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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)**

### **PROFIT WARNING**

This announcement is made by Somerley Capital Holdings Limited (the “Company”, and together with its subsidiaries, the “Group”) pursuant to Rule 17.10(2) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The board (the “Board”) of directors (the “Directors”) of the Company wishes to inform the shareholders of the Company (the “Shareholders”) and potential investors that, based on the preliminary unaudited consolidated management accounts of the Group, the Group is expected to record an after-tax loss of around HK\$13.8 million for the year ended 31 March 2025 (2024: approximately HK\$3.6 million). This includes non-cash expenses of approximately HK\$1.6 million related to the share-based payment expenses (2024: approximately HK\$0.7 million) and approximately HK\$2.3 million impairment provision recognised in respect of trade receivables (2024: approximately HK\$1.9 million). The increase in estimated after-tax loss was mainly due to an approximately HK\$15.8 million decrease in revenue as a result of an unfavourable business environment in the Hong Kong corporate finance market, partially offset by an approximately HK\$4.0 million decrease in employee benefits costs as a result of the cost optimisation programme, which was introduced in the second half of the year ended 31 March 2025. Despite the expected after-tax loss, the Group’s liquidity position remains healthy, with cash and cash equivalents of around HK\$51.6 million and no bank borrowings as at 31 March 2025.

For the six months ended 30 September 2024, the Group reported an interim loss before tax of approximately HK\$11.7 million and adjusted loss before tax of approximately HK\$10.6 million (excluding share-based payment of approximately HK\$1.1 million). In response, the Group implemented a cost optimisation programme in December 2024 to revamp the employee remuneration package and strengthen operational cost control. As a result, the loss before tax for the six months ended 31 March 2025 is expected to be

approximately HK\$2.1 million or approximately breakeven on an adjusted basis (excluding discretionary bonuses, share-based payment and impairment loss recognised in respect of intangible asset which total approximately HK\$2.2 million).

As the Company is still in the course of finalising the results of the Group for the year ended 31 March 2025, the information contained in this announcement is a preliminary assessment by the Board based on the unaudited consolidated management accounts of the Group, which are subject to the review by the Company's audit committee and completion of audit work by the Company's auditors. The information set out in this announcement is therefore subject to finalisation and adjustment (if necessary). The results of the Group for the year ended 31 March 2025 are scheduled to be approved and announced by the Board on 20 June 2025.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 13 June 2025

*As at the date of this announcement, the executive Directors 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 Mr. LAW Cheuk Kin Stephen.*

*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, the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at [www.hkexnews.hk](http://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](http://www.somerleycapital.com).*