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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)

COMPLETION OF UNWINDING OF ACQUISITION, MAJOR DISPOSAL AND CONNECTED TRANSACTION AND PROPOSED OFF-MARKET SHARE BUY-BACKS

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 (collectively, the “**Transactions**”); (ii) the circular of the Company dated 12 December 2019 (the “**Circular**”) to the Shareholders in relation to the Transactions; and (iii) the announcement of the Company dated 3 January 2020 in relation to the poll results of the SGM. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 19 December 2019, the Executive has granted the approval for the Share Buy-backs, which is conditional upon, among other things, approval of the Share Buy-backs by at least three-fourths of the votes cast on a poll by the Independent Shareholders in attendance in person or by proxy at a general meeting of the Company. As at the date of this announcement, the aforementioned condition has been fulfilled.

The Board is pleased to announce that all the conditions precedent under the Settlement Agreement have been fulfilled and the completion of the Transactions took place on 23 January 2020. The Settlement Shares were cancelled on 23 January 2020. Upon Completion, the total number of issued Shares were reduced from 305,076,383 Shares to 264,360,383 Shares.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company (i) immediately before Completion and the transfer of the Settlement Shares by Starways Global to the Company and the cancel of the Settlement Shares; and (ii) immediately after Completion and the transfer of the Settlement Shares by Starways Global to the Company and the cancel of the Settlement Shares:

| | (i) Immediately before Completion and the transfer of the Settlement Shares by Starways Global to the Company and the cancel of the Settlement Shares | | (ii) Immediately after Completion and the transfer of the Settlement Shares by Starways Global to the Company and the cancel of the Settlement Shares | |
|---------------------|--|------------------|--|------------------|
| | <i>Number of Shares</i> | <i>Approx. %</i> | <i>Number of Shares</i> | <i>Approx. %</i> |
| Alpha Professional | 177,965,114 | 58.3 | 177,965,114 | 67.3 |
| Starways Global | 40,716,000 | 13.4 | — | — |
| Public Shareholders | 86,395,269 | 28.3 | 86,395,269 | 32.7 |
| Total | <u>305,076,383</u> | <u>100.0</u> | <u>264,360,383</u> | <u>100.0</u> |

For and on behalf of the Board of
Alpha Professional Holdings Limited
XIONG Jianrui
Chairman

Hong Kong, 24 January 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. Cui Songhe, Mr. Khoo Wun Fat William and Mr. Li Chak Hung.

All the Directors jointly and severally accept full responsibility for the accuracy of 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.

The English text of this announcement shall prevail over its Chinese text.

* *For identification purpose only*