

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 of Alpha Professional Holdings Limited (the “**Company**”) will be held at Novotel Century Hong Kong, Plaza 3, Basement 3, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 26 September 2025 at 3:00 p.m. (the “**SGM**”) for the purposes of considering and, if thought fit, approving (with or without modification) the following resolution:

#### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) arising from the Capital Reorganisation (as defined below); and (ii) the compliance by the Company with the relevant procedures and requirements under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Companies Act 1981 of Bermuda (the “**Companies Act**”) to effect the Capital Reorganisation (as defined below), with effect from the second business day immediately following the day of passing of this resolution by the shareholders of the Company (the “**Shareholders**”) or such later date when the aforementioned conditions are satisfied (the “**Effective Date**”):

- (a) the par value of each issued ordinary share of US\$0.16 each in the share capital of the Company (the “**Existing Share(s)**”) be reduced from US\$0.16 to US\$0.001 by cancelling the paid-up capital to the extent of US\$0.159 on each issued Existing Share (the “**Capital Reduction**”) such that immediately following the Capital Reduction, the par value of each issued Existing Share will become US\$0.001 (the “**Adjusted Share(s)**”) and the issued share capital of the Company will be reduced from US\$55,884,861.28 by US\$55,535,580.897 to US\$349,280.383;

- (b) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Existing Shares of par value of US\$0.16 each (including the authorised but unissued Existing Shares arising from the Capital Reduction) be subdivided into 160 Adjusted Shares of par value of US\$0.001 each (the “**Share Sub-division**”) such that immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company will become US\$100,000,000 divided into 100,000,000,000 Adjusted Shares, each with a par value of US\$0.001;
- (c) the entire amount of US\$75,900,000 standing to the credit of the share premium account of the Company be reduced to nil (the “**Share Premium Reduction**”);
- (d) all the credits arising from the Capital Reduction and the Share Premium Reduction be credited to the contributed surplus account of the Company within the meaning of the Companies Act and the board of directors (the “**Board**”) be and is hereby authorised to apply the amount in the contributed surplus account of the Company in any manner permitted by the bye-laws of the Company and all applicable laws of Bermuda from time to time without further authorisation from the Shareholders including offsetting the accumulated loss of the Company (the “**Crediting of Contributed Surplus**”); and
- (e) any one of the directors be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, as he/she may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reduction, the Share Sub-division, the Share Premium Reduction and the Crediting of Contributed Surplus (together referred to as “**Capital Reorganisation**”).

By Order of the Board  
**Alpha Professional Holdings Limited**  
**Chan Chun Hong**  
*Company Secretary*

Hong Kong, 10 September 2025

*Notes:*

1. A Shareholder who is entitled to attend and vote at the SGM 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 may appoint more than one proxy. A proxy needs 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 certified copy thereof, must be returned to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before time appointed for holding the meeting or any adjournment or postponement 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 determining Shareholders' entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 22 September 2025 to Friday, 26 September 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 September 2025.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the SGM, 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 SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the name stand in the register of members of the Company in respect of such Share.
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 Director is Mr. Zhao Lei, and the independent non-executive Directors are Mr. Li Chak Hung, Mr. Tu Chunan and Mr. Chen Jianguo.
7. If a typhoon signal no. 8 or above is hoisted, a black rainstorm warning signal is in force or under any other extreme conditions or adverse weather conditions in Hong Kong, at or at any time after 12:00 noon on the date of the SGM, the SGM will be adjourned or postponed in accordance with the bye-laws of the Company. 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 or postponed 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.

*As at the date of this announcement, the executive Director is Mr. Zhao Lei, and the independent non-executive Directors are Mr. Li Chak Hung, Mr. Tu Chunan and Mr. Chen Jianguo.*

*\* For identification purpose only*