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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “**First Circular**”) of Somerley Capital Holdings Limited (the “**Company**”) and the notice of annual general meeting (the “**First Notice**”) of the Company dated 28 June 2023, pursuant to which the Company convened an annual general meeting to be held at 17/F., Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Friday, 15 September 2023 at 11:30 a.m. (or at any adjournment thereof) (the “**AGM**”). This supplemental notice shall be read together with the First Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT in addition to the resolutions contained in the First Notice, the following supplementary resolution be put forward to the shareholders of the Company (the “**Shareholders**”) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

10. “THAT:

- (a) subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the shares of the Company which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to the meeting and for the purpose of identification signed by the chairman of the meeting, the New Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:
 - (i) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares in the Company;

- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
 - (iii) to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
 - (iv) to make application at the appropriate time or times to the Stock Exchange; and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme;
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme; and
- (b) the existing share option scheme which was adopted by the Company on 9 March 2017 be and is hereby terminated with effect from the adoption of the New Share Option Scheme.”

Yours faithfully,
by order of the Board
Somerley Capital Holdings Limited
SABINE Martin Nevil
Chairman

Hong Kong, 16 August 2023

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Headquarters, head office and
principal place of business
in Hong Kong:*
20th Floor
China Building
29 Queen’s Road Central
Central
Hong Kong

Notes:

- (a) A supplemental proxy form (the “**Second Proxy Form**”) for the above resolution no. 10 is enclosed with the supplemental circular of the Company dated 16 August 2023 together with this supplemental notice of the AGM.
- (b) Whether or not you are able to attend the AGM, please complete and sign the Second Proxy Form in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, as soon as possible, but in any event not less than 48 hours before the time appointed for holding the AGM (the “**Closing Time**”). Completion and delivery of the Second Proxy Form will not preclude you from attending and voting in person at the AGM if you so wish and in such event the Second Proxy Form shall be deemed to be revoked.
- (c) A Shareholder who has not yet lodged the proxy form dispatched to the Shareholders on 28 June 2023 with the Company’s branch share registrar in Hong Kong (the “**First Proxy Form**”) is requested to lodge the Second Proxy Form if it/he/she wishes to appoint proxy/proxies to attend and vote at the AGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s branch share registrar in Hong Kong.
- (d) A Shareholder who has already lodged the First Proxy Form with the Company’s branch share registrar in Hong Kong should note that:
 - (i) if no Second Proxy Form is lodged with the Company’s branch share registrar in Hong Kong, the First Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as it/he/she may be directed under the First Proxy Form and, in respect of the resolution no. 10, as set out in the supplemental notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at its/his/her discretion or to abstain from voting on such resolution;
 - (ii) if the Second Proxy Form is lodged with the Company’s branch share registrar in Hong Kong before the Closing Time, the Second Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by it/him/her;
 - (iii) if the Second Proxy Form is lodged with the Company’s branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company’s branch share registrar in Hong Kong.
- (e) Please refer to the First Notice and the First Circular for details in respect of the other resolutions to be transacted at the AGM, eligibility for attending the AGM, appointment of proxy, registration procedures and other relevant matters.

As at the date of this supplemental notice, 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 supplemental notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 supplemental notice 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 supplemental notice misleading.

This supplemental notice will remain on the “Latest Listed Company Information” page of the website 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.