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Sky Links Group Limited

*(incorporated in the British Virgin Islands
with limited liability)*



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)

JOINT ANNOUNCEMENT

**DESPATCH OF COMPOSITE DOCUMENT RELATING TO
MANDATORY UNCONDITIONAL CASH OFFERS BY
EDDID CAPITAL LIMITED AND RED SUN CAPITAL LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES OF THE COMPANY
(OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY THE OFFEROR
AND THE PARTIES ACTING IN CONCERT WITH IT)
AND TO CANCEL ALL OUTSTANDING OPTIONS OF
THE COMPANY AND
CHANGE OF BOARD COMPOSITION AND
AUTHORISED REPRESENTATIVE**

Joint financial advisers to the Offeror

Eddid.

Eddid Capital Limited



红日资本有限公司
RED SUN CAPITAL LIMITED

Red Sun Capital Limited

**Financial adviser to
the Company**



SOMERLEY CAPITAL LIMITED

Somerley Capital Limited

Reference is made to (i) the announcement jointly issued by Sky Links Group Limited (the “**Offeror**”) and Somerley Capital Holdings Limited (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 composite document dated 22 October 2026 jointly issued by the Offeror and the Company in relation to the Offers (the “**Composite Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Composite Document.

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document setting out, amongst other things, details of the terms of the Offers (including the expected timetable and terms of the Offers), the recommendation from the Independent Board Committee and the letter of advice from the Independent Financial Adviser to the Independent Board Committee, together with the Form(s) of Acceptance, have been issued and despatched to the Offer Shareholders and the Optionholders on 22 October 2026.

EXPECTED TIMETABLE

The expected timetable set out below, as extracted from the Composite Document, is indicative only and may be subject to change. Further announcement(s) will be made by the Offeror and the Company in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all times and dates references contained in this joint announcement, the Composite Document and the Form of Acceptance refer to Hong Kong times and dates.

Events	2026
Record date of Special Cash Dividend	Wednesday, 14 October
Despatch date of the Composite Document and the accompanying Forms of Acceptance	Thursday, 22 October
Offers open for acceptance (<i>Note 1</i>)	Thursday, 22 October
Latest time and date for acceptance of the Offers (<i>Note 2</i>)	4:00 p.m. on Thursday, 12 November
Closing Date (<i>Notes 2 and 3</i>)	Thursday, 12 November

Announcement of the results of the Offers (or its extension or revision, if any) on the website of the Stock Exchange at or before 7:00 p.m. on Thursday, 12 November

Latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offers (*Notes 3 and 4*) Monday, 23 November

Notes:

1. The Offers, which are unconditional in all respects, are made on the date of posting of the Composite Document, and are capable of acceptance on and from Thursday, 22 October 2026 until the Closing Date. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “Right of withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offers is 4:00 p.m. on Thursday, 12 November 2026 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The Offeror reserves the right to extend the Offers until such date as it may determine pursuant to the Takeovers Code. In the event that the Offeror decides to extend the Offers, the announcement will state the next closing date of the Offers or that the Offers will remain open until further notice. In the latter case, at least 14 calendar days’ notice in writing will be given, before the extended Offers are closed, to those Offer Shareholders and Optionholders who have not accepted the Offers.

In the event that the Offeror, in the course of the Offers, decides to revise the terms of the Offers, all Offer Shareholders and the Optionholders, whether or not they have already accepted the Offers, will be entitled to accept the revised Offers under the revised terms. The revised Offers must be kept open for at least 14 days after the date on which the date the revised offer document is posted and shall not close earlier than the Closing Date.

An announcement will be jointly issued by the Company and the Offeror on the websites of the Stock Exchange and the Company by 7:00 p.m. on the Closing Date stating the results of the Offers and whether the Offers have been revised or extended or has closed for acceptance.

3. If there is a tropical cyclone warning signal number 8 or above, or “Extreme Conditions” or a “black rainstorm warning signal” as issued by the Hong Kong Observatory and/or the Government of Hong Kong (collectively, “**severe weather conditions**”) on any of the following deadlines (“**Key Deadlines**”): (a) the Closing Date and the latest time for acceptance of the Offers and the submission and publication deadline for a closing announcement under Rule 19.1 of the Takeovers Code; and (b) the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances,
- (a) in case any severe weather condition is in force in Hong Kong at any local time before 12:00 noon but no longer in force at 12:00 noon and/or thereafter on any Key Deadline, such Key Deadline will remain on the same Business Day; or
- (b) in case any severe weather condition is in force in Hong Kong at any local time at 12:00 noon and/or thereafter on any Key Deadline, such Key Deadline will be rescheduled to the following Business Day which does not have any of those warnings or conditions in force in Hong Kong at any time at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of acceptances of the Share Offer) payable for the Share Offer will be posted to the accepting Offer Shareholders by ordinary post at their own risk.
- Cheques in respect of the cash consideration payable for the Options surrendered for cancellation under the Option Offer will be delivered to the registered office of the Company at 20/F., China Building, 29 Queen’s Road Central, Hong Kong for collection by the Optionholders.
- Payment will be made as soon as possible, but in any event no later than seven Business Days following the date of receipt by the Registrar of all relevant documents to render each acceptance under the relevant Offers complete and valid in accordance with the Takeovers Code, the Composite Document and the relevant accompanying Form(s) of Acceptance.
5. Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant and who wish to accept the Share Offer should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of HKSCC and HKSCC Operational Procedures.

CHANGE OF BOARD COMPOSITION AND AUTHORISED REPRESENTATIVE

The following Directors have tendered their resignations to the Company and their resignations will take effect immediately after the publication of the closing announcement on the Closing Date, being the earliest time as permitted under the Takeovers Code:

- (i) Mr. Cheung Tei Sing Jamie, Ms. Leung Lim Ng Jenny and Mr. Wong C-Tsun, as executive Directors;
- (ii) Mr. Cheng Yuk Wo and Mr. Yuen Kam Tim Francis, as independent non-executive Directors; and

- (iii) Mr. Cheung Tei Sing Jamie has tendered his resignation, as the authorised representative of the Company as required under Rule 5.24 of the GEM Listing Rules, and Mr. Pang Mo Cheung has been appointed as the authorised representative of the Company as required under Rule 5.24 of the GEM Listing Rules with effect from immediately after the publication of the closing announcement on the Closing Date.

The resignation of the resigning Directors is in connection with the change in control of the Company after the SPA Completion. Each of the resigning Directors has confirmed that he/she has no disagreement with the Board and there are no matters relating to his/her resignation which need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its gratitude to the resigning Directors for their contributions to the Company during their terms of service.

The Board is pleased to announce that the following changes to the board composition with effect immediately after the posting of the Composite Document (i.e. 22 October 2026, being the earliest date as permitted under the Takeovers Code):

- (i) Mr. Ng Hoi Kam has been appointed as an executive Director;
- (ii) Ms. Zhu Yuchen has been appointed as a non-executive Director;
- (iii) Mr. Lee Siu Hang Foster has been appointed as an independent non-executive Director; and
- (iv) Mr. Li Shoushuang has been appointed as an independent non-executive Director.

The brief biographical details of Mr. Ng Hoi Kam, Ms. Zhu Yuchen, Mr. Lee Siu Hang Foster and Mr. Li Shoushuang (collectively, the “**New Directors**”) are set out below.

Mr. Ng Hoi Kam (“Mr. Ng”)

Mr. Ng, aged 53, has over 25 years of experience in the investment banking and financial industry focusing on the areas of initial public offerings, mergers and acquisitions, corporate restructuring and other financial advisory services to listed companies and listing applicants in Hong Kong. Mr. Ng is currently the executive director of Hong Kong Gold Industry Group Limited (formally known as Add New Energy Investment Holding Group Limited) (stock code: 2623). Mr. Ng also served as an executive director of CMBC Capital Holdings Limited (stock code: 1141, “**CMBC**”) between October 2017 and October 2025. He served as the managing director of corporate finance in Haitong International Capital Limited before joining CMBC. From July 1997 to December 2000, he worked in Arthur Anderson & Co.

Mr. Ng is a member of the Hong Kong Institute of Certified Public Accountants. He received his Master of Economics from the University of Hong Kong and Bachelor of Business Administration from the Chinese University of Hong Kong. Mr. Ng was a Responsible Officer and a director of each of CMBC International Capital Limited (a company licensed by the SFC to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities) and CMBC Securities Company Limited (a company licensed by the SFC to carry out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities), both of which, are wholly-owned subsidiaries of CMBC.

Save as disclosed herein, as at the date of this joint announcement, Mr. Ng (i) does not hold any position in the Company or other members of the Group; (ii) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iv) does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. As at the date of this joint announcement, Mr. Ng is indirectly interested in 75,959,948 Shares (being the Sale Shares acquired pursuant to the Sale and Purchase Agreement) held by the Offeror, which is wholly owned by Mr. Ng.

Ms. Zhu Yuchen (“Ms. Zhu”)

Ms. Zhu, aged 33, has over six years of experience in investment management. She has been a partner and risk control manager of Shanghai Yingke Zhide Private Equity Fund Management Co., Ltd.* (上海盈科值得私募基金管理有限公司) (“**Shanghai Yingke Zhide Private Equity Fund**”) since July 2024 and a director of ZhiDe Capital Limited (值得資管香港有限公司) since October 2025.

From July 2019 to March 2020, Ms. Zhu worked at Nanjing Cultural and Museum Group Co., Ltd.* (南京文博集團有限責任公司) (formally known as Nanjing Culture Investment Holding Group Co., Ltd.* (南京市文化投資控股集團有限公司)). From March 2020 to March 2021, she was the deputy general manager of Jiangsu Shengan Tianxin Energy Trading Co., Ltd.* (江蘇晟安天信能源貿易有限公司). From April 2021 to July 2024, she was an investment director of Shanghai Yingke Zhide Private Equity Fund.

Ms. Zhu obtained a bachelor’s degree in management and a master’s degree in law from Shanghai Jiao Tong University (上海交通大學) in 2016 and 2019 respectively. She obtained her Legal Profession Qualification Certificate of the PRC in 2018 and her securities practitioner license in 2020 accredited by the Securities Association of China.

As at the date of this joint announcement, Ms. Zhu (i) does not hold any position in the Company or other members of the Group; (ii) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iv) does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Li Shoushuang (“Mr. Li”)

Mr. Li, aged 48, has over 20 years of experience in the legal industry. He is currently the vice chairman of the board of directors and a senior partner at Beijing Dacheng Law Offices, focusing on capital markets transactions and mergers and acquisitions. He obtained his Legal Profession Qualification Certificate of the PRC in 2005.

Mr. Li has been an independent director of Cambricon Technologies Corporation Limited (中科寒武紀科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688256), since November 2025, and an independent director of China Satellite Communications Co., Ltd. (中國衛通集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601698), since 28 August 2026. He is a member of the China Academy of Arbitration Law (中國仲裁法學研究會).

Mr. Li obtained a bachelor’s degree in law and economics from Southwest University of Political Science and Law (西南政法大學) in the PRC in 2001, a master’s degree in international law from Peking University Law School (北京大學法學院) in the PRC in 2004, an Executive Masters in Business Administration from Tsinghua University (清華大學) in the PRC in 2014, and a master’s degree in law from the University of California, Berkeley, School of Law in the United States in 2018.

Save as disclosed herein, as at the date of this joint announcement, Mr. Li (i) does not hold any position in the Company or other members of the Group; (ii) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iv) does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Lee Siu Hang Foster (“Mr. Lee”)

Mr. Lee, aged 45, has over 20 years of experience in direct lending and structured finance across the Asia Pacific.

Mr. Lee is currently a managing director heading the private credit franchise for Gaw Capital Partners. Prior to joining Gaw Capital Partners, he served as managing director of the financing department in Fortune Fountain Capital Limited from April 2018 to

September 2019 and as vice president and chief investment officer of Carnival Group (Hong Kong) Holdings Limited from 2017 to 2018. From May 2012 to October 2017, he worked at China Minsheng Bank, where he last served as the senior vice president, head of syndicated finance department. From April 2011 to May 2012, he served as an assistant vice president in syndicated finance at DBS Bank Ltd. From June 2005 to March 2011, he worked at GE Capital, where he last served as an associate vice president in structured finance.

Mr. Lee has served as a non-executive director of ICO Group Limited, a company listed on the Stock Exchange (stock code: 1460), since April 2026, and previously served as an independent non-executive director of Icon Culture Global Company Limited, a company listed on the GEM board of the Stock Exchange (stock code: 8500), from December 2019 to January 2024. He also served on the board of directors of the Asia Pacific Loan Market Association from May 2016 to November 2017.

Mr. Lee obtained a bachelor's degree in commerce from the University of New South Wales in 2002 and is a certified practising accountant of CPA Australia.

Save as disclosed herein, as at the date of this joint announcement, Mr. Lee (i) does not hold any position in the Company or other members of the Group; (ii) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, other than as disclosed above; (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iv) does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Li and Mr. Lee, being appointed as independent non-executive Directors, have confirmed (i) their independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) that they have no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect their independence at the time of their appointment.

Each of Mr. Ng, Ms. Zhu, Mr. Li and Mr. Lee has entered into a service contract with the Company for a term of three years from the date of appointment which may be terminated by either party with three month's written notice. Each of the New Directors shall be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the service contract, each of the New Directors is entitled to a director's fee in the amount as set out below. Their remuneration will be reviewed annually by the Board and the remuneration committee of the Board with reference to their background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates.

Nominated Director	Director's fee per annum
Mr. Ng	HK\$2,520,000
Ms. Zhu	HK\$216,000
Mr. Li	HK\$216,000
Mr. Lee	HK\$216,000

The Board would like to take this opportunity to extend its warmest welcome to the New Directors for joining the Board.

Following the appointment of the new Directors, the Board will comprise 12 members, of which six will be executive Directors, one will be non-executive Director and five will be independent non-executive Directors.

The Board is not aware of any other matter in relation to the appointment of the above Directors that needs to be brought to the attention of the Shareholders, and, save as disclosed in this joint announcement, there is no other information which is required to be disclosed pursuant to the requirements under Rule 17.50(2) of the GEM Listing Rules.

Further changes to the Board and authorised representative and the change in composition of the Board committees will be announced by the Company as and when appropriate.

WARNING

Shareholders and Optionholders are strongly advised to read carefully the Composite Document, 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.

Notwithstanding the advice, opinion, financial information of the Group and other information contained in the Composite Document, the Offer Shareholders and the Optionholders are reminded and advised that their decisions to realise or to hold their investment in the Company depend on their own individual circumstances and investment objectives. If in any doubt, the Offer Shareholders and the Optionholders are strongly advised to consult their own professional advisers for professional advice.

The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors of the Company are in any doubt about their position, they should consult their professional advisers.

By order of the sole director of
Sky Links Group Limited
NG Hoi Kam
Director

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

Hong Kong, 22 October 2026

As at the date of this joint announcement, the executive Directors are Mr. SABINE Martin Nevil, Mr. CHEUNG Tei Sing Jamie, Mr. NG Hoi Kam, Mr. CHOW Wai Hung Kenneth, Ms. LEUNG Lim Ng Jenny and Mr. WONG C-Tsun; the non-executive Director is Ms. ZHU Yuchen; the independent non-executive Directors are Mr. CHENG Yuk Wo, Mr. YUEN Kam Tim Francis, Mr. LEE Siu Hang Foster, Mr. LI Shoushuang, and Ms. KHOO Pui Wun.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, its ultimate beneficial owners and the parties acting in concert with any of them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, information and belief, opinions expressed in this joint announcement (other than those expressed by the director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would render any statement contained in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. NG Hoi Kam.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and the Seller), and confirms, having made all reasonable enquiries, that to the best of his knowledge, information and belief, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would render any statement in this joint announcement misleading.

This joint 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.