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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)

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;

(2) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES;

AND

(3) COMPLIANCE WITH RULES 3.10(1), 3.21 AND 3.25 OF THE LISTING RULES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Alpha Professional Holdings Limited (the “**Company**”) is pleased to announce that Mr. Chen Jianguo (“**Mr. Chen**”) has been appointed as an independent non-executive Director with effect from 15 July 2024. The biographical details of Mr. Chen are as follows:

Mr. Chen, aged 55, holds a Bachelor’s Degree in Engineering from Baotou Steel and Iron Institute (currently known as Inner Mongolia University of Science and Technology) and a degree of Master of Business Administration from China Europe International Business School. He currently serves as a chief executive officer at Ke Rui Si Medical Technology (Shanghai) Company Limited* (科銳斯醫療科技(上海)有限公司), and has broad experience in corporate investment and business management, particularly in the fields of healthcare, new energy, supply chain finance and new materials.

Mr. Chen has entered into a letter of appointment with the Company for a term of three years commencing from 15 July 2024 subject to early termination in accordance with the terms of the letter of appointment and retirement by rotation and re-election at the annual general meetings of the Company and other related provisions as stipulated in the bye-laws of the Company (the “**Bye-laws**”) and the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Chen is entitled to a Director’s fee of HK\$50,000 per annum, which was determined by the Board based on the recommendations of the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to his role, qualification, level of experience, the contribution to be made by him to the Company, the prevailing market conditions and the terms of the Company’s remuneration policy.

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

As at the date of this announcement, Mr. Chen has personal interest in 1,428,000 ordinary shares of the Company representing 0.40% of the total issued shares of the Company. Save as disclosed above, Mr. Chen does not have, and is not deemed to have, any interests in the shares of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Mr. Chen 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; and (iii) have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Chen has confirmed (i) his independence as regards to each of the criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Chen 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) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board is also pleased to announce that with effect from 15 July 2024, Mr. Chen has been appointed as the chairman and a member of the Remuneration Committee, and a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee of the Company.

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

COMPLIANCE WITH RULES 3.10(1), 3.21 AND 3.25 OF THE LISTING RULES

Following the appointment of Mr. Chen and 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 minimum of three members requirement in the Audit Committee under Rule 3.21 of the Listing Rules; and (iii) the chairman acting by an independent non-executive Director and the majority of independent non-executive Directors requirement in the Remuneration Committee under Rule 3.25 of the Listing Rules.

On behalf of the Board
Alpha Professional Holdings Limited
Zhao Lei
Executive Director and Chief Executive Officer

Hong Kong, 15 July 2024

As at the date of this announcement, the executive Directors are Mr. Zhao Lei, Ms. Wu Feizi and Mr. Gao Peng, and the independent non-executive Directors are Mr. Li Chak Hung, Mr. Tu Chunan and Mr. Chen Jianguo.

** For identification purpose only*