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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)

NO CHANGE IN THE OPINION AND RECOMMENDATION OF THE INDEPENDENT FINANCIAL ADVISER AND THE INDEPENDENT BOARD COMMITTEE IN RELATION 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

Financial adviser to the Company

SOMERLEY CAPITAL LIMITED

Independent financial adviser to the Independent Board Committee

AMASSE CAPITAL
寶積資本

INTRODUCTION

Reference is made to (i) the composite document dated 22 October 2026 jointly issued by Sky Links Group Limited (the "**Offeror**") and Somerley Capital Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") in relation to the 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 (the "**Composite Document**"); and (ii) the announcement issued by the Company on 2 November 2026 in relation to the unaudited consolidated results of the Group for the six months ended 30 September 2026 (the "**1H2026**"). Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Composite Document and the letter from the Independent Financial Adviser in the Composite Document (the "**IFA Letter**").

NO CHANGE IN THE OPINION AND RECOMMENDATION OF THE INDEPENDENT FINANCIAL ADVISER AND THE INDEPENDENT BOARD COMMITTEE IN RELATION TO THE OFFERS

Amasse Capital Limited, the Independent Financial Adviser, has confirmed that the information contained in the 1H2026 results announcement does not affect its advice in relation to the Offers as set out in the section headed "Letter from the Independent Financial Adviser" in the Composite Document.

Accordingly, the Independent Financial Adviser's opinion that (i) the terms of the Share Offer and the Share Offer Price are fair and reasonable so far as the Offer Shareholders are concerned; and (ii) as the Share Offer Price is considered to be fair and reasonable, the "see-through" price under the Option Offer, which is based on the Share Offer Price, is also considered fair and reasonable so far as the Optionholders are concerned, remains unchanged. The Independent Financial Adviser's advice to the Independent Board Committee to recommend the Offer Shareholders and Optionholders to accept the respective Offers also remains unchanged (collectively, the "**No Change Opinion**").

The Independent Board Committee, having taken into account the No Change Opinion, has confirmed that its opinion and recommendation in respect of the Offers as set out in the letter from the Independent Board Committee in the Composite Document remain unchanged.

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. 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 that they should 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 Board
Somerley Capital Holdings Limited
SABINE Martin Nevil
Chairman

Hong Kong, 2 November 2026

As at the date of this 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 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.