THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Somerley Capital Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED PAYMENT OF A FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT; (3) PROPOSED PAYMENT OF A SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT; (4) PROPOSED RE-ELECTION OF DIRECTORS; (5) PROPOSED RE-APPOINTMENT OF AUDITOR; AND (6) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Somerley Capital Holdings Limited (the "**Company**") to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 28 July 2026 at 11:00 a.m. is set out on pages 23 to 28 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

NO refreshments or drinks will be served and NO corporate gifts will be distributed.

This circular 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 on the website of the Company at www.somerleycapital.com.

6 July 2026

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"2023 Share Option Scheme"	the share option scheme approved by the Shareholders and adopted by the Company on 15 September 2023
"AGM"	the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 28 July 2026 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 28 of this circular, or any adjournment thereof
"AGM Record Date"	being the record date for determination of eligibility of Shareholders to attend and vote at the AGM
"Articles"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Close Associate(s)"	has the meaning ascribed to such term in the GEM Listing Rules
"Companies Act"	The Companies Act, Cap. 22 (Act 3 of 1961 as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"Company"	Somerley Capital Holdings Limited (新百利融資控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
"Core Connected Person(s)"	has the meaning ascribed to such term in the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"Extended Mandate"	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued Shares as at the date of passing of the relevant resolution granting such mandate

"Final Dividend"	the proposed final dividend for the year ended 31 March 2026 to Shareholders whose names appear on the register of members of the Company on the Final Dividend Record Date
"Final Dividend Record Date"	being the record date for determination of entitlement of Shareholders to the Final Dividend
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"General Mandates"	the Issue Mandate, the Repurchase Mandate and the Extended Mandate
"Group"	the Company, its subsidiaries and its consolidated affiliated entities from time to time
"HK$" or "Hong Kong dollar(s)"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares (including any sale or transfer of the Treasury Shares) up to a maximum of 20% of the issued Shares (excluding any Treasury Shares) as at the date of passing of the ordinary resolution granting such mandate
"Latest Practicable Date"	29 June 2026 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Nomination Committee"	the nomination committee of the Company
"Remuneration Committee"	the remuneration committee of the Company

"Repurchase Mandate"	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued Shares (excluding any Treasury Shares) as at the date of passing of the ordinary resolution granting such mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share Premium Account"	the share premium account of the Company, the amount standing to the credit of which was approximately HK$37.4 million as at 31 March 2026 based on the audited consolidated financial statements of the Company as at that date
"Share(s)"	the ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Special Dividend"	the proposed special dividend to Shareholders whose names appear on the register of members of the Company on the Special Dividend Record Date
"Special Dividend Record Date"	being the record date for determination of entitlement of Shareholders to the Special Dividend
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended, supplemented or otherwise modified from time to time
"Treasury Shares"	Shares bought back and held by the Company in treasury, which has the meaning ascribe to such term in the GEM Listing Rules
"%"	per cent

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)

Executive Directors:
Mr. SABINE Martin Nevil *(Chairman)*
Mr. CHEUNG Tei Sing Jamie
Mr. CHOW Wai Hung Kenneth
Ms. LEUNG Lim Ng Jenny
Mr. WONG C-Tsun

Independent Non-executive Directors:
Mr. CHENG Yuk Wo
Mr. YUEN Kam Tim Francis
Ms. KHOO Pui Wun

Registered Office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Headquarters, Head Office and Principal Place of Business in Hong Kong:
20th Floor
China Building
29 Queen's Road Central
Central
Hong Kong

6 July 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED PAYMENT OF A FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT; (3) PROPOSED PAYMENT OF A SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT; (4) PROPOSED RE-ELECTION OF DIRECTORS; (5) PROPOSED RE-APPOINTMENT OF AUDITOR; AND (6) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against the resolutions in relation to (i) the proposed grant of the General Mandates; (ii) the proposed payment of a Final Dividend out of Share Premium Account; (iii) the proposed payment of a Special Dividend out of Share Premium Account; (iv) the proposed re-election of Directors; (v) the proposed re-appointment of auditor of the Company; and (vi) to provide you with the notice of AGM.

PROPOSED GRANT OF THE GENERAL MANDATES

At the AGM, the Directors propose to seek the approval of the Shareholders for the granting of the General Mandates to the Directors.

(a) Issue Mandate

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with new Shares (including any sale or transfer of the Treasury Shares) not exceeding 20% of the issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution at the AGM.

The Issue Mandate will lapse on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Details of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 7 of the notice of the AGM.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution at the AGM.

In accordance with the requirements of the GEM Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

Details of the Repurchase Mandate are set out in the ordinary resolution as referred to in resolution no. 8 of the notice of the AGM.

The Repurchase Mandate will lapse on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

The Company has in issue an aggregate of 146,772,894 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with a maximum of 29,354,578 new Shares and to repurchase a maximum of 14,677,289 Shares respectively, on the basis that issued Shares remains unchanged from the Latest Practicable Date until the date of the AGM.

(c) Extended Mandate

Subject to the passing of the ordinary resolutions granting the Issue Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorise the Directors to extend the Issue Mandate by an amount representing the number of Shares purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate.

Details of the Extended Mandate are set out in the ordinary resolution as referred to in resolution no. 9 of the notice of the AGM.

PROPOSED PAYMENT OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

The Board has recommended the declaration and payment of a Final Dividend of HK2 cents per Share out of the Share Premium Account for the year ended 31 March 2026, subject to the Shareholders' approval at the AGM. As at the Latest Practicable Date, the Company has 146,772,894 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to an aggregate amount of approximately HK$2.9 million. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the Payment of Final Dividend out of Share Premium Account" below, the Final Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles and in accordance with the Companies Act.

As at 31 March 2026, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately HK$37.4 million. Following the payment of the Final Dividend, there will be a remaining balance of approximately HK$34.5 million standing to the credit of the Share Premium Account.

(a) Conditions of the Payment of Final Dividend out of Share Premium Account

The payment of the Final Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

(i) the passing of an ordinary resolution by the Shareholders approving the declaration and payment of the Final Dividend out of the Share Premium Account pursuant to Article 134 of the Articles; and

(ii) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Final Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Final Dividend will not be paid.

(b) Reasons for and effect of the payment of Final Dividend out of Share Premium Account

The Board considers it is appropriate to distribute the Final Dividend in recognition of the strong liquidity position of the Group.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it is appropriate and proposes that Final Dividend be paid out of the Share Premium Account in accordance with Article 134 of the Articles and the Companies Act. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

(c) Record date for determining entitlements to the Final Dividend

The Final Dividend is payable to the Shareholders whose names appear on the register of members of the Company at close of business on Friday, 31 July 2026, being the Final Dividend Record Date. In order to qualify for the Final Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 31 July 2026. Subject to the fulfilment of the above conditions, it is expected that the Final Dividend will be paid in cash on or about Wednesday, 12 August 2026.

PROPOSED PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

The Company was notified by Somerley Group Limited (the controlling Shareholder of the Company, the "**Seller**") and Sky Links Group Limited (the "**Offeror**") that they had entered into a sale and purchase agreement dated 28 April 2026 pursuant to which the Seller has conditionally agreed to sell and the Offeror has conditionally agreed to acquire 75,959,948 shares (representing approximately 51.9% of the total issued shares as of the date of the Joint Announcement (as defined below)) of the Company at a total cash consideration of HK$62,132,430 (the "**SPA**"). Pursuant to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers, upon completion of the SPA, the Offeror will be required to make an unconditional mandatory cash offer for all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with it) and to cancel all outstanding share options of the Company (the "**Offers**"). The Company issued a joint announcement with the Offeror dated 4 May 2026 (the "**Joint Announcement**") in relation to, amongst other things, the SPA and the Offers. Details of the terms of the SPA and the Offers are set out in the Joint Announcement.

As disclosed in the Joint Announcement, a Special Dividend (being HK10 cents per Share adjusted for the Final Dividend for the year ended 31 March 2026 recommended by the Board) is intended to be recommended. Payment of the Special Dividend is conditional upon (i) the passing by the Shareholders of ordinary resolutions declaring and approving the payment of the Special Dividend and (ii) completion of the SPA taking place. Details of the Special Dividend are set out in the Joint Announcement.

The Board has recommended the declaration and payment of a Special Dividend of HK8 cents per Share out of the Share Premium Account, subject to the Shareholders' approval at the AGM. As at the Latest Practicable Date, the Company has 146,772,894 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Special Dividend, if declared and paid, will amount to an aggregate amount of approximately HK$11.7 million. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the Payment of Special Dividend out of Share Premium Account" below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles and in accordance with the Companies Act.

As at 31 March 2026, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately HK$37.4 million. Following the payment of the Final Dividend and Special Dividend, there will be a remaining balance of approximately HK$22.8 million standing to the credit of the Share Premium Account.

Conditions of the Payment of Special Dividend out of Share Premium Account

The declaration and payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

(i) the passing of an ordinary resolution by the Shareholders approving the declaration and payment of the Special Dividend out of the Share Premium Account pursuant to Article 134 of the Articles;

(ii) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business; and

(iii) completion of the SPA.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Special Dividend will not be paid.

The Board is satisfied that the Company has sufficient funds available, after taking into account the criteria set out in the Companies Act, to pay the Special Dividend. Under section 34(2) of the Companies Act, no distribution or dividend may be paid to members out of the share premium account unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

The Special Dividend is payable to the Shareholders whose names appear on the register of members of the Company at close of business on the Special Dividend Record Date. The Company will make further announcement in respect of the details of the Special Dividend Record Date and the expected payment date in due course and in accordance with the Articles, applicable laws and regulations and the GEM Listing Rules.

PROPOSED RE-ELECTION OF DIRECTORS

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

Pursuant to article 83 of the Articles, the Directors appointed by the Board shall hold office only until the next following general meeting and shall be eligible for re-election. Accordingly, Ms. KHOO Pui Wun ("**Ms. Khoo**"), appointed on 23 March 2026, shall hold office only until the AGM and, being eligible, offers herself for re-election at the AGM.

By virtue of Article 84 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. CHEUNG Tei Sing Jamie ("**Mr. Cheung**"), Ms. LEUNG Lim Ng Jenny ("**Ms. Leung**") and Mr. CHENG Yuk Wo ("**Mr. Cheng**") will retire and, being eligible, offer themselves for re-election at the AGM.

After having reviewed the profiles and the contributions of the Directors who have offered themselves for re-election at the AGM, the Nomination Committee reported to the Board to propose the re-election of Mr. Cheung and Ms. Leung as executive Directors, Mr. Cheng and Ms. Khoo as independent non-executive Directors at the AGM.

Pursuant to Code Provision B.2.3 of Part 2 — Principles of Good Corporate Governance, Code Provisions and Recommended Best Practices of the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Mr. Cheng has served the Company for more than nine years. Mr. Cheng is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants and he has over 20 years' experience and expertise in accounting, finance and corporate advisory services. As an independent non-executive Director with extensive experience and knowledge and in-depth understanding of the Company's operations and business, Mr. Cheng chairs the Audit Committee effectively and has expressed objective views and given independent guidance to the Company. Alongside the other independent non-executive Directors, Mr. Cheng ensures that the interests of all Shareholders are taken into account and that relevant issues are subject to objective and dispassionate consideration by the Board. He continues to demonstrate a firm commitment to his role. The Nomination Committee and the Board considered that his long service would not affect his exercise of independent judgment and was satisfied that Mr. Cheng has the required integrity and experience to continue fulfilling the role of an independent non-executive Director and consider Mr. Cheng to be independent.

In respect of the re-election of Ms. Khoo as an independent non-executive Director, Ms. Khoo's extensive experience in the investment and financial industries enables her to provide objective analysis and independent judgment to the Board. Having served as an Honorary Adviser to the Accounting and Financial Reporting Council, and as a member of its Investigation and Compliance Committee and its Sustainability and Climate Action Task Force, she brings to the Board a well-rounded understanding of regulatory compliance, financial reporting principles, and sustainable governance practices. The Board is of the view that she should be re-elected to continue contributing her valuable experience and knowledge to the Board.

The Company also received written confirmations from each of Mr. Cheng and Ms. Khoo annually on their independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Accordingly, the Board considers each of Mr. Cheng and Ms. Khoo to be independent and recommends each of Mr. Cheng and Ms. Khoo to be re-elected as an independent non-executive Director at the AGM. Biographical information of each of Mr. Cheung, Ms. Leung, Mr. Cheng and Ms. Khoo is set out in Appendix II to this circular.

Having regard to the experience, skill and expertise as well as the overall board diversity of the Company, the nomination committee of the Company recommended re-election of the aforesaid Directors to the Board. Accordingly, the Board has proposed that each of the above Directors, namely Mr. Cheung, Ms. Leung, Mr. Cheng and Ms. Khoo, stands for re-election as Director by way of separate resolution at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules concerning any director(s) proposed to be re-elected in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election is subject to shareholders' approval at that relevant general meeting. The requisite details of the above Directors are set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF THE AUDITOR

Crowe (HK) CPA Limited will retire as the auditor of the Company at the AGM. In accordance with Rule 17.100 of the GEM Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to re-appoint Crowe (HK) CPA Limited as the external auditor of the Company to hold office from the conclusion of the AGM until the next annual general meeting and to authorize the Board to fix their remuneration for the year ending 31 March 2027. The re-appointment of the auditors of the Company has been reviewed by the Audit Committee which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the AGM. As Crowe (HK) CPA Limited is relatively familiar with the Group's financials and affairs, the Board considers that the audit and other related work in respect of the Group for the year ending 31 March 2027 could be performed more efficiently by Crowe (HK) CPA Limited, which is in the best interests of the Company and the Shareholders as a whole.

The audit fee payable to Crowe (HK) CPA Limited for providing audit services to the Company for the year ending 31 March 2027 is estimated to be HK$350,000. The audit fee is determined through negotiations between the Company and Crowe (HK) CPA Limited on a fair and reasonable basis, taking into consideration, including but not limited to, the Company's business scale, industry, complexity and business plan of the Company, the expected audit scope, as well as the auditors' resources required. The abovementioned audit fee remains unchanged from the previous period.

Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Group will provide timely and adequate assistance and information as required for the audit.

The estimated audit fee is preliminary in nature and may be subject to adjustment depending on, among other things, changes in the scope of audit work and other relevant factors as the engagement progresses. Accordingly, the final audit fee may differ from the estimated amount set out above.

AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 23 to 28 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the granting of the General Mandates, the proposed payment of the Final Dividend out of the Share Premium Account, the proposed payment of the Special Dividend out of the Share Premium Account, the re-election of Directors and the proposed re-appointment of the auditor.

The AGM Record Date for determining the eligibility of Shareholders to attend and vote at the AGM is 21 July 2026. In order to be eligible to attend and vote at the AGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 21 July 2026.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.somerleycapital.com) respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event the form of proxy shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

This circular, 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this circular as a whole misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of AGM are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
by order of the Board
Somerley Capital Holdings Limited
SABINE Martin Nevil
Chairman

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. ISSUED SHARES

As at the Latest Practicable Date, there were 146,772,894 Shares in issue.

Subject to the passing of the ordinary resolution set out in resolution no. 8 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the assumption that there is no variation to the issued Shares (excluding any Treasury Shares) during the period from the Latest Practicable Date to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 14,677,289 Shares, representing approximately 10% of the issued Shares (excluding any Treasury Shares) as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to repurchase Shares if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the most recent published audited accounts of the Company) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would in the circumstances have a material adverse effect on the working capital requirements of the Company and/or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in its/their interest(s), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or a group of Shareholders.

As at the Latest Practicable Date and insofar as the Directors are aware, the following substantial Shareholders have interests in the Company as follows:

Name of Shareholders	Number of Shares and underlying Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Somerley Group Limited *(Note 1)*	84,938,190	57.87%	64.30%
SABINE Martin Nevil ("**Mr. Sabine**") *(Notes 1 and 2)*	88,209,347	60.10%	66.78%
SABINE Maureen Alice ("**Dr. Sabine**") *(Note 3)*	88,209,347	60.10%	66.78%
FLETCHER John Wilfred Sword ("**Mr. Fletcher**") *(Notes 1 and 2)*	88,209,347	60.10%	66.78%
FLETCHER Jacqueline ("**Mrs. Fletcher**") *(Note 4)*	88,209,347	60.10%	66.78%
CHEUNG Tei Sing Jamie ("**Mr. Cheung**") *(Notes 1 and 2)*	88,209,347	60.10%	66.78%
CHOI Helen Oi Yan ("**Mrs. Cheung**") *(Note 5)*	88,209,347	60.10%	66.78%

Notes:

1. Somerley Group Limited is directly interested in 84,938,190 Shares and Somerley Group Limited is wholly-owned by Mr. Sabine, Mr. Fletcher, Mr. Cheung and Ms. Fong Sau Man Cecilia, of whom Mr. Sabine, Mr. Fletcher and Mr. Cheung are acting in concert in respect of their interests in the Company. Therefore, each of Mr. Sabine, Mr. Fletcher and Mr. Cheung is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.

2. Mr. Sabine, Mr. Fletcher and Mr. Cheung are directly interested in 342,000 Shares, 50,000 Shares and 2,879,157 Shares, respectively. As Mr. Sabine, Mr. Fletcher and Mr. Cheung are acting in concert in respect of their interests in the Company, each of Mr. Sabine, Mr. Fletcher and Mr. Cheung is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.

3. Dr. Sabine is the spouse of Mr. Sabine. By virtue of the SFO, Dr. Sabine is deemed to be interested in the Shares held by Mr. Sabine.

4. Mrs. Fletcher is the spouse of Mr. Fletcher. By virtue of the SFO, Mrs. Fletcher is deemed to be interested in the Shares held by Mr. Fletcher.

5. Mrs. Cheung is the spouse of Mr. Cheung. By virtue of the SFO, Mrs. Cheung is deemed to be interested in the Shares held by Mr. Cheung.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate. The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances which they deem appropriate for the benefit of the Company and the Shareholders as a whole. However, the Directors have no intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

6. GENERAL

None of the Directors or, to the best of their knowledge and having made all reasonable enquiries, any of their respective Close Associates, have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any Core Connected Persons that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

In addition, the Company has confirmed that neither the Explanatory Statement nor the proposed share buy back has any unusual features.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

The Company repurchased in 2026 as follows, under the repurchase mandate granted by the shareholders, a total of 230,000 Shares on market ranging from HK$0.320 to HK$0.350 per Share representing approximately 0.16% of the then issued Shares for a consideration of approximately HK$78,000 (excluding transaction cost). The repurchased Shares were cancelled. Details of Shares repurchased are as follows:

Date	Number of Shares repurchased	Purchase price per Share		Aggregate consideration
		Highest	**Lowest**	
		HK$	*HK$*	*HK$'000*
12 January 2026	12,000	0325	0.320	4
30 January 2026	94,000	0.350	0.330	31
23 February 2026	18,000	0.335	0.335	6
25 February 2026	106,000	0.350	0.345	37
	230,000			78

Save as disclosed above, no repurchase of Shares have been made by the Company or its subsidiaries (as defined under the GEM Listing Rules) in the last six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

8. INTENTION STATEMENT REGARDING REPURCHASED SHARES

Subject to the applicable requirements under the GEM Listing Rules, the Company may cancel the repurchased Shares following settlement of any such repurchase or hold them as Treasury Shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company should withdraw the Treasury Shares from CCASS, and either re-register them in the Company's name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of Treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

9. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on GEM during each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Highest	Lowest
	HK$	*HK$*
2025		
June	0.380	0.320
July	0.415	0.325
August	0.380	0.330
September	0.390	0.340
October	0.335	0.315
November	0.325	0.320
December	0.330	0.310
2026		
January	0.360	0.290
February	0.350	0.325
March	0.360	0.335
April	1.340	0.315
May	4.850	1.440
June (up to the Latest Practicable Date)	1.700	1.110

The details of the Directors proposed to be re-elected at the AGM are set out as follows:

Executive Directors

Mr. CHEUNG Tei Sing Jamie ("Mr. Cheung"), aged 55, was appointed as a Director on 21 April 2016 and designated as an executive Director on 9 March 2017 and the Vice Chairman on 31 March 2022. He is a member of the Remuneration Committee. He is also a director of Somerley (BVI) Limited, Somerley Capital Limited, Somerley (Hong Kong) Limited, Somerley Ace Limited and Environmental Investment Services Asia Limited. He has been appointed as an independent non-executive director of Mainland Headwear Holdings Limited (stock code: 1100) since 1 September 2023. In addition, Mr. Cheung is a director of Somerley Group Limited, ultimate holding company of the Company. He joined Somerley International Limited in March 1996 as assistant manager. He has served as vice president of Somerley Capital Limited since July 2014, responsible for formulating business and corporate strategies and project origination. He has acted as a Licensed Representative for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 14 July 2014. Mr. Cheung has over 20 years' experience in corporate finance. Mr. Cheung obtained a Bachelor of Commerce degree from The University of New South Wales in April 1993 and obtained from the Australian Graduate School of Management the degree of Master of Business Administration in July 2004. Mr. Cheung has been a member of CPA Australia since April 1996.

Prior to joining Somerley International Limited, Mr. Cheung worked in the audit department of Deloitte Touche Tohmatsu as an accountant between January 1993 and March 1996. During the period between September 2003 and May 2005, Mr. Cheung left Somerley International Limited and worked in Cazenove Asia Limited in the corporate finance department, involved in its corporate finance advisory services, before rejoining Somerley International Limited in May 2005.

Mr. Cheung has entered into a new service agreement with the Company for a term of 3 years commencing on 28 March 2026. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The amount of Mr. Cheung's remuneration is fixed by the Board and reviewed from time to time taking into consideration recommendation from the Remuneration Committee with reference to his roles within the Group, the Group's performance and profitability as well as remuneration benchmark in the industry and the prevailing market conditions. Currently, Mr. Cheung receives an annual remuneration of HK$2,520,000 payable in 12 equal monthly instalment of HK$210,000. In addition, Mr. Cheung is also entitled to, in respect of each financial year during the appointment, a discretionary bonus of a sum to be determined by the Remuneration Committee and approved by the Board at its absolute discretion having regard to the operating results of the Group and performance of Mr. Cheung.

Mr. SABINE Martin Nevil ("**Mr. Sabine**"), Mr. FLETCHER John Wilfred Sword ("**Mr. Fletcher**") and Mr. Cheung are shareholders of Somerley Group Limited ("**SGL**"). Mr. Sabine, Mr. Fletcher and Mr. Cheung are the controlling shareholders of the Company as they are acting in concert in respect of their interests in the Company.

As at the Latest Practicable Date, Mr. Cheung is interested in 88,209,347 Shares, among which 84,938,190 Shares are held by Somerley Group Limited and 342,000 Shares, 2,879,157 Shares and 50,000 Shares are held by Mr. Sabine, him and Mr. Fletcher respectively. Save as disclosed, Mr. Cheung does not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. LEUNG Lim Ng Jenny ("Ms. Leung"), aged 56, is an executive Director appointed on 10 September 2024. She is also a member of the Nomination Committee. Ms. Leung joined Somerley International Limited as director in March 2010. She is a director of Somerley Capital Limited, and has acted as a Responsible Officer for Type 6 (advising on corporate finance) regulated activity since December 2013. She is responsible for supervising and leading execution of corporate finance projects.

Ms. Leung graduated from University of Birmingham with a Bachelor degree in social science in July 1992.

Ms. Leung has over 20 years of experience in corporate finance. In the past, she held senior positions with a number of corporate finance advisory firms and brokerage houses including Piper Jaffray Asia Ltd. (from 2006 to 2008 with last position as a principal) and Dao Heng Securities Limited (from 2000 to 2006 with last position as director of corporate finance). She has handled various IPOs, merger(s) and acquisition(s) transactions and fund raising exercises.

Ms. Leung has entered into a service agreement with the Company for a term of three years commencing from 10 September 2024 until terminated in accordance with the terms and conditions of the service agreement and shall be subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. No director's fee is paid to Ms. Leung in respect of her appointment as an executive Director based on the review and recommendation from the remuneration committee of the Company with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market situation. She is a member of nomination committee of the Company. Under her contract of employment with a subsidiary of the Company, Ms. Leung receives a monthly salary of HK$161,900 and is eligible to receive a performance-related discretionary bonus.

As at the Latest Practicable Date, Ms. Leung is interested in 1,576,256 Shares, among which 1,126,256 Shares are held by her and 450,000 Shares are the underlying Shares held pursuant to share options granted to her by the Company under the 2023 Share Option Scheme. Save as disclosed, Ms. Leung does not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Independent non-executive Directors

Mr. CHENG Yuk Wo ("Mr. Cheng"), aged 65, is an independent non-executive Director appointed on 9 March 2017. He is also the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Mr. Cheng is currently the proprietor of Erik Cheng & Co., a certified public accountant practice in Hong Kong. Mr. Cheng obtained a Master of Science (Economics) degree in Accounting and Finance from the London School of Economics in August 1984, and a Bachelor of Arts (Honours) degree in Accounting from the University of Kent in July 1983. He has been a fellow of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Professional Accountants of Canada since August 1998, January 1999 and December 2020, respectively. Mr. Cheng has more than 30 years of experience in financial and corporate advisory services in mergers, acquisitions and investments. He had worked at Coopers and Lybrand (now known as PricewaterhouseCoopers Ltd.) in London between 1984 and 1987 and Swiss Bank Corporation (now known as UBS AG) in Toronto between 1989 and 1992, and held senior management positions in a number of Hong Kong listed companies.

Mr. Cheng is an independent non-executive director of a number of companies the shares of which are listed on the Stock Exchange, including Liu Chong Hing Investment Limited (stock code: 194), Chia Tai Enterprises International Limited (stock code: 3839), Miricor Enterprises Holdings Limited (stock code: 1827), Kidsland International Holdings Limited (stock code: 2122) and China Renewable Energy Investment Limited (stock code: 987). Mr. Cheng resigned as an independent non-executive director of Top Spring International Holdings Limited (stock code: 3688) on 30 September 2024, CPMC Holdings Limited (stock code: 906) on 22 April 2025 (which was privatised on 22 April 2025) and CSI Properties Limited (stock code: 497) on 28 August 2025.

Mr. Cheng has entered into a service agreement with the Company for a term of 3 years commencing on 28 March 2026. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the terms of his service agreement, Mr. Cheng is entitled to a monthly remuneration of HK$18,000 which is determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Cheng does not have any interests in Shares and underlying Shares within the meaning of Part XV of the SFO.

Ms. KHOO Pui Wun, aged 53, is an independent non-executive Director appointed on 23 March 2026. She is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Prior to joining the Group, Ms. Khoo held senior positions in ARTA TechFin Corporation Limited (279.HK), CITIC International Assets Management Limited and ABCI Asset Management Limited, with extensive experience on both buy-side and sell-side. Her expertise encompasses multi-asset investing, portfolio construction, fundamental and quantitative research and risk management with a specialised focus on China and Asian markets.

Complementing her investment background with significant regulatory experience, Ms. Khoo served as an Honorary Adviser to the Accounting and Financial Reporting Council from October 2019 to September 2025, alongside memberships on its Investigation and Compliance Committee from October 2019 to September 2021 and Sustainability and Climate Action Task Force from February 2022 to December 2025. Ms. Khoo holds a Master of Economics degree from The University of Hong Kong and a Bachelor of Science degree in Business from Indiana University. She has been a Chartered Financial Analyst of the CFA Institute since September 2002.

Ms. Khoo has entered into a service agreement with the Company for a term of 3 years commencing on 23 March 2026. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the terms of her service agreement, Ms. Khoo is entitled to a monthly remuneration of HK$18,000 which is determined with reference to her duties and responsibilities with the Company.

As at the Latest Practicable Date, Ms. Khoo does not have any interests in Shares and underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cheung, Ms. Leung, Mr. Cheng and Ms. Khoo (i) do not hold any other position with the Company or any of its subsidiaries; (ii) did not hold any other directorships in any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the three years prior to the date hereof; (iii) do not hold any other major appointment or professional qualification; and (iv) do not have any relationship with other Directors, senior management or substantial or controlling Shareholders (as defined under the GEM Listing Rules).

Save as disclosed above, there are no other matters concerning Mr. Cheung, Ms. Leung, Mr. Cheng and Ms. Khoo that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

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)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Somerley Capital Holdings Limited (the "**Company**") will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 28 July 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2026;

2. (a) To approve the declaration and payment of a final dividend of HK2 cents per share of the Company out of the share premium account of the Company (the "**Final Dividend**") to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company for determining the entitlements to the Final Dividend;

   (b) To authorise any director of the Company to take such action, do such things and execute such further documents as the director of the Company may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend;

3. (a) To approve the declaration and payment of a special dividend of HK8 cents per share of the Company out of the share premium account of the Company (the "**Special Dividend**") to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company for determining the entitlements to the Special Dividend;

   (b) To authorise any director of the Company to take such action, do such things and execute such further documents as the director of the Company may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend;

4. (a) To re-elect Mr. CHEUNG Tei Sing Jamie as an executive director of the Company;

(b) To re-elect Ms. LEUNG Lim Ng Jenny as an executive director of the Company;

(c) To re-elect Mr. CHENG Yuk Wo as an independent non-executive director of the Company;

(d) To re-elect Ms. KHOO Pui Wun as an independent non-executive director of the Company;

5. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;

6. 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;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

7. "**THAT**

(a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares (including any sale or transfer of treasury shares) or securities convertible into shares, options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph above, otherwise than pursuant to

(i) a Rights Issue (as hereinafter defined); or

(ii) the exercise of options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares of the Company or the right to acquire shares of the Company; or

(iii) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or

(iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company,

shall not exceed 20% of the shares of the Company in issue (excluding any treasury shares) on the date of the passing of this resolution and the said approval shall be limited accordingly;

(d) for the purpose of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

"Rights Issue" means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

8. "**THAT**

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act, Cap. 22 (Act 3 of 1961 as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued shares (excluding any treasury shares) of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly;

(c) for the purposes of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution."

9. "**THAT** conditional upon resolutions nos. 7 and 8 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares (including any sale or transfer of the treasury shares) of the Company pursuant to resolution no. 7 above be and hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 8 above, provided that such amount shall not exceed 10% of the issued shares (excluding any treasury shares) of the Company at the date of passing of this resolution."

Yours faithfully,
by order of the Board
Somerley Capital Holdings Limited
SABINE Martin Nevil
Chairman

Hong Kong, 6 July 2026

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Headquarters, head office and principal place of business in Hong Kong:
20th Floor
China Building
29 Queen's Road Central
Central
Hong Kong

Notes:

(a) No refreshments or drinks will be served and no corporate gifts will be distributed.

(b) In order to be eligible to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4: 00 p.m. on Tuesday, 21 July 2026, being the record date for determination of eligibility of Shareholders to attend and vote at the AGM.

(c) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.

(d) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be lodged at the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).

(e) Completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM or at any adjournment thereof (as the case may be) should they so wish, and in such case, the form(s) of proxy previously submitted by such member(s) shall be deemed to be revoked.

(f) Where there are joint registered holders of any share(s) of the Company, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of that one of the joint holders so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.

(g) An explanatory statement containing further details regarding resolution no. 8 above is set out in Appendix I to the circular of which this notice of AGM forms part (the "**Circular**").

(h) Details of the directors of the Company proposed to be re-elected are set out in Appendix II to the Circular.

(i) A form of proxy for use at the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.somerleycapital.com).

(j) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 7:30 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.somerleycapital.com and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

(k) The Final Dividend is payable to the Shareholders whose names appear on the register of members of the Company at close of business on Friday, 31 July 2026, being the record date for determination of entitlement to the Final Dividend. In order to qualify for the Final Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 31 July 2026. The Final Dividend will be paid in cash on or about Wednesday, 12 August 2026.

(l) The Special Dividend is payable to the Shareholders whose names appear on the register of members of the Company at close of business on the Special Dividend Record Date. The Company will make further announcement in respect of the details of the Special Dividend Record Date and the expected payment date in due course and in accordance with the Articles, applicable laws and regulations and the GEM Listing Rules.

As at the date of this notice, 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 notice will remain on the "Latest Listed Company Information" page of the website 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.