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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)

VOLUNTARY ANNOUNCEMENT SFC APPROVAL-IN-PRINCIPLE FOR LICENSE FOR DISTRIBUTING SECURITY TOKEN OFFERINGS

This announcement is made by Somerley Capital Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) on a voluntary basis.

Reference is made to the voluntary announcement of the Company dated 17 December 2021 in connection with the joint venture agreement on security token offerings entered into between Somerley (BVI) Limited (“**SBVI**”), a wholly-owned subsidiary of the Company, and Coinstreet Holdings Limited (“**CSH**”). The strategic partnership aims to combine CSH’s fintech solutions and technical expertise in security token offerings (“**STOs**”) with the Group’s extensive experience and best governance practices in the conventional corporate finance sector.

The board of directors of the Company (the “**Board**”) is pleased to announce that Signum Digital Limited (“**Signum Digital**”), being the joint venture company established in February 2022 by CoinstreetPRO (Global) Limited, a subsidiary of CSH, and SBVI, has received approval-in-principle from the Securities and Futures Commission for its application for the relevant license (the “**License**”) for its security token offering platform. The Company believes that this is one of the first SFC licenses for such a platform in Hong Kong and after formal approval for the License, Signum Digital will be able to offer professional investors high standard, end-to-end secured and fully compliant asset tokenisation services and a valuable corporate financing channel, particularly for SMEs.

Once the conditions for final approval are satisfied, Signum Digital will be permitted to distribute STOs to professional investors, as defined under the Securities and Futures Ordinance, and a further announcement will be made.

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

Hong Kong, 17 March 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.