

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable laws. This joint announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.



SOMERLEY CAPITAL HOLDINGS LIMITED

Sky Links Group Limited

*(incorporated in the British Virgin Islands
with limited liability)*

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)

JOINT ANNOUNCEMENT

DELAY IN DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS BY EDDID CAPITAL LIMITED AND RED SUN CAPITAL LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF THE COMPANY (OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE OFFEROR AND THE PARTIES ACTING IN CONCERT WITH IT) AND TO CANCEL ALL OUTSTANDING OPTIONS OF THE COMPANY

Joint financial advisers to the Offeror

**Financial adviser
to the Company**



Eddid Capital Limited



紅日資本有限公司
RED SUN CAPITAL LIMITED

Red Sun Capital Limited



SOMERLEY CAPITAL LIMITED

Somerley Capital Limited

Reference is made to the announcement jointly issued by the Offeror and the Company dated 4 May 2026 (the “**Joint Announcement**”) in relation to, among others, the Sale and Purchase Agreement and the Offers. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Joint Announcement.

DELAY IN DESPATCH OF COMPOSITE DOCUMENT

As disclosed in the Joint Announcement, it is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Document. In accordance with Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things; (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of advice from the Independent Board Committee to the Offer Shareholders and Optionholders in relation to the Offers; and (iii) a letter of advice from the independent financial adviser to the Independent Board Committee in relation to the Offers, together with the relevant forms of acceptance and transfer, are required to be despatched to the Shareholders and Optionholders no later than 21 days (i.e. on or before 25 May 2026) after the date of the Joint Announcement or such later date as the Executive may approve.

As disclosed in the Joint Announcement, the SPA Completion is conditional upon the fulfillment or waiver (if applicable) of the conditions precedent as set out in the Sale and Purchase Agreement (the “**Conditions**”) and in the section headed “Conditions to the Sale and Purchase Agreement” of the Joint Announcement. Additional time is required to satisfy the Conditions, in particular, to obtain necessary approvals from the SFC under the SFO for the acquisition by the Purchaser of the Sale Shares and the Purchaser becoming a substantial shareholder of each of the Licensed Corporations contemplated under Condition (ii) as stated in the Joint Announcement.

An application for consent has been made to the Executive pursuant to Note 2 to Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the Composite Document accompanied by the forms of acceptance to the earlier of (1) the date which is no later than 7 days from the date of the SPA Completion; or (2) the Extended Long Stop Date (i.e. 31 December 2026). The Executive has indicated that it is minded to grant its consent for such extension.

Further announcement(s) will be jointly made by the Company and the Offeror as and when appropriate in compliance with the GEM Listing Rules and the Takeovers Code when the Composite Document is despatched.

WARNING

Shareholders, Optionholders and/or potential investors of the Company should note that the SPA Completion is subject to the fulfilment or waiver of the conditions set out under the sub-section headed “Conditions to the Sale and Purchase Agreement” in the Joint Announcement. Accordingly, the SPA Completion may or may not take place and consequently the Offers may or may not be made. Shareholders, Optionholders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their own professional advisers.

Shareholders and Optionholders are reminded to read the Composite Document when it is published, including the recommendations of the Independent Board Committee and the advice of the independent financial adviser in respect of the Offers, before deciding whether or not to accept the Offers.

By order of the sole director of
Sky Links Group Limited
NG Hoi Kam
Director

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

Hong Kong, 22 May 2026

As at the date of this joint 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, its ultimate beneficial owners and the parties acting in concert with any of them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, information and belief, opinions expressed in this joint announcement (other than those expressed by the director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would render any statement contained in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Ng Hoi Kam.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and the Seller), and confirms, having made all reasonable enquiries, that to the best of his knowledge, information and belief, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would render any statement in this joint announcement misleading.

This joint announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at 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.