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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

(1) CLOSE OF THE 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; (2) RESULTS OF THE OFFERS; (3) SETTLEMENT OF THE OFFERS; (4) PUBLIC FLOAT; AND (5) RESIGNATION OF DIRECTORS, CHANGE IN COMPOSITION OF BOARD COMMITTEES AND AUTHORISED REPRESENTATIVE

Joint financial advisers to the Offeror

Eddid.

Eddid Capital Limited

紅日資本有限公司
RED SUN CAPITAL LIMITED

Red Sun Capital Limited

Financial adviser to the Company

SOMERLEY CAPITAL LIMITED

Somerley Capital Limited

Reference is made to the composite document dated 22 October 2026 jointly issued by Sky Links Group Limited (the "**Offeror**") and Somerley Capital Holdings Limited (the "**Company**") in relation to the Offers (the "**Composite Document**"). Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Composite Document.

CLOSE OF THE OFFERS

The Offeror and the Company jointly announce that the Offers closed at 4:00 p.m. on Thursday, 12 November 2026 and the Offers were not further revised or extended by the Offeror.

RESULTS OF THE OFFERS

At 4:00 p.m. on Thursday, 12 November 2026, being the latest time and date for acceptance of the Offers, the Offeror had received (i) 7 valid acceptances in respect of a total of 684,703 Offer Shares under the Share Offer, representing approximately 0.45% of the entire issued share capital of the Company as at the date of this joint announcement; and (ii) 21 valid acceptances in respect of a total of 2,497,000 Options under the Option Offer, representing approximately 100% of the outstanding Options of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFERS

Based on the 7 valid acceptances in respect of 684,703 Offer Shares and the Offer Price of HK$0.818 per Offer Share, the total consideration of the Offer is HK$560,087.05.

Based on the 21 valid acceptances in respect of 2,497,000 Options and the Option Offer Price of HK$0.098 per Option, the total consideration of the Option Offer is HK$244,706.00.

A cheque for the amount (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Share Offer have been or will be despatched from time to time to the Offer Shareholders accepting the Share Offer by ordinary post at their own risk as soon as possible, but, in each case, in any event no later than seven (7) Business Days after the date of receipt by the Registrar of all relevant documents from each relevant Offer Shareholder required to render such acceptance complete and valid, in accordance with the Takeovers Code.

A cheque for the amount due to each of the accepting Optionholder in respect of the Options surrendered by him/her in acceptance of the Option Offer in favour of him/her (or his/her nominee) which have been or will be available for collection at the registered office of the Company at 20/F., China Building, 29 Queen's Road Central, Hong Kong no later than seven (7) Business Days after the date of receipt by the Registrar of all the

relevant documents from each relevant Optionholder to render such acceptance, surrender and cancellation under the Option Offer complete and valid, in accordance with the Takeovers Code.

The latest date for posting of remittances in respect of valid acceptance received under the Offers is Monday, 23 November 2026.

INTEREST OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT IN THE SHARES

Immediately before the SPA Completion, none of the Offeror, its ultimate beneficial owner and the parties acting in concert with any of them held any Shares. Upon the SPA Completion and immediately prior to the commencement of the Offers, the Offeror, its ultimate beneficial owner and the parties acting in concert with any of them were interested in an aggregate of 75,959,948 Shares, representing approximately 50.1% of the entire issued share capital of the Company.

Taking into account the 7 valid acceptances in respect of 684,703 Offer Shares under the Share Offer (subject to completion of transfer to the Offeror of such Offer Shares acquired by it under the Share Offer), immediately after the close of the Share Offer, the Offeror, its ultimate beneficial owners and the parties acting in concert with any of them are interested in an aggregate of 76,644,651 Shares, representing approximately 50.5% of the entire issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror, its ultimate beneficial owner and the parties acting in concert with any of them (i) held, controlled or directed any Shares or any rights over the Shares immediately before commencement of the Offer Period; (ii) had acquired or agreed to acquire any Shares or any rights over the Shares during the Offer Period; or (iii) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately prior to the commencement of the Offers; and (ii) as at the date of this joint announcement immediately after the close of the Offers (subject to completion of transfer to the Offeror of such Offer Shares acquired by it under the Share Offer):

	Immediately prior to commencement of the Offers		**As at the date of this joint announcement immediately after the close of the Offers**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Offeror and its parties acting in concert	**75,959,948**	**50.1**	**76,644,651**	**50.5**
Seller *(Note 1)*	8,978,242	5.9	8,978,242	5.9
Concert parties pursuant to agreement *(Note 2)*:-				
Mr. Sabine	342,000	0.2	342,000	0.2
Mr. Fletcher	50,000	0.0	50,000	0.0
Mr. Cheung	2,879,157	1.9	2,879,157	1.9
Other directors of the Group:-				
Mr. Chow	6,093,253	4.0	6,093,253	4.0
LEUNG Lim Ng Jenny	1,423,256	0.9	1,423,256	0.9
WONG C-Tsun	1,423,256	0.9	1,423,256	0.9
TAM Sze Ka	1,423,256	0.9	1,423,256	0.9
HESSE Jakob Fabian	906,750	0.6	906,750	0.6
CHENG Koon Yung Clifford	972,750	0.6	972,750	0.6
LEUNG Man Ho	231,000	0.2	231,000	0.2
SUEN Hiu Laam	198,266	0.1	198,266	0.1
WONG Chi Shun	558,399	0.4	558,399	0.4
Public Shareholders:-				
Other IU Shareholders *(Note 3)*	4,500,000	3.0	4,500,000	3.0
Other public Shareholders	45,684,361	30.1	44,999,658	29.7
Subtotal	*50,184,361*	*33.1*	*49,499,658*	*32.7*
Total	**151,623,894**	**100.0**	**151,623,894**	**100.0**

Notes:

1. As at the date of this joint announcement, the Seller is owned by Mr. Sabine, Mr. Fletcher and Mr. Cheung and Ms. FONG Sau Man Cecilia as to approximately 57.1%, 20.5%, 12.9% and 9.5%, respectively.

2. Mr. Sabine, Mr. Fletcher and Mr. Cheung are acting in concert in respect of their interests in the Company pursuant to a deed of acting in concert dated 9 March 2017.

3. Figures include the number of Shares held by Mr. Sabine Anthony James, Mr. Sabine Peter Robert and Mr. Sabine Christopher Richard, all being sons of Mr. Sabine who are over the age of 18 and as such, they are classified as public Shareholders.

4. Figures presented in the table above are subject to rounding adjustments.

PUBLIC FLOAT

As at the date of this joint announcement immediately after the close of the Offers, 49,499,658 Shares, representing approximately 32.7% of the entire issued share capital of the Company, are held by the public (as defined under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 17.37B of the GEM Listing Rules.

RESIGNATION OF DIRECTORS, CHANGE IN COMPOSITION OF BOARD COMMITTEES AND AUTHORISED REPRESENTATIVE

Immediately after the publication of this joint announcement on the Closing Date (being the earliest date as permitted under the Takeovers Code),

(1) Mr. CHEUNG Tei Sing Jamie resigned as an executive Director and ceased to be a member of the remuneration committee of the Company (the "**Remuneration Committee**"), and an authorised representative of the Company as required under Rule 5.24 of the GEM Listing Rules;

(2) Ms. LEUNG Lim Ng Jenny resigned as an executive Director and ceased to be a member of the nomination committee of the Company (the "**Nomination Committee**");

(3) Mr. WONG C-Tsun resigned as an executive Director and ceased to be a member of the Remuneration Committee;

(4) Mr. CHENG Yuk Wo resigned as an independent non-executive Director and ceased to be the chairman of the audit committee of the Company (the "**Audit Committee**") and a member of each of the Nomination Committee and Remuneration Committee;

(5) Mr. YUEN Kam Tim Francis resigned as an independent non-executive Director and ceased to the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee;

(6) Mr. NG Hoi Kam, an executive Director, has been appointed as a member of each of the Nomination Committee and Remuneration Committee;

(7) Mr. CHOW Wai Hung Kenneth, an executive Director, has been appointed as a member of the Remuneration Committee;

(8) Ms. ZHU Yuchen, a non-executive Director, has been appointed as a member of the Audit Committee;

(9) Mr. LEE Siu Hang Foster, an independent non-executive Director, has been appointed as the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee;

(10) Mr. LI Shoushuang, an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee and a member of the Nomination Committee; and

(11) Mr. PANG Mo Cheung, the company secretary of the Company, has been appointed as an authorised representative of the Company as required under Rule 5.24 of the GEM Listing Rules.

The resignation of each of the relevant Directors above is in connection with the change in control of the Company after the close of the Offers. Each of the Directors has confirmed that he/she has no disagreement with the Board and there are no matters relating to his/her resignation which need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its gratitude to the resigning Directors for their contributions to the Company during their terms of service.

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, 12 November 2026

As at the date of this joint announcement immediately after the resignation and appointment of Directors as disclosed above being effective, the executive Directors are Mr. SABINE Martin Nevil, Mr. NG Hoi Kam, Mr. CHOW Wai Hung Kenneth; the non-executive Director is Ms. ZHU Yuchen; the independent non-executive Directors are Mr. LI Shoushuang, Mr. LEE Siu Hang Foster and Ms. KHOO Pui Wun.

The Directors , including the resigning 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.