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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) UNUSUAL MOVEMENTS IN PRICE AND TRADING VOLUMES AND**

### **(2) ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 17.10 OF THE GEM LISTING RULES AND INSIDE INFORMATION PROVISIONS**

This announcement is made by Somerley Capital Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 17.10 of the Rules Governing the Listing of Securities on GEM operated by The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (“**SFO**”) (Chapter 571 of the Laws of Hong Kong).

#### **UNUSUAL MOVEMENTS IN PRICE AND TRADING VOLUMES AND POSSIBLE TRANSACTION**

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has noted the recent unusual movements in the price and trading volume of the Company’s shares (the “**Shares**”). In response to such movements, Somerley Group Limited (“**SGL**”), the controlling shareholder of the Company, told the Board that it has recently been in discussion with an independent investor (the “**Potential Investor**”) in relation to the possible transfer of certain shareholding interests in the Company held by SGL to the Potential Investor (the “**Possible Transaction**”), which, if materialised, may lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code.

As at the date of this announcement, (i) SGL is interested in 84,938,190 Shares, representing approximately 57.9% of the entire issued share capital of the Company. SGL is wholly-owned by Mr. SABINE Martin Nevil (“**Mr. Sabine**”), Mr. FLETCHER John Wilfred Sword (“**Mr. Fletcher**”) and Mr. CHEUNG Tei Sing Jamie (“**Mr. Cheung**”) and Ms. FONG Sau Man Cecilia and their respective shareholdings in SGL are

approximately 57.1%, 20.5%, 12.9% and 9.5%, respectively. In addition to their interests in the Company through SGL, the respective direct shareholdings of Mr. Sabine, Mr. Fletcher and Mr. Cheung are 342,000 Shares, 50,000 Shares and 2,879,157 Shares. Consequently, SGL, Mr. Sabine, Mr. Fletcher and Mr. Cheung are interested in 88,209,347 Shares, representing approximately 60.1% of the entire issued share capital of the Company; and (ii) the discussions regarding the Possible Transaction are still continuing, and no definitive agreement has been entered into with the Potential Investor in this respect.

Having made all reasonable enquiries, the Board confirms that, save as disclosed above, it is not aware of any reasons for the price and volume movements or of any information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under the SFO.

### **RELEVANT SECURITIES OF THE COMPANY**

As at the date of this announcement, the Company has 146,705,894 ordinary Shares in issue (including 230,000 ordinary Shares repurchased but not yet cancelled) and 7,900,000 Share options outstanding. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

### **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, the Board will keep the market informed by way of an announcement on a monthly basis until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made. The Company will make further announcement(s) as and when appropriate in accordance with the requirements of the GEM Listing Rules and/or the Takeovers Code (as the case may be).

### **DEALING DISCLOSURE**

For the purposes of the Takeovers Code, an offer period has commenced on the date of this announcement. The respective associates (as defined in the Takeovers Code) of the Company and the Potential Investor (including persons who own or control 5% or more of any class of relevant securities issued by the Company) are hereby reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been halted from 9:00 a.m. on 13 April 2026 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 14 April 2026.

## **WARNING**

**As at the date of this announcement, no agreements have been entered into in respect of the Possible Transaction, and the Possible Transaction may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

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

Hong Kong, 13 April 2026

*As at the date of this announcement, the executive Directors are Mr. SABINE Martin Nevil, Mr. CHEUNG Tei Sing Jamie, Mr. CHOW Wai Hung Kenneth, Ms. LEUNG Lim Ng Jenny and Mr. WONG C-Tsun; the independent non-executive Directors are Mr. CHENG Yuk Wo, Mr. YUEN Kam Tim Francis and Ms. KHOO Pui Wun.*

*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 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 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).*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*