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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Alpha Professional Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 3 January 2020 at Meeting Room 1, Ucommune, 11/F, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments), the following resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) the entering into of the settlement agreement (the “**Agreement**”) dated 17 September 2019 made between the Company, Starways Global Holding Inc. (“**Starways Global**”), Mr. Wang Bin and Great Empire International Group Limited (“**GE International**”) in relation to, among other matters, the proposed disposal (the “**Unwinding**”) of the entire issued share capital of GE International by the Company for the total consideration of HK\$94,400,000 (the “**Consideration**”), and the proposed satisfaction of the Consideration by way of (i) Starways Global transferring to the Company, and the Company cancelling, 40,716,000 shares of a nominal value of US\$0.16 each in the existing share capital of the Company (“**Share(s)**”) (“**Buy-Back Shares**”) at the buy-back price of approximately HK\$1.857 per Buy-back Share (the “**Share Buy-backs**”); and (ii) Starways Global paying an amount of HK\$18,803,982 in cash to the Company (a copy of the Agreement is marked “A” and produced to the SGM and signed by the chairman of the SGM for identification purpose) and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed;

* For identification purpose only

- (b) subject to the approval having been granted by the executive director of the Corporate Finance Division of the Securities and Futures Commission or any of his delegate(s) and not having been withdrawn, the Share Buy-backs be and is hereby approved and any one director or (if affixing of seal is required) any two directors of the Company be and is/are hereby authorised to sign and execute such documents (including under seal where applicable) and to do all such acts and things incidental to the Share Buy-backs or as he/they consider(s) necessary, desirable or expedient to implement or give effect to the Share Buy-backs; and
- (c) that any one director or (if affixing of seal is required) any two directors of the Company be hereby authorised for and on behalf of the Company, among other things, to sign, execute, perfect, deliver (including under seal where applicable) and to authorise the signing, executing, perfecting, delivering (including under seal where applicable) of all such documents and deeds, and to do or authorise doing all such acts, matters and things as he/they may in his/their absolute discretion consider necessary, expedient or desirable to give effect to, implement and/or complete all matters in connection with the Agreement and the transactions contemplated thereunder (including but not limited to the Unwinding and the Share Buy-backs) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Agreement as he/they may in his/their absolute discretion consider to be desirable and in the interest of the Company and all of such acts of director(s) as aforesaid be and are hereby approved, ratified and confirmed.”

By order of the Board
Alpha Professional Holdings Limited
Kung Wai Chiu Marco
Company Secretary

Hong Kong, 12 December 2019

Registered office:
Continental Building, 25 Church Street
Hamilton, HM 12, Bermuda

*Head office and principal place of
business in Hong Kong:*
47th Floor-A, China Online Centre
333 Lockhart Road
Wan Chai
Hong Kong

Notes:

1. A Shareholder who is entitled to attend and vote at the meeting is entitled to appoint another person as his/ her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares of the Company may appoint more than one proxy. A proxy need not be a Shareholder.
2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be returned to the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before time appointed for holding the meeting or any adjournment thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.

3. For the purpose of ascertaining the Shareholders' right to attend and vote at the meeting, the register of members of the Company will be closed from 30 December 2019 to 3 January 2020, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant Share certificate(s) must be lodged with the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 27 December 2019.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
5. The Chinese version of the resolutions set out in this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.
6. As at the date of this notice, the executive Directors are Mr. Xiong Jianrui (chairman), Mr. Yi Peijian (chief executive officer) 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.
7. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force in Hong Kong at or at any time after 8:00 a.m. on the date of the meeting, the meeting will be adjourned. An announcement will be posted on the websites of the Company and the Stock Exchange to notify the Shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.
8. If any Shareholders have any particular access request or special needs for participating in the meeting, please contact the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited (telephone no.: +852 2980 1333) on or before 27 December 2019.

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