

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 15 March 2017 (the “**Prospectus**”) issued by Somerley Capital Holdings Limited (the “**Company**”).

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for Shares or any securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering illustrated below before deciding whether or not to invest in the Hong Kong Offer Shares.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. The Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.



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)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF HONG KONG PUBLIC OFFERING

Number of Offer Shares : 35,000,000 Offer Shares
Offer Price : Not more than HK\$2.30 per Offer Share and expected to be not less than HK\$1.70 per Offer Share (payable in full on application in Hong Kong dollars and subject to refund, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)
Nominal value : HK\$0.01 per Share
Stock code : 8439

Joint Sponsors



SOMERLEY CAPITAL LIMITED



Halcyon Capital Limited

Joint Lead Managers



Halcyon Securities Limited



THE HONG KONG PUBLIC OFFERING

Application has been made to the Listing Department for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Hong Kong Public Offering (including any shares which may be issued pursuant to the exercise of the options that were granted or may be granted under the Share Option Schemes) on GEM. The Hong Kong Public Offering comprises 35,000,000 Hong Kong Offer Shares representing 100% of the total Offer Shares.

Subject to the approval for listing of, and permission to deal in, the Shares on GEM and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Tuesday, 28 March 2017) or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will be not more than HK\$2.30 per Offer Share and is expected to be not less than HK\$1.70 per Offer Share. Applicants under the Hong Kong Public Offering must pay, on application, the maximum indicative Offer Price of HK\$2.30 per Offer Share plus a 1% brokerage fee, a 0.0027% SFC transaction levy and a 0.005% Stock Exchange trading fee, subject to refund if the final Offer Price should be lower than HK\$2.30 per Offer Share.

If the Offer Price as finally determined is less than HK\$2.30 per Offer Share, appropriate refund payments (including the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the section headed “How to Apply for Hong Kong Offer Shares — 12. Refund of application monies” in the Prospectus.

The Hong Kong Public Offering is conditional upon the fulfilment of the conditions as set out in section headed “Structure of the Hong Kong Public Offering — Conditions of the Hong Kong Public Offering” in the Prospectus. If such conditions are not fulfilled or waived prior to the dates and times specified, the Hong Kong Public Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be published by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.somerleycapital.com on the next day following such lapse.

Prospective investors should note that Halcyon Securities (for itself and on behalf of the Underwriters) in its sole and absolute opinion is entitled by notice in writing to the Company (with a copy of such notice to the other parties to the Underwriting Agreement) to terminate the Underwriting Agreement if upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting Arrangements — Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 28 March 2017.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.

Applicants who would like to have the allotted Hong Kong Offer Shares issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 15 March 2017 to 12:00 noon on Monday, 20 March 2017 from the following locations:

1. the following offices of the Underwriters:

Ballas Capital Limited

Unit 1802, 18th Floor
1 Duddell Street
Central
Hong Kong

GF Securities (Hong Kong) Brokerage Limited

29th and 30th Floor
Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

Haitong International Securities Company Limited

22nd Floor
Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

Halcyon Securities Limited

11th Floor
8 Wyndham Street
Central
Hong Kong

2. Any of the following branches of the receiving bank:

Standard Chartered Bank (Hong Kong) Limited

	Branch name	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4–4A Des Voeux Road Central, Central
	Aberdeen Branch	Shop 4A, G/F and Shop 1, 1/F, Aberdeen Centre Site 5, No. 6–12 Nam Ning Street, Aberdeen
Kowloon	Kwun Tong Branch	G/F, 414 Kwun Tong Road, Kowloon
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617–623 Nathan Road, Mongkok
New Territories	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21–27 Shatin Centre Street, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 15 March 2017 until 12:00 noon on Monday, 20 March 2017 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbrokers.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "**HORSFORD NOMINEES LIMITED — SOMERLEY CAPITAL PUBLIC OFFER**" for the payment should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Wednesday, 15 March 2017	:	9:00 a.m. to 5:00 p.m.
Thursday, 16 March 2017	:	9:00 a.m. to 5:00 p.m.
Friday, 17 March 2017	:	9:00 a.m. to 5:00 p.m.
Saturday, 18 March 2017	:	9:00 a.m. to 1:00 p.m.
Monday, 20 March 2017	:	9:00 a.m. to 12:00 noon

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

- 9:00 a.m. to 8:30 p.m.⁽¹⁾, Wednesday, 15 March 2017
- 8:00 a.m. to 8:30 p.m.⁽¹⁾, Thursday, 16 March 2017
- 8:00 a.m. to 8:30 p.m.⁽¹⁾, Friday, 17 March 2017
- 8:00 a.m.⁽¹⁾ to 12:00 noon, Monday, 20 March 2017

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 am on Wednesday, 15 March 2017 until 12:00 noon on Monday, 20 March 2017 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Monday, 20 March 2017, the last application day or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — 9. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections headed “Structure of the Hong Kong Public Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce (i) the final Offer Price; (ii) the level of applications in respect of the Hong Kong Public Offering; and (iii) the basis of allotment of the Hong Kong Offer Shares under the Hong Kong Public Offering on Monday, 27 March 2017 on the Company’s website at www.somerleycapital.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares — 10. Publication of Results” of the Prospectus on Monday, 27 March 2017.

Assuming the Hong Kong Public Offering becomes unconditional in all respects and the Underwriting Agreement is not terminated in accordance with its terms prior to 8:00 a.m. on Tuesday, 28 March 2017, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 28 March 2017 and share certificates will only be valid at 8:00 a.m. on Tuesday, 28 March 2017. The Shares will be traded in board lots of 2,000 Shares each under the stock code 8439. The Company will not issue any receipt for sum paid on application or temporary documents of title.

By Order of the Board
Somerley Capital Holdings Limited
新百利融資控股有限公司
Sabine Martin Nevil
Chairman and Executive Director

Hong Kong, 15 March 2017

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; and the independent non-executive Directors are Mr. Cheng Yuk Wo, Mr. Higgs Jeremy James and Mr. Yuen Kam Tim Francis.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.somerleycapital.com.