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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)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGE IN COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “Board”) of directors (the “Director(s)”) of Somerley Capital Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) announces that, with effect from 23 March 2026, Mr. LAW Cheuk Kin Stephen (“Mr. Law”) has resigned as an independent non-executive Director in order to focus on his other business and personal commitments. Immediately upon the taking effect of his resignation, Mr. Law also ceased to be a member of each of the audit committee (the “Audit Committee”), the nomination committee (the “Nomination Committee”) and the remuneration committee (the “Remuneration Committee”) of the Company.

Mr. Law has confirmed that (i) he does not have any claim against the Company in respect of his resignation; (ii) he does not have any disagreement with the Board; and (iii) there are no other matters in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Law for his valuable contributions to the deliberations and decision-taking of the Group during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. KHOO Pui Wun (“Ms. Khoo”) has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 23 March 2026.

The biographical details of Ms. Khoo are as follows:

Ms. Khoo, 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 three years commencing from 23 March 2026 which can be terminated by either party in accordance with the terms and conditions of the service agreement. Ms. Khoo's term of office shall be subject to retirement by rotation and re-election at the first annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company (the "Articles") and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules"). Pursuant to the service agreement, Ms. Khoo is entitled to a monthly Director's fee of HK\$18,000. The remuneration payable to Ms. Khoo was determined by the Remuneration Committee and approved by the Board with reference to her role and responsibilities with the Company, the Group's remuneration policy and the prevailing market conditions, and shall be reviewed annually by the Remuneration Committee.

As at the date of this announcement, Ms. Khoo does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules) and does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Khoo has confirmed (i) her independence as regards each of the factors referred to in Rules 5.09(1) to (8) of the GEM Listing Rules; (ii) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment.

The appointment of Ms. Khoo was recommended by the Nomination Committee. For the purpose of Rule 5.02H of the GEM Listing Rules, Ms. Khoo is a first-time director as prescribed in the GEM Listing Rules. The Company will arrange for Ms. Khoo to undergo continuous professional development and training as prescribed by the GEM Listing Rules.

On 16 March 2026, Ms. Khoo obtained legal advice as regards the requirements under the GEM Listing Rules that are applicable to her as director pursuant to Rule 5.02D of the GEM Listing Rules.

Save as disclosed above, as at the date of this announcement, Ms. Khoo (i) does not hold any position in the Company or any of its subsidiaries; (ii) did not hold other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (v) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which are required to be disclosed under Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no information relating to the appointment of Ms. Khoo that needs to be brought to the attention of the shareholders of the Company nor is there any information relating to Ms. Khoo that is required to be disclosed pursuant to Rules 17.50(2)(h) to (2)(v) of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Ms. Khoo for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Immediately upon the taking effect of his resignation, Mr. Law ceased to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

Immediately upon the taking effect of her appointment, Ms. Khoo has been appointed as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

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

Hong Kong, 23 March 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.

This 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.