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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 15 SEPTEMBER 2023

Somerley Capital Holdings Limited (the “Company”) is pleased to announce that at the annual general meeting (the “AGM”) of the Company held at 17/F., Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Friday, 15 September 2023 at 11:30 a.m., all the resolutions (the “Resolutions”) as set out in the circular (the “First Circular”) and supplemental circular (the “Supplemental Circular”) incorporating the notice of the AGM dated 28 June 2023 (the “First Notice”) and the supplemental notice of the AGM dated 16 August 2023 (the “Supplemental Notice”) respectively were passed unanimously by the Shareholders by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the First Circular and the Supplemental Circular.

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

ORDINARY RESOLUTIONS		Number of Votes (%)	
		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 2023.	85,785,726 (100%)	0 (0%)
2.	To declare a final dividend of HK2.5 cents per Share out of the share premium account of the Company.	85,785,726 (100%)	0 (0%)
3.	(a) To re-elect Mr. CHOW Wai Hung Kenneth as an executive director of the Company.	85,785,726 (100%)	0 (0%)
	(b) To re-elect Mr. CHENG Yuk Wo as an independent non-executive director of the Company.	85,785,726 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
4.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	85,785,726 (100%)	0 (0%)
5.	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.	85,785,726 (100%)	0 (0%)
6.	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.	85,785,726 (100%)	0 (0%)
7.	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.	85,785,726 (100%)	0 (0%)
8.	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. 7.	85,785,726 (100%)	0 (0%)
SPECIAL RESOLUTION		Number of Votes (%)	
		For	Against
9.	To approve the proposed amendments to the existing memorandum and amended and restated articles of association of the Company and adopt the amended and restated memorandum of association and second amended and restated articles of association of the Company, which contain the proposed amendments, in substitution for, and to the exclusion of, the existing memorandum and amended and restated articles of association of the Company with immediate effect.	85,785,726 (100%)	0 (0%)

ORDINARY RESOLUTION		Number of Votes (%)	
		For	Against
10.	To approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme (as defined in the circular of the Company dated 16 August 2023).	85,785,726 (100%)	0 (0%)

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

As at the date of the AGM:

- (a) The total number of the Shares in issue and entitling the holders to attend and vote on the Resolutions at the AGM: 143,190,295.
- (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 First Circular and the Supplemental 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 numbered 1 to 8 and 10 above, these resolutions were duly passed as ordinary resolutions of the Company at the AGM. As not less than 75% of the votes were cast in favour of resolution numbered 9 above, such resolution was duly passed as a special resolution 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, Mr. YUEN Kam Tim Francis and Mr. LAW Cheuk Kin Stephen attended the AGM in person.

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.

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

Hong Kong, 15 September 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 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.