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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

**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**

**(1) SATISFACTION OF CONDITIONS PRECEDENT TO THE SALE AND
PURCHASE AGREEMENT**

(2) SPECIAL DIVIDEND RECORD DATE

(3) RESUMPTION OF TRADING

Joint financial advisers to the Offeror

Eddid.

Eddid Capital Limited



**红日资本有限公司
RED SUN CAPITAL LIMITED**

Red Sun Capital Limited

**Financial adviser to
the Company**



SOMERLEY CAPITAL LIMITED

Somerley Capital Limited

This joint announcement is made by Sky Links Group Limited (the “**Offeror**”) and Somerley Capital Holdings Limited (the “**Company**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (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 of the Laws of Hong Kong).

Reference is made to (i) 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; (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**”); and (iii) the monthly update announcements jointly issued by the Offeror and the Company dated 22 June, 22 July, 21 August and 21 September 2026. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Joint Announcement and the Delay Announcement.

(1) SATISFACTION OF CONDITIONS PRECEDENT TO THE SALE AND PURCHASE AGREEMENT

The Company and the Offeror wish to update the shareholders and the potential investors of the Company on further developments in relation to the Sale and Purchase Agreement and the Offers.

As disclosed in the Joint Announcement, the SPA Completion is conditional upon the fulfilment or waiver (if applicable) of 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. With respect to Condition (ii), on 29 September 2026, the Offeror received the SFC’s approval for the Offeror to become a substantial shareholder of each of the Licensed Corporations. The Offeror and the Company (as informed by the Seller) would also like to announce that all Conditions have been fulfilled on 29 September 2026.

Under the terms of the Sale and Purchase Agreement, SPA Completion shall take place on a date which is the later of (A)(i) the third Business Day after the fulfilment (or waiver) of the conditions under the Sale and Purchase Agreement; and (ii) the third Business Day after the later of the Special Dividend Record Date and the date which may be decided by the Company as the record date for determining the Final Dividend (if any), or (B) such other date as the Seller and Purchaser shall agree in writing. The Offeror and the Seller currently expect that SPA Completion shall take place on 15 October 2026.

As disclosed in the Delay Announcement and the monthly update announcement dated 22 June 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.

Based on the aforesaid expected date of SPA Completion of 15 October 2026, the Composite Document is expected to be despatched by 22 October 2026. Further announcement(s) will be jointly made by the Offeror and the Company in accordance with the GEM Listing Rules and the Takeovers Code on the status and progress in connection with SPA Completion and the Offers, as and when appropriate.

(2) SPECIAL DIVIDEND RECORD DATE

As disclosed in the announcement of the Company relating to the poll results of annual general meeting of the Company dated 28 July 2026, the Shareholders approved the Special Cash Dividend of HK\$0.08 per Share. The Board wishes to update the Shareholders that the Special Dividend Record Date will be 14 October 2026 and the Special Cash Dividend is expected to become unconditional on the date of SPA Completion (i.e. 15 October 2026) and to be paid on or about 23 October 2026.

The Special Cash Dividend is payable to the Shareholders whose names appear on the register of members of the Company at close of business on Wednesday, 14 October 2026. In order to qualify for the Special Cash 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 Wednesday, 14 October 2026. It is expected that the Special Cash Dividend will be paid in cash on or about Friday, 23 October 2026.

(3) RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 30 September 2026 pending the publication of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9 a.m. on 2 October 2026.

WARNING

Shareholders, Optionholders and/or potential investors of the Company should note that the Offers will only be made if the SPA Completion takes place. 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, 30 September 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.