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Alpha Professional Holdings Limited

阿爾法企業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 948)

FURTHER DELAY IN DESPATCH OF CIRCULAR

Financial advisor to the Company



禹銘投資管理有限公司
YU MING INVESTMENT MANAGEMENT LIMITED

Reference is made to (i) the announcement of Alpha Professional Holdings Limited (the “**Company**”) dated 18 September 2019 (the “**Announcement**”) in relation to, among others, the Unwinding; (ii) the announcements of the Company dated 8 October 2019 and 30 October 2019 (the “**Delay Announcements**”) in relation to the delay in despatch of the circular; and (iii) the announcements issued by the Company dated 29 October 2019 and 30 October 2019 in relation to profit warning of the Company’s interim financial result. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Announcement.

As disclosed in the Delay Announcements, a circular (the “**Circular**”) containing, among other things, (i) further details about the Settlement Agreement, including the Unwinding and the Share Buy-backs; (ii) the recommendations of the Independent Board Committee on the Settlement Agreement and the transactions contemplated thereunder, including the Unwinding and the Share Buy-backs; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Settlement Agreement and the transactions contemplated thereunder, including the Unwinding and the Share Buy-backs; and (iv) the notice convening the SGM, will be despatched to the Shareholders on or before 2 December 2019.

The Company has published announcements in relation to profit warning of the Company's interim financial result on 29 October 2019 and 30 October 2019, which constitute a profit forecast under Rule 10 of the Takeovers Code. As the Company intends to publish the interim results announcement of the Company for the six months ended 30 September 2019 (the "**Interim Results Announcement**") prior to the despatch of the Circular, the requirement to include the Rule 10 reports in the next Shareholder's document will no longer apply as the published financial results will fall within the ambit of Rule 10.9 of the Takeovers Code.

The Interim Results Announcement is expected to be published on 29 November 2019. As additional time is required for the Company to update certain information contained in the circular after the publication of the Interim Results Announcement, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for, and the Executive is minded to grant its consent to an extension of time for the despatch of the Circular to the Shareholders to a date falling on or before 12 December 2019.

Shareholders and potential investors of the Company should be aware that the transactions contemplated under the Settlement Agreement are subject to a number of conditions being satisfied, including but not limited to the approval of the Share Buy-backs by the Executive, and consequently the transactions contemplated under the Settlement Agreement may or may not proceed. Accordingly, they are advised to exercise caution when they deal or contemplate dealing in the Shares or other securities (if any) of the Company.

By Order of the Board
Alpha Professional Holdings Limited
XIONG Jianrui
Chairman

Hong Kong, 29 November 2019

As at the date of this announcement, the executive Directors are Mr. Xiong Jianrui, Mr. Yi Peijian and Mr. Chen Zeyu, and the independent non-executive Directors are Mr. Lin Tao, Mr. Khoo Wun Fat William, Mr. Cui Songhe and Mr. Li Chak Hung.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, 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 make any statement in this announcement misleading.

* *For identification purpose only*