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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; AND (2) COMPLIANCE WITH RULES 3.10(1), 3.10A, 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**”) hereby announces Mr. Cheng Haoliang (“**Mr. Cheng**”) has been appointed as an independent non-executive Director, the chairman of the remuneration committee (the “**Remuneration Committee**”), a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company with effect from 22 December 2023.

Mr. Cheng, aged 36, is currently the chief financial officer of Man Sang International Limited, a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 938) since October 2019. Mr. Cheng has more than 10 years of experience in financial management, banking and corporate finance. Mr. Cheng obtained a Bachelor’s degree in Business Administration from The Chinese University of Hong Kong in 2010.

The Company has signed an appointment letter (the “**Appointment Letter**”) with Mr. Cheng for a term of three years commencing from 22 December 2023 in respect of his directorship, subject to early termination in accordance with the terms of the Appointment Letter and retirement by rotation and re-election and other related provisions as stipulated in the bye-laws of the Company (the “**Bye laws**”) and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

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

Mr. Cheng is entitled to an annual remuneration of HK\$180,000, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his role, qualifications, experience, the contribution to be made by him to the Company and the prevailing market conditions. The remuneration of Mr. Cheng is subject to review by the Board from time to time pursuant to the power conferred on it at the annual general meeting of the Company.

As at the date of this announcement, Mr. Cheng has confirmed that (i) he does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company; (ii) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) he does not hold other positions with the Company or other members of the Group; and (iv) he does not hold any other directorships in the last three years in any other public companies of which the securities are listed on any securities market in Hong Kong or overseas.

Mr. Cheng has confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there is no other information relating to the appointment of Mr. Cheng required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no matter relating to his appointment that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to extend a warm welcome to Mr. Cheng on taking up his new positions.

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

Following the appointment of Mr. Cheng, the Board comprises two executive Directors and three independent non-executive Directors. As a result, the number of independent non-executive Directors meets with the requirements under Rules 3.10(1) and 3.10A of the Listing Rules.

Since Mr. Cheng has been appointed as a member of the Audit Committee, the Company is in compliance with Rule 3.21 of the Listing Rules.

Since Mr. Cheng has been appointed as the chairman of the Remuneration Committee, the Company is in compliance with 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, 22 December 2023

As at the date of this announcement, the executive Directors are Ms. Wu Feizi and Mr. Zhao Lei, and the independent non-executive Directors are Mr. Li Chak Hung, Mr. Choi Kin Man and Mr. Cheng Haoliang.

** For identification purpose only*