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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)**

### **POSITIVE PROFIT ALERT**

This announcement (the “**Positive Profit Alert**”) is made by Somerley Capital Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Reference is also made to the announcement jointly issued by Sky Links Group Limited 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.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the preliminary unaudited consolidated management accounts of the Group, the Group is expected to report a turnaround to profitability by recording an after-tax profit of around HK\$2 million for the year ended 31 March 2026 (2025: after-tax loss of approximately HK\$13.8 million) (the “**Estimated Profit**”). The return to profit is primarily attributable to (i) an approximately HK\$4.6 million increase in revenue as a result of the marked increase in the volume of corporate finance activities driven by the broad-based resurgence of the stock market; (ii) approximately HK\$9.2 million net decrease in employee benefits costs resulting from the successful implementation of organisational streamlining initiatives; (iii) approximately HK\$1.1 million decreases in impairment loss recognised in respect of trade receivables and intangible asset; and (iv) other general cost savings achieved in respect of depreciation of right-of-use assets and other operating expenses.

As the Company is still in the course of finalising the results of the Group for the year ended 31 March 2026, the information contained in this announcement is a preliminary assessment by the Board based on the unaudited consolidated management accounts of the Group, which are subject to review by the Company's audit committee and completion of audit work by the Company's auditors. The information set out in this announcement is therefore subject to finalisation and adjustment (if necessary). The results of the Group for the year ended 31 March 2026 are scheduled to be approved and announced by the Board on 29 June 2026.

The Estimated Profit included in this Positive Profit Alert constitutes a profit forecast under Rule 10 of Takeovers Code and should be reported on by the Company's financial adviser and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code. As the Positive Profit Alert was made pursuant to Rule 17.10(2) of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) of Part XIVA of the SFO, which require the Company to disclose any inside information as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties in meeting the requirements of Rule 10.4 of the Takeovers Code. Accordingly, the Estimated Profit does not meet the standard required by Rule 10 of the Takeovers Code. Under Rule 10.4 and Practice Note 2 of the Takeovers Code, if the Estimated Profit is first published in an announcement, it must be repeated in full, together with the reports from the Company's financial advisers and auditors or accountants on the Estimated Profit, in the next document to be sent to the Shareholders (the "**Document**"). The Estimated Profit will be reported on by the Company's financial advisers and auditors or accountants as soon as possible in compliance with the Takeovers Code and such reports will be contained in the next Document. However, it is currently expected that the annual results announcement of the Company for the year ended 31 March 2026 which falls within the ambit of Rule 10.9 of the Takeovers Code will be published prior to the despatch of the Document and the relevant results together with the notes to the financial statements will be included in the Document. If this proves to be the case, the requirements to report on the Estimated Profit under Rule 10.4 of the Takeovers Code will no longer be applicable.

## **WARNING**

**The Estimated Profit in this announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code. Shareholders, Optionholders and/or potential investors should exercise caution in placing reliance on the Positive Profit Alert in assessing the merits and demerits of the Offers.**

**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.**

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

Hong Kong, 23 June 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, information and belief, 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 render any statement contained in 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).*