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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)**

## **(1) PROPOSED ELECTION OF EXECUTIVE DIRECTORS; AND (2) PROPOSED CHANGES OF COMPOSITION OF BOARD COMMITTEES**

### **PROPOSED ELECTION OF EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Somerley Capital Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that, on 7 August 2024, Ms. LEUNG Lim Ng Jenny (“**Ms. Leung**”) and Mr. WONG C-Tsun (“**Mr. Wong**”) have been nominated by the Board and proposed for election as executive Directors by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting (the “**AGM**”) by way of separate ordinary resolutions. Subject to the passing of the ordinary resolutions in relation to the proposed election of Ms. Leung and Mr. Wong as executive Directors at the AGM, the election of Ms. Leung and Mr. Wong as executive Directors shall take effect from the conclusion of the AGM.

The biographical details of Ms. Leung and Mr. Wong are set out below:

Ms. Leung, aged 54, joined Somerley International Limited as director in March 2010. She has been a director of Somerley Capital Limited since October 2013 and has acted as a Responsible Officer for Type 6 (advising on corporate finance) regulated activity since December 2013. She is responsible for supervising and leading execution of corporate finance projects.

Ms. Leung graduated from University of Birmingham with a Bachelor degree in social science in July 1992.

Ms. Leung has over 20 years of experience in corporate finance. In the past, she held senior positions with a number of corporate finance advisory firms and brokerage houses including Piper Jaffray Asia Ltd. (from 2006 to 2008 with last position as a principal) and Dao Heng Securities Limited (from 2000 to 2006 with last position as director of corporate finance). She has handled various IPOs, merger(s) and acquisition(s) transactions and fund raising exercises.

Subject to approval by the Shareholders at the forthcoming AGM, Ms. Leung is expected to enter into a service agreement with the Company for a term of three years commencing from the effective date of her election until terminated in accordance with the terms and conditions of the service agreement and shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company (the “**Articles**”) and the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”). No director’s fee will be paid to Ms. Leung in respect of her appointment as an executive Director based on the review and recommendation from the remuneration committee of the Company with reference to her duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. She will also be appointed as a member of nomination committee of the Company. Under her contract of employment with a subsidiary of the Company, Ms. Leung receives a monthly salary of HK\$170,000 and is eligible to receive a performance-related discretionary bonus.

As at the date of this announcement, Ms. Leung is interested in 1,576,256 Shares, among which 450,000 Shares are the share options granted to her by the Company under the share option scheme approved and adopted by the Company on 15 September 2023 (the “**2023 Share Option Scheme**”). Save as disclosed above, as at the date of this announcement, Ms. Leung did not hold any other directorships in any listed public companies in Hong Kong or overseas in the last three years nor any other positions with the Group. Furthermore, as at the date of this announcement, Ms. Leung did not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders, and had no other interest in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”). Other than the aforesaid, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provision under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

Mr. Wong, aged 44, joined Somerley International Limited as manager in October 2007 and has served as director since February 2014. He has acted as a managing director of Somerley Capital Limited since April 2019, and has acted as a Responsible Officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 28 April 2014. He is also a director of Somerley Capital (Beijing) Limited, a subsidiary of the Company in China. He is responsible for supervising and leading execution of corporate finance projects.

Mr. Wong graduated from the Chinese University of Hong Kong with a Bachelor degree of business administration in December 2002. He has been a member of the Hong Kong Institute of Certified Public Accountants since September 2007, and a Chartered Financial Analyst of the CFA Institute since September 2009.

Mr. Wong has over 18 years of experience in corporate finance, accounting and auditing. From September 2002 to July 2007, Mr. Wong worked in the audit and assurance division of KPMG, with his last position as assistant manager.

Subject to approval by the Shareholders at the forthcoming AGM, Mr. Wong is expected to enter into a service agreement with the Company for a term of three years commencing from the effective date of his election until terminated in accordance with the terms and conditions of the service agreement and shall be subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. No director's fee will be paid to Mr. Wong in respect of his appointment as an executive Director based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. He will also be appointed as a member of remuneration committee of the Company. Under his contract of employment with a subsidiary of the Company, Mr. Wong receives a monthly salary of HK\$175,000 and is eligible to receive a performance-related discretionary bonus.

As at the date of this announcement, Mr. Wong is interested in 1,576,256 Shares, among which 450,000 Shares are the share options granted to him by the Company under the 2023 Share Option Scheme. Save as disclosed above, as at the date of this announcement, Mr. Wong did not hold any other directorships in any listed public companies in Hong Kong or overseas in the last three years nor any other positions with the Group. Furthermore, as at the date of this announcement, Mr. Wong did not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders, and had no other interest in the shares of the Company or its associated corporation within the meaning of Part XV of the SFO. Other than the aforesaid, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provision under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

A circular containing, among other things, details of the proposed election of Ms. Leung and Mr. Wong as executive Directors, together with a notice convening the AGM, will be sent to the Shareholders in due course. A separate ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the proposed election of each of Ms. Leung and Mr. Wong as an executive Director.

## **PROPOSED CHANGES OF COMPOSITION OF BOARD COMMITTEES UPON CONCLUSION OF THE AGM**

Following the election of Ms. Leung as an executive Director upon conclusion of the AGM, Ms. Leung and Mr. CHENG Yuk Wo, independent non-executive Director will be appointed as members of the nomination committee of the Company.

Following the election of Mr. Wong as an executive Director upon conclusion of the AGM, Mr. Wong and Mr. LAW Cheuk Kin Stephen, independent non-executive Director will be 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, 7 August 2024

*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](http://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](http://www.somerleycapital.com).*