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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) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Alpha Professional Holdings Limited (the “**Company**”) announces that with effect from 1 March 2023:

- (1) Mr. Ngai Wah Sang (“**Mr. Ngai**”) has resigned as an independent non-executive Director and has ceased to be the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Company and a member of each of the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company; and
- (2) Mr. Zhao Lei (“**Mr. Zhao**”) has been appointed as an independent non-executive Director and the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Ngai has resigned as an independent non-executive Director with effect from 1 March 2023 as he would like to devote more time to his other personal commitments. Mr. Ngai has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Ngai towards the Company during his tenure of service.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Zhao has been appointed as an independent non-executive Director with effect from 1 March 2023.

Mr. Zhao, aged 41, holds a Master's Degree in Finance and a Bachelor's Degree in Information Management, both from the University of International Business and Economics in Beijing, the People's Republic of China (the "**PRC**"). He is a Chartered Financial Analyst of CFA Institute.

Mr. Zhao has broad experience in asset management, corporate finance and investments and has previously worked for several companies in the PRC, Hong Kong and Singapore. He currently works as Development Director at APAC Resources Limited (Stock Code: 1104) which is listed on the Main Board of the Stock Exchange.

Mr. Zhao has entered into a letter of appointment with the Company for a term of three years commencing from 1 March 2023 subject to early termination in accordance with the terms of the letter of appointment 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**"). Mr. Zhao is entitled to a Director's fee of HK\$180,000 per annum which was determined by the Board based on the recommendations of the Remuneration Committee with reference to his role, qualification, level of experience, the contribution to be made by him to the Company and the prevailing market conditions.

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

Save as disclosed above, as at the date of this announcement, Mr. Zhao does not (i) hold any other positions in the Company or its subsidiaries; (ii) hold any directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years; (iii) have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) have, and is not deemed to have, any interests or short positions (both within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**")) in the shares, underlying shares or debentures of the Company or any of its associated corporation (as defined under Part XV of the SFO).

Mr. Zhao 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 in relation to the appointment of Mr. Zhao which is required to be disclosed nor is/was he involved in any of the matters required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend a warm welcome to Mr. Zhao for joining the Board.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board is also pleased to announce that with effect from 1 March 2023:

- (1) Mr. Ngai ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee; and
- (2) Mr. Zhao has been appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

On behalf of the Board of  
**Alpha Professional Holdings Limited**  
**CHEN XU**  
*Executive Director*

Hong Kong, 1 March 2023

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

*\* For identification purpose only*