



# 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)

### SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 15 SEPTEMBER 2023

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares (the  
“Shares”) of HK\$0.01 each in the capital of Somerley Capital Holdings Limited (the “Company”) HEREBY APPOINT THE  
CHAIRMAN OF THE MEETING <sup>(Note 3)</sup>, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at 17/F.,  
Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Friday, 15 September 2023 at 11:30 a.m. (or at any adjournment  
thereof) (the “Meeting”) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such  
indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2023.		
2.	To declare a final dividend of HK2.5 cents per Share out of the share premium account of the Company.		
3.	(a) To re-elect Mr. CHOW Wai Hung Kenneth as an executive director of the Company.		
	(b) To re-elect Mr. CHENG Yuk Wo as an independent non-executive director of the Company.		
4.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
5.	To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.		
6.	To grant a general mandate to the directors of the Company to allot, issue and deal with new Shares not exceeding 20% of its issued Shares as at the date of passing this resolution.		
7.	To grant a general mandate to the directors of the Company to repurchase Shares not exceeding 10% of its issued Shares as at the date of passing this resolution.		
8.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional Shares not exceeding the aggregate number of the Shares repurchased by the Company pursuant to the general mandate granted under resolution no. 7.		
SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
9.	To approve the proposed amendments to the existing memorandum and amended and restated articles of association of the Company and adopt the amended and restated memorandum of association and second amended and restated articles of association of the Company, which contain the proposed amendments, in substitution for, and to the exclusion of, the existing memorandum and amended and restated articles of association of the Company with immediate effect.		
ORDINARY RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
10.	To approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme (as defined in the circular of the Company dated 16 August 2023).		

Shareholder's Signature <sup>(Note 5)</sup> \_\_\_\_\_

Date \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this second form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out **"THE CHAIRMAN OF THE MEETING, or"** and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the first notice convening the Meeting dated 28 June 2023 (the **"First Notice"**) and the supplemental notice of the Meeting dated 16 August 2023 (the **"Supplemental Notice"**).
5. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited, located at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the Meeting (the **"Closing Time"**) at which the person named in the instrument proposes to vote.
8. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened if the member so wishes and, in such event, the instrument appointing a proxy will be deemed to be revoked.
9. Where there are joint holders of any Share, any one of such joint holder may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
10. Completion and delivery of this second form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish.
11. Shareholders or their proxies attending the Meeting shall produce their identity documents.
12. Attention: A shareholder who has not yet lodged the form of proxy for the Meeting enclosed with the notice of the Meeting dated 28 June 2023 (the **"First Proxy Form"**) with the Company's branch share registrar in Hong Kong is requested to lodge this second form of proxy if it/he/she wishes to appoint proxy/proxies to attend the Meeting on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar in Hong Kong.
13. Attention: A shareholder who has lodged the First Proxy Form with the Company's branch share registrar in Hong Kong should note that:
  - (i) if no second form of proxy is lodged with the Company's branch share registrar in Hong Kong, the First Proxy Form will be treated as a valid form of proxy lodged by the shareholder if correctly completed. The proxy so appointed by the shareholder shall be required to vote in such manner as it/he/she may be directed under the First Proxy Form and, in respect of the resolution no. 10, as set out in the Supplemental Notice and this second form of proxy, the proxy will be entitled to vote at its/his/her discretion or to abstain from voting on such resolution;
  - (ii) if this second form of proxy is lodged with the Company's branch share registrar in Hong Kong before the Closing Time, this second form of proxy, if correctly completed, will be treated as a valid form of proxy lodged by the shareholder and will revoke and supersede the First Proxy Form previously lodged by it/him/her;
  - (iii) if this second form of proxy is lodged with the Company's branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this second form of proxy will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no second form of proxy was lodged with the Company's branch share registrar in Hong Kong.

**"PERSONAL INFORMATION COLLECTION STATEMENT"**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the **"Purposes"**). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Union Registrars Limited at the address set out in Note 7 above."