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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Director(s)**”) of Alpha Professional Holdings Limited (the “**Company**”) is pleased to announce that with effect from 28 October 2020:

- (1) Mr. Ngai Wah Sang has been appointed as an independent non-executive Director, the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Company, and a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company; and
- (2) Mr. Yi Peijian ceased to be a member of each of the Remuneration Committee and the Nomination Committee.

References are made to the announcements of the Company dated 4 May 2020, 31 July 2020 and 20 August 2020.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Ngai Wah Sang (“**Mr. Ngai**”) has been appointed as an independent non-executive Director with effect from 28 October 2020.

Mr. Ngai, aged 62, holds a Bachelor’s Degree in Science from the University of London in the United Kingdom. He is a fellow of Chartered Accountants Australia and New Zealand and the Hong Kong Institute of Certified Public Accountants respectively.

Mr. Ngai has broad experience in auditing, accounting, financial management and dealing with business development and investments and previously worked for international accounting firms and listed companies in Hong Kong and overseas. He is currently an independent non-executive director of Tian An China Investments Company Limited (Stock Code: 28) and Real Nutraceutical Group Limited (Stock Code: 2010), the shares of all such companies are listed on the main board of The Stock Exchange of Hong Kong Limited.

Mr. Ngai has entered into a letter of appointment with the Company for a term of three years commencing from 28 October 2020 subject to early termination in accordance with the terms of the letter of appointment and retirement by rotation and re-election and other related provisions as stipulated in the bye-laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Mr. Ngai is entitled to a Director’s fee of HK\$180,000 per annum, which was determined by the Board based on the recommendations of the Remuneration Committee with reference to his role, qualification, level of experience, the contribution to be made by him to the Company and the prevailing market conditions.

In accordance with the bye-laws of the Company, Mr. Ngai will hold office until the next general meeting of the Company and will be eligible for re-election.

Save as disclosed above, as at the date of this announcement, Mr. Ngai does not (i) hold any other positions in the Company or its subsidiaries; (ii) hold any directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years; (iii) have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) have, and is not deemed to have, any interests or short positions (both within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in the shares, underlying shares or debentures of the Company or any of its associated corporation (as defined under Part XV of the Securities and Futures Ordinance).

Mr. Ngai has confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there is no other information in relation to the appointment of Mr. Ngai which is required to be disclosed nor is/was he involved in any of the matters required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend a warm welcome to Mr. Ngai for joining the Board.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board is also pleased to announce that with effect from 28 October 2020:

- (1) Mr. Ngai Wah Sang has been appointed as the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee; and
- (2) Mr. Yi Peijian (“**Mr. Yi**”) ceased to be a member of each of the Remuneration Committee and the Nomination Committee.

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Yi towards the Company during his tenure of service as a member of each of the Remuneration Committee and the Nomination Committee.

As at the date of this announcement, the Company has complied with (i) the minimum of three independent non-executive Directors requirement under Rule 3.10(1) of the Listing Rules; (ii) the composition requirement of the Audit Committee under Rule 3.21 of the Listing Rules; (iii) the chairman and composition requirement of the Remuneration Committee under Rule 3.25 of the Listing Rules; and (iv) the composition requirement of the Nomination Committee under Code Provision A.5.1 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

On behalf of the Board of
Alpha Professional Holdings Limited
XIONG Jianrui
Chairman

Hong Kong, 28 October 2020

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. Li Chak Hung, Mr. Choi Kin Man and Mr. Ngai Wah Sang.

** For identification purpose only*