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Sky Links Group Limited

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



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)*

JOINT ANNOUNCEMENT

**MONTHLY UPDATE ON THE
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 (i) the announcement jointly issued by Sky Links Group Limited (the “**Offeror**”) and Somerley Capital Holdings Limited (the “**Company**”) dated 4 May 2026 (the “**Joint Announcement**”) in relation to, among others, the Sale and Purchase Agreement and the Offers; and (ii) the joint announcement dated 22 May 2026 issued by the Offeror and the Company in relation to the delay in despatch of the composite document in relation to the Offers (the “**Delay Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Joint Announcement and the Delay Announcement.

STATUS OF SATISFACTION OF THE CONDITIONS TO THE SALE AND PURCHASE AGREEMENT

As disclosed in the Joint Announcement, the SPA Completion is conditional upon the fulfilment or waiver (if applicable) of the conditions precedent of the Sale and Purchase Agreement (the “**Conditions**”) as set out in the section headed “Conditions to the Sale and Purchase Agreement” of the Joint Announcement, on or before the Long Stop Date.

The Offeror and the Company would like to update the Shareholders and potential investors of the Company on the latest developments relating to the satisfaction of the Conditions to the SPA Completion. Since the date of the Joint Announcement, the Offeror has submitted the application to the SFC for approval for the Offeror to become a substantial shareholder of each of the Licensed Corporations in accordance with section 132(1) of the SFO. The Offeror is in the process of responding to the requisitions raised by the SFC.

As at the date of this joint announcement, save for Conditions (i) and (iii) as set out in the section headed “Conditions to the Sale and Purchase Agreement” of the Joint Announcement, none of other Conditions have been fulfilled and/or waived. The Offeror and the Company will continue to progress with the satisfaction of the Conditions.

As disclosed in the Delay Announcement, an application for consent was 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). On 28 May 2026, the Executive has granted its consent to extend the latest time for the despatch of the Composite Document to a date no later than 7 days after the date of the SPA Completion or 7 January 2027, whichever is earlier.

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 June 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.