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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)

DESPATCH OF CIRCULAR IN RELATION TO (I) UNWINDING OF ACQUISITION, MAJOR DISPOSAL AND CONNECTED TRANSACTION AND PROPOSED OFF-MARKET SHARE BUY-BACKS; AND (II) NOTICE OF SGM

Financial adviser 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 other things, the Unwinding of Acquisition and the proposed off-market Share Buy-backs; and (ii) the announcements of the Company dated 8 October 2019, 30 October 2019 and 29 November 2019 in relation to the delay in despatch of the circular (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement, unless the context requires otherwise.

The Company announces that the Circular containing (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, has been despatched to the Shareholders on 12 December 2019.

The SGM 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, details of which were set out in the notice of SGM contained in the Circular.

WARNING

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.

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

Hong Kong, 12 December 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. Cui Songhe, Mr. Khoo Wun Fat William, Mr. Li Chak Hung and Mr. Lin Tao.

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*