HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2019

To : Hong Kong Exchanges and Clearing Limited

	Somerley Capital Holdings Limited
Name of Issuer	(Incorporated in the Cayman Islands with limited liability)
Date Submitted	06/01/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>8439</u> Descrip	otion :	Ordinary S	Shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	200,000,000	HK\$0.01	HK\$2,000,000
Increase/(decrease)	0		0
Balance at close of the month	200,000,000	<u>HK\$0.01</u>	HK\$2,000,000
(2) Stock code : <u>N/A</u> Descrip	otion :		
	No. of ordinary shares		Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code : N/A Descri	iption :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	۱		
Increase/(decrease)		-	
Balance at close of the month			

3. Other Classes of Shares

Stock code : <u>N/A</u>	escription :				
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close of preceding month					
Increase/(decrease)		_			
Balance at close of the month					

Total authorised share capital at the end of the month (*State currency*):

HK\$2,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	141,289,055	N/A	N/A	N/A
Increase/ (decrease) during the month	0	N/A	N/A	N/A
Balance at close of the month	141,289,055	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Opt	ion Schemes o	f the Issuer)			
Particulars of share option					issuer issued during	No. of new shares of issuer which may be
scheme including EGM					the month pursuant thereto	issued pursuant thereto as at close of
approval date	N	Movement durin	ig the month			the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
adopted						
on 11 May 2016						
ordinary charge						6,246,839
ordinary shares (Note 1)						0,240,039
2.						
(/ /)						
shares						
(Note 1)						
3.						
shares						
(Note 1)						
(11010-1)		Total	A. (Ordina	rv shares)	0	
			(Preferenc		N/A	
			•	her class)	N/A	
Total funds raised d	uring the mor	nth from exercis		,		
of options (State cu				Nil		

Warrants to Issue Shares of the	Issuer which	are to b	e Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value			Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>							
Class of shares							
EGM approval date							
(if applicable) (dd/mm/yyyy)	(/ /)					
2. N/A							
(/ /) Stock code (if listed)							
Stock code (if listed) Class of shares issuable (Note 1)							
Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A	,						
(/ /) Stock code (if listed) Class of shares							
issuable (Note 1)							
Subscription price							
EGM approval date							
(if applicable)	, , ,	、					
	(/ /)					
<u>4. N/A</u>							
Stock code (if listed)							
Class of shares							
Subscription price							
EGM approval date (if applicable)							
	(/ /)					
	, , , , , , , , , , , , , , , , , , ,	,					
			Total B.		ary shares)		-
					ce shares)		-
				(0	ther class)	N/A	-

Convertibles (i.e. Convertible	into Shares of th	e Issuer whicl	n are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>	_					
	—					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A	(/ /)					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)			otal C. (Ordina	ary shares)		
				ce shares)		
				ther class)		-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. <u>N/A</u>		
	-	
(/ /) 		
2. N/A		
	-	
(/ /)		
shares (Note 1)		
3. <u>N/A</u>		
	-	
	-	
shares (Note 1)		· · · · · · · · · · · · · · · · · · ·
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Oth		n Issued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						monun
			Class of shares issuable (Note 1)				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares				
		_	issuable (Note 1)	, , , ,	`		
2.	Open offer	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(221111))))))			<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(dd/nin/yyyy)			<u>N/A</u>	<u>N/A</u>
			Class of shares				
4.	Bonus issue		issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	N/A

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
	Class of shares issuable (<i>Note 1</i>)		
10. Other (Please specify) At price : State currency	 Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 	N/A	N/A
	Total E. (Ordinar shares (Preference shares (Other class	s) <u>N/A</u> s) <u>N/A</u>	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	0
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)	

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: Lam Yuen Ling Eva

Title: Joint Company Secretary (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.