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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)

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES

This announcement is made by Somerley Capital Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) in relation to the proposed amendments to the existing memorandum of association and amended and restated articles of association of the Company (the “**Existing Memorandum and Articles**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to announce the proposal to make certain amendments to the Existing Memorandum and Articles and the adoption of the amended and restated memorandum of association and second amended and restated articles of association (the “**Amended and Restated Memorandum and Articles**”) consolidating the Proposed Amendments (as defined below), in order to, *inter alia*, (i) bring the Existing Memorandum and Articles in alignment with the Core Shareholder Protection Standards set out in Appendix 3 to the GEM Listing Rules and the applicable laws of the Cayman Islands; and (ii) make other housekeeping amendments, including consequential amendments in line with the above amendments to the Existing Memorandum and Articles (collectively, the “**Proposed Amendments**”). In view of the number of Proposed Amendments, the Board proposes to adopt the Amended and Restated Memorandum and Articles in substitution for, and to the exclusion of, the Existing Memorandum and Articles.

The Proposed Amendments and the proposed adoption of the Amended and Restated Memorandum and Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the forthcoming annual general meeting of the Company (the “**Annual General Meeting**”).

A circular containing, among other matters, details of the Proposed Amendments and the proposed adoption of the Amended and Restated Memorandum and Articles and the notice convening the Annual General Meeting will be dispatched to the Shareholders in due course.

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

Hong Kong, 5 May 2023

As at the date of this announcement, the executive Directors are Mr. SABINE Martin Nevil, Mr. CHEUNG Tei Sing Jamie and Mr. CHOW Wai Hung Kenneth; the independent non-executive Directors are Mr. CHENG Yuk Wo, Mr. YUEN Kam Tim Francis and Mr. LAW Cheuk Kin Stephen.

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.