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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)**

### **CHANGE OF AUDITOR**

This announcement is made by the board (the “Board”) of directors (the “Directors”) of Somerley Capital Holdings Limited (the “Company”) pursuant to Rule 17.50(4) of the Rules Governing the GEM Listing of Securities (“GEM Listing Rules”) on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

#### **RESIGNATION OF AUDITOR**

The Board announces that SHINEWING (HK) CPA Limited (“SHINEWING”) has resigned as the auditor of the Company with effect from 20 September 2022 as the Company and SHINEWING could not reach a consensus in respect of the audit fee of the Company for the financial year ending 31 March 2023.

SHINEWING has confirmed in its letter of resignation dated 20 September 2022 that there are no other matters or circumstances connected with its resignation that need to be brought to the attention of holders of securities of the Company.

The Board and the audit committee of the Company (the “Audit Committee”) have also confirmed that there is no disagreement or unresolved matter between SHINEWING and the Company, and that there is no other matter in respect of the change of auditor which should be brought to the attention of holders of securities of the Company.

The Board would like to acknowledge the services rendered by SHINEWING to the Company during its tenure as auditor.

## **APPOINTMENT OF AUDITOR**

The Board announces that, having considered the recommendation from the Audit Committee, it has resolved to appoint Crowe (HK) CPA Limited (“Crowe”) as the new auditor of the Company with effect from 20 September 2022 to fill the casual vacancy following the resignation of SHINEWING and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to Article 155 of the articles of association of the Company, the Board has the power to fill the vacancy in the office of auditor and to fix the remuneration of the auditor so appointed. Accordingly, no extraordinary general meeting will be held for such purpose.

The Board welcomes to the appointment of Crowe as the new auditor of the Company.

By order of the Board  
**Somerley Capital Holdings Limited**  
**SABINE Martin Nevil**  
*Chairman*

Hong Kong, 20 September 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 GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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 website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) 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](http://www.somerleycapital.com).*