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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)

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to (i) the announcement jointly issued by the Offeror and the Company dated 4 May 2026 (the “**Joint Announcement**”) in relation to, among others, the Sale and Purchase Agreement and the Offers; and (ii) the joint announcement dated 22 May 2026 issued by the Offeror and the Company in relation to the delay in despatch of the composite document in relation to the Offers (the “**Delay Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Joint Announcement.

The Board hereby announces that the Independent Board Committee comprising Mr. CHENG Yuk Wo, Mr. YUEN Kam Tim Francis and Ms. KHOO Pui Wun, each an independent non-executive Director, who have no direct or indirect interest in the Offers, has been established to make a recommendation to the Offer Shareholders and Optionholders as to whether the Offers are fair and reasonable and as to acceptance of the Offers in accordance with Rules 2.1 and 2.8 of the Takeovers Code.

The Board hereby further announces that Amasse Capital Limited, a corporation licensed under the SFO to carry out Type 6 (advising on corporate finance) regulated activity, has been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the Offers and, in particular, to advise as to whether the Offers are fair and reasonable and to make a recommendation as to the

acceptance of the Offers. The appointment of Amasse Capital Limited as the independent financial adviser has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

The letter of advice from Amasse Capital Limited and the recommendation to the Independent Board Committee in respect of the Offers will be included in the Composite Document to be despatched jointly in due course by the Offeror and the Company to the Shareholders.

WARNING

Shareholders, Optionholders and/or potential investors of the Company should note that the SPA Completion is subject to the fulfilment or waiver of the conditions set out under the sub-section headed “Conditions to the Sale and Purchase Agreement” in the Joint Announcement. Accordingly, the SPA Completion may or may not take place and consequently the Offers may or may not be made. Shareholders, Optionholders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their own professional advisers.

Shareholders and Optionholders are reminded to read the Composite Document when it is published, including the recommendations of the Independent Board Committee and the advice of the independent financial adviser in respect of the Offers, before deciding whether or not to accept the Offers.

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

Hong Kong, 12 June 2026

As at the date of this announcement, the executive Directors of the Company are Mr. SABINE Martin Nevil, Mr. CHEUNG Tei Sing Jamie, Mr. CHOW Wai Hung Kenneth, Ms. LEUNG Lim Ng Jenny and Mr. WONG C-Tsun; the independent non-executive Directors are Mr. CHENG Yuk Wo, Mr. YUEN Kam Tim Francis and Ms. KHOO Pui Wun.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, information and belief, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would render any statement contained in 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.