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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares of Alpha Professional Holdings Limited.*



**Well Dynasty Investments Limited**  
*(Incorporated in Hong Kong with limited liability)*

**Alpha Professional Holdings Limited**  
**阿爾法企業控股有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 948)

## **JOINT ANNOUNCEMENT**

### **DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO**

### **UNCONDITIONAL MANDATORY CASH OFFER BY YU MING INVESTMENT MANAGEMENT LIMITED ON BEHALF OF**

### **WELL DYNASTY INVESTMENTS LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF ALPHA PROFESSIONAL HOLDINGS LIMITED**

### **(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY**

### **WELL DYNASTY INVESTMENTS LIMITED AND PARTIES ACTING IN CONCERT WITH IT)**

#### ***Financial Adviser to the Offeror***



YU MING INVESTMENT MANAGEMENT LIMITED  
禹銘投資管理有限公司

References are made to (i) the joint announcement issued by Alpha Professional Holdings Limited (the “**Company**”) and Well Dynasty Investments Limited (the “**Offeror**”) dated 4 October 2021 in relation to, among other things, the Sale and Purchase Agreement and the Offer; (ii) the joint announcement dated 22 October 2021 jointly issued by the Offeror and the Company in relation to the delay in despatch of the composite offer and response document in relation to the Offer (the “**Composite Document**”); and (iii) the Composite Document and form of acceptance jointly issued by the Offeror and the Company on 8 November 2021. Unless otherwise stated, terms used in this joint announcement shall have the same meanings as those ascribed to in the Composite Document.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document together with the Form of Acceptance, containing, among other things, (i) details of the Offer (including the expected timetable); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer, have been despatched to the Independent Shareholders on 8 November 2021 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE

The expected timetable set out below, is indicative only and may be subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. Unless otherwise specified, all references to date and time contained in this joint announcement refer to Hong Kong dates and time.

**2021**

Despatch date of the Composite Document and the Form of Acceptance and commencement date of the Offer ( <i>Note 1</i> ) . . . . .	Monday, 8 November
Latest time and date for acceptance of the Offer ( <i>Note 3 and 4</i> ) . . . . .	4:00 p.m. on Monday, 29 November
Closing Date ( <i>Note 3 and 4</i> ) . . . . .	Monday, 29 November
Announcement of the results of the Offer (or its extension or revision, if any) to be posted on the website of the Stock Exchange ( <i>Note 4</i> ) . . . . .	no later than 7:00 p.m. on Monday, 29 November
Latest date for posting of remittances in respect of valid acceptances received under the Offer ( <i>Note 5</i> ) . . . . .	Wednesday, 8 December

### Notes:

1. The Offer, open for acceptance on and from Monday, 8 November 2021, being the date of posting of the Composite Document, and are capable of acceptance on and from that date until the Closing Date.
2. Beneficial owners of Share(s) who hold their Share(s) in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

3. The latest time and date for acceptance will be 4:00 p.m. on Monday, 29 November 2021 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the website of the Stock Exchange no later than 7:00 p.m. on Monday, 29 November 2021 stating the results of the Offer and whether the Offer have been extended, revised or have expired. In the event that the Offeror decides to extend the Offer, an announcement of such extension will be published which will state either the next closing date of the Offer or that the Offer will remain open until further notice. In the latter case, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
4. Acceptance of the Offer shall be irrevocable and is not capable of being withdrawn, except in the circumstances as set out in the paragraph headed "Right of withdrawal" in Appendix I to the Composite Document.
5. Remittances in respect of the cash consideration (after deducting the sellers' ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be posted to the accepting Independent Shareholders at his/her/its own risk as soon as possible but in any event within seven (7) Business Days following later of the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code.
6. The latest time and date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above, or "extreme conditions" caused by super typhoon or a "black rainstorm warning", in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances. Instead the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have any of those warnings in force at any time between 12:00 noon and 4:00 p.m.

## **IMPORTANT**

**Independent Shareholders are strongly advised to carefully consider the information contained in the Composite Document, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer. Shareholders and/or potential investors of the Company who are in any doubt as to the action they should take should consult their own professional advisers before reaching a decision as to whether or not to accept the Offer.**

By Order of the sole director of  
**WELL DYNASTY INVESTMENTS LIMITED**  
**Chong Sok Un**  
*Director*

By Order of the Board  
**ALPHA PROFESSIONAL HOLDINGS LIMITED**  
**Xiong Jianrui**  
*Chairman*

Hong Kong, 8 November 2021

*As at the date of this joint 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror, its associates and parties acting in concert with any of them (but excluding the Vendor, SHKSFL and parties acting in concert with any of them)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Offeror is Ms. Chong Sok Un.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Company, the Vendor and parties acting in concert with any of them) and confirms, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*\* For identification purpose only*