

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 10 SEPTEMBER 2024;
(2) APPOINTMENT OF NEW DIRECTORS;
AND
(3) CHANGES OF COMPOSITION OF BOARD COMMITTEES**

Somerley Capital Holdings Limited (the “Company”) is pleased to announce that at the annual general meeting (the “AGM”) of the Company held at 9/F., Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Tuesday, 10 September 2024 at 11:30 a.m., all the resolutions (the “Resolutions”) as set out in the circular (the “Circular”) incorporating the notice of the AGM dated 15 August 2024 (the “Notice”) were duly passed by the Shareholders by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the Resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approx. %)	
		For	Against
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 2024.	89,590,572 (99.9999%)	105 (0.0001%)
2.	To declare a final dividend of HK2.5 cents per Share out of the share premium account of the Company.	89,590,572 (99.9999%)	105 (0.0001%)

ORDINARY RESOLUTIONS		Number of Votes (Approx. %)	
		For	Against
3.	(a) To re-elect Mr. CHEUNG Tei Sing Jamie as an executive director of the Company.	89,590,572 (99.9999%)	105 (0.0001%)
	(b) To re-elect Mr. YUEN Kam Tim Francis as an independent non-executive director of the Company.	89,590,572 (99.9999%)	105 (0.0001%)
4.	(a) To elect Ms. LEUNG Lim Ng Jenny as an executive director of the Company.	89,590,572 (99.9999%)	105 (0.0001%)
	(b) To elect Mr. WONG C-Tsun as an executive director of the Company.	89,590,572 (99.9999%)	105 (0.0001%)
5.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	89,590,572 (99.9999%)	105 (0.0001%)
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.	89,590,570 (99.9999%)	107 (0.0001%)
7.	To grant a general mandate to the directors of the Company to allot, issue and deal with new Shares not exceeding 20% of its issued Shares as at the date of passing this resolution.	89,590,570 (99.9999%)	107 (0.0001%)
8.	To grant a general mandate to the directors of the Company to repurchase Shares not exceeding 10% of its issued Shares as at the date of passing this resolution.	89,590,572 (99.9999%)	105 (0.0001%)
9.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional Shares not exceeding the aggregate number of the Shares repurchased by the Company pursuant to the general mandate granted under resolution no. 8.	89,590,570 (99.9999%)	107 (0.0001%)

The description of the Resolutions above is a summary only. The full text appears in the Notice.

As at the date of the AGM:

- (a) The total number of the Shares in issue: 147,141,894. As at 3 September 2024 (the record date of the AGM), the total number of the Shares in issue and entitling the holders to attend and vote on the Resolutions at the AGM: 147,149,894. 8,000 Shares repurchased on 27 August 2024 were cancelled on 4 September 2024.
- (b) The total number of Shares entitling the holder to attend and abstain from voting in favour of the Resolutions at the AGM as set out in rule 17.47A of the GEM Listing Rules: Nil.
- (c) None of the Shareholders stated their intention in the Circular to vote against any of the Resolutions at the AGM.
- (d) None of the Shareholders is required under the GEM Listing Rules to abstain from voting on any of the Resolutions at the AGM.

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

The Directors, namely, Mr. SABINE Martin Nevil, Mr. CHEUNG Tei Sing Jamie, Mr. CHOW Wai Hung Kenneth, Mr. CHENG Yuk Wo and Mr. YUEN Kam Tim Francis attended the AGM in person. Mr. LAW Cheuk Kin Stephen was unable to attend the AGM due to his out-of-town commitments.

The Company's Hong Kong branch share registrar, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote taking.

APPOINTMENT OF NEW DIRECTORS

The board of Directors (the "Board") is pleased to announce that Ms. LEUNG Lim Ng Jenny ("Ms. Leung") and Mr. WONG C-Tsun ("Mr. Wong") have been appointed as executive Directors with effect from the conclusion of the AGM.

The biographical details of Ms. Leung and Mr. Wong, and their information required to be disclosed under Rule 17.50(2) of the GEM Listing Rules were set out in the Circular. As at the date of this announcement, such information remains unchanged.

Both Ms. Leung and Mr. Wong obtained legal advice as regards the requirements under the GEM Listing Rules that are applicable to them as directors pursuant to Rule 5.02D of the GEM Listing Rules.

The Board would like to express its warm welcome to Ms. Leung and Mr. Wong in joining the Board.

CHANGES OF COMPOSITION OF BOARD COMMITTEES

Following the appointment of Ms. Leung as an executive Director, Ms. Leung and Mr. CHENG Yuk Wo, an independent non-executive Director of the Company, have been appointed as members of the nomination committee of the Company.

Following the appointment of Mr. Wong as an executive Director, Mr. Wong and Mr. LAW Cheuk Kin Stephen, an independent non-executive Director of the Company, have been appointed as members of the remuneration committee of the Company.

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

Hong Kong, 10 September 2024

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 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 enquires, 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.