBUTION IN SPECIE OF THE SHARES OF THE COMPANY BY CONTROLLING SHAREHOLDERS AND TRANSFERS OF SHARES BY WAY OF GIFT TO INCREASE THE PUBLIC FLOAT OF THE COMPANY

SGL, the controlling shareholder of the Company, has informed the Company that it has distributed certain Shares of the Company to SGL Shareholders, who have in turn transferred the majority of such Shares to third parties by way of gift. Immediately after the Distribution in Specie effected by SGL and the Transfers of Gift Shares effected by SGL Shareholders, (i) the number of Shares held by SGL decreased from 94,409,350 Shares (representing approximately 66.32% of the total number of issued Shares) to 83,909,350 Shares (representing approximately 58.94% of the total number of issued Shares); (ii) a total of 10,500,000 (representing approximately 7.38% of the total number of issued Shares) held by SGL were distributed to its shareholders on a pro-rata basis; and a total of 9,580,000 Shares, representing approximately 6.73% of the total number of issued Shares were transferred by way of gift by SGL Shareholders to the Designated Transferees. Accordingly, the Shares held by the public increased from 37,254,934 Shares, representing approximately 26.17% of the total number of issued Shares to 47,484,934 Shares, representing approximately 33.36% of the total number of issued Shares. This will increase the ability of the Company to grant any share incentive program which may be awarded to persons who are not classified as members of the public and to repurchase its own Shares if it sees fit.

This announcement is made by Somerley Capital Holdings Limited (the “**Company**”) on a voluntary basis. The board (the “**Board**”) of directors (the “**Directors**”) of the Company has been informed by Somerley Group Limited (“**SGL**”), the controlling shareholder of the Company, that a total of 10,500,000 ordinary shares of the Company (the “**Shares**”) held by it, representing approximately 7.38% of the total number of issued Shares, has been distributed in specie to SGL’s shareholders (“**SGL Shareholders**”) on a pro-rata

basis (the “**Distribution in Specie**”). Of such Shares, 9,580,000 Shares have been transferred on 28 March 2022 to designated parties who are members of the public (the “**Designated Transferees**”) by the SGL Shareholders by way of gift (the “**Transfers of Gift Shares**”).

The effects of the Distribution in Specie and the Transfers of Gift Shares on the shareholdings of the Company, including the number of Shares held by the public, is set out below.

Shareholders	As of the date of this announcement and immediate before the Distribution in Specie and the Transfers of Gift Shares		Immediate after the Distribution in Specie		Immediate after the Transfers of Gift Shares	
	No. of Shares held in the Company	Approximate % of shareholding of the Company	No. of Shares held in the Company (Expected)	Approximate % of shareholding of the Company (Expected)	No. of Shares held in the Company (Expected)	Approximate % of shareholding of the Company (Expected)
Somerley Group Limited (<i>Note</i>)	94,409,350	66.32%	83,909,350	58.94%	83,909,350	58.94%
SABINE Martin Nevil (<i>Note</i>)	—	0.00%	6,000,000	4.22%	220,000	0.15%
Fletcher John Wilfred Sword (<i>Note</i>)	—	0.00%	2,150,000	1.51%	50,000	0.04%
CHEUNG Tei Sing Jamie (<i>Note</i>)	2,233,440	1.57%	3,583,440	2.52%	2,233,440	1.57%
FONG San Man Cecilia (<i>Note</i>)	—	0.00%	1,000,000	0.70%	650,000	0.46%
Director — CHOW Wai Hung Kenneth	3,754,170	2.64%	3,754,170	2.64%	3,754,170	2.64%
Directors of a subsidiary	4,703,200	3.30%	4,703,200	3.30%	4,703,200	3.30%
Designated Transferees	—	0.00%	—	0.00%	9,580,000	6.73%
Other public shareholders	<u>37,254,934</u>	<u>26.17%</u>	<u>37,254,934</u>	<u>26.17%</u>	<u>37,254,934</u>	<u>26.17%</u>
Sub-total	<u>142,355,094</u>	<u>100.00%</u>	<u>142,355,094</u>	<u>100.00%</u>	<u>142,355,094</u>	<u>100.00%</u>

Note: Somerley Group Limited is wholly-owned by Mr. SABINE Martin Nevil (“**Mr. Sabine**”), Mr. FLETCHER John Wilfred Sword (“**Mr. Fletcher**”), Mr. CHEUNG Tei Sing Jamie (“**Mr. Cheung**”) and Ms. FONG Sau Man Cecilia (“**Ms. Fong**”). 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 is deemed to be interested in all the Shares held by them in aggregate by virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Immediately before the Distribution in Specie and the Transfers of Gift Shares, 94,409,350 Shares, representing approximately 66.32% of the total number of issued Shares, were held by SGL. A further 10,690,810 Shares were held by the Directors of the Company or the directors of its subsidiary who are not considered members of the public. Accordingly, 37,254,934 Shares were held by the public, representing approximately 26.17% of the total number of issued Shares.

Immediately after the Distribution in Specie, 83,909,350 Shares (representing approximately 58.94% of the total number of issued Shares) were held by SGL with a total of 10,500,000 Shares (representing approximately 7.38% of the total number of issued Shares) being distributed to and held under the names of the SGL Shareholders. Accordingly, 38,254,934 Shares were held by the public (including the Shares held by Ms. Fong), representing approximately 26.87% of the total number of issued Shares.

On completion of the Transfers of Gift Shares and as at the date of this announcement, 9,580,000 Shares, representing approximately 6.73% of the total number of issued Shares, were transferred by the SGL Shareholders to the Designated Transferees. The Designated Transferees are not connected parties pursuant to Chapter 20 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange. Accordingly, as at the date of this announcement, 47,484,934 Shares are currently held by the public (including the Shares held by Ms. Fong and the Designated Transferees), representing approximately 33.36% of the total number of issued Shares.

The Board is of the view that the Distribution in Specie and the Transfers of Gift Shares will enlarge the shareholder base of the Company and may help to increase the liquidity of its Shares. It will also allow the Board to consider the grant of any share incentive program, including to persons who are not considered members of the public. The Board also notes that the Distribution in Specie and the Transfers of Gift Shares will increase the capacity of the Company to repurchase its Shares if it sees fit.

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

Hong Kong, 28 March 2022

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, Mr. YUEN Kam Tim Francis and Mr. LAW Cheuk Kin Stephen.

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 Listed Company Information" 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.