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## **Alpha Era International Holdings Limited**

**合寶豐年控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8406)**

**RESIGNATION OF DIRECTORS  
APPOINTMENT OF DIRECTORS  
CHANGE OF COMPOSITION OF THE BOARD COMMITTEES  
CHANGE OF CHAIRMAN  
CHANGE OF CHIEF EXECUTIVE OFFICER  
CHANGE OF CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY  
CHANGE OF AUTHORISED REPRESENTATIVES**

### **RESIGNATION OF DIRECTORS**

The Board announces that with effect from the date of this Announcement:

1. Mr. Huang Xiaodong has resigned as an executive Director and the Chairman;
2. Mr. Lee Kin Kee has resigned as a non-executive Director; and
3. Mr. Mao Guohua, Mr. Ho Hin Chung and Mr. Liu Zexing has each resigned as an independent non-executive Director.

### **APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that with effect from the date of this Announcement:

1. Ms. Yan Ping has been appointed as an executive Director and the Chairman;
2. Mr. Liu Yao Guang has been appointed as an executive Director;
3. Ms. Shen Jindan has been appointed as an independent non-executive Director;
4. Ms. Yang Haili has been appointed as an independent non-executive director; and
5. Mr. Wang Mo has been appointed as an independent non-executive director.

## **CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

With effect from the date of this Announcement, the composition of the Board committees has been changed as follows:

### **(i) Audit Committee**

Mr. Ho Hin Chung has relinquished his position as the chairman of the Audit Committee, and Mr. Mao Guohua and Mr. Liu Zexing has each relinquished their position as a member of the Audit Committee.

Ms. Yang Haili has been appointed as the chairlady, and Ms. Shen Jindan and Mr. Wang Mo has been appointed as members of the Audit Committee.

### **(ii) Remuneration Committee**

Mr. Liu Zexing has relinquished his position as the chairman of the Remuneration Committee, and Mr. Xiao Jiansheng, Mr. Mao Guohua and Mr. Ho Hing Chung has each relinquished their position as a member of the Remuneration Committee.

Ms. Shen Jindan has been appointed as the chairlady, and Mr. Liu Yao Guang and Ms. Yang Haili has been appointed as members of the Remuneration Committee.

### **(iii) Nomination Committee**

Mr. Mao Guohua has relinquished his position as the chairman of the Nomination Committee of the Company, and Mr. Xiao Jiansheng, Mr. Liu Zexing and Mr. Ho Hin Chung has each relinquished their position as a member of the Nomination Committee.

Ms. Yan Ping has been appointed as the chairlady, and Ms. Yang Haili and Mr. Wang Mo has been appointed as members of the Nomination Committee.

## **CHANGE OF CHAIRMAN**

Following the resignation of Mr. Huang Xiaodong as an executive Director, with effect from the date of this Announcement, Mr. Huang Xiaodong ceased to be the Chairman.

In replacement of Mr. Huang Xiaodong, Ms. Yan Ping, a newly appointed executive Director, has been appointed as the Chairman with effect from the date of this Announcement.

## **CHANGE OF CHIEF EXECUTIVE OFFICER**

With effect from the date of this Announcement, Mr. Xiao Jiansheng ceased to be the Chief Executive Officer, but will continue to be an executive Director.

In replacement of Mr. Xiao Jiansheng, Mr. Liu Yao Guang, a newly appointed executive Director, has been appointed as the Chief Executive Officer with effect from the date of this Announcement.

## **CHANGE OF CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY**

The Board announces that Mr. Wan Hon Keung has resigned as the Chief Financial Officer and Company Secretary of the Company with effect from the date of this Announcement and Ms. Wang Qitao has been appointed as the chief financial officer and Ms. Chan Sze Ting has been appointed as the company secretary with effect from the date of this Announcement.

## **CHANGE OF AUTHORISED REPRESENTATIVES**

Following the resignations of Mr. Huang Xiaodong as an executive Director and Mr. Wan Hon Keung as the Chief Financial Officer and Company Secretary, with effect from the date of this Announcement, Mr. Huang Xiaodong and Mr. Wan Hon Keung ceased to be authorised representatives of the Company under Rule 5.24 of the GEM Listing Rules.

In replacement of Mr. Huang Xiaodong and Mr. Wan Hon Keung, Ms. Yan Ping and Ms. Chan Sze Ting have been appointed as the authorised representatives with effect from the date of this Announcement.

References are made to (i) the joint announcement of Alpha Era International Holdings Limited (the “**Company**”) and Ms. Yan Ping (the “**Offeror**”) dated 10 September 2021 and the composite document dated 29 October 2021 (the “**Composite Document**”) jointly issued by the Company and the Offeror in relation to the mandatory unconditional cash offer by the Offeror (the “**Offer**”); (ii) the joint announcement of the Company and the Offeror dated 8 November 2021 in relation to extension of the offer period, and (iii) the joint announcement of the Company and the Offeror dated 22 November 2021 in relation to the close of Offer. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those set out in the Composite Document. As disclosed in the Composite Document, any changes to the Board will be made in compliance with the Takeovers Code and the GEM Listing Rules and further announcement will be made by the Company as and when appropriate.

## RESIGNATION OF DIRECTORS

The Board announces that with effect from the date of this Announcement:

1. Mr. Huang Xiaodong has resigned as an executive Director and chairman of the Board (the “**Chairman**”);
2. Mr. Lee Kin Kee has resigned as a non-executive Director; and
3. Mr. Mao Guohua, Mr. Ho Hin Chung and Mr. Liu Zexing has each resigned as an independent non-executive Director

(collectively, the “**Resigned Directors**”).

The resignations of the Resigned Directors were due to the change in control of the Company after the close of the Offer. Each of the Resigned Directors has confirmed that he has no disagreement with the Board and there are no matters in respect of his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

## APPOINTMENT OF DIRECTORS

The Board is pleased to announce that with effect from the date of this Announcement:

1. Ms. Yan Ping has been appointed as an executive Director and the Chairman;
2. Mr. Liu Yao Guang has been appointed as an executive Director and the Chief Executive Officer;
3. Ms. Shen Jindan has been appointed as an independent non-executive Director;
4. Ms. Yang Haili has been appointed as an independent non-executive Director; and
5. Mr. Wang Mo has been appointed as an independent non-executive Director

(collectively, the “**New Directors**”).

The biographical details of the New Directors are set out in the paragraphs below.

### **Ms. Yan Ping**

Ms. Yan Ping (“**Ms. Yan**”), aged 48, has been appointed as an executive Director with effect from the date of this Announcement. From May 2001 to September 2009, Ms. Yan founded and served as the general manager of Xiamen Aidifei Trading Co., Ltd.\* (廈門市愛迪菲商貿有限公司). From May 2010 to June 2015, Ms. Yan served as the sole director of ANGEL FLY (HK) INT’L INVESTMENT MANAGEMENT LIMITED (安吉飛兒香港(國際)投資管理有限公司) (“**Angel Fly**”) (currently dissolved). From April 2017 to May 2020, Ms. Yan served as a regional general manager of Beijing Tongrentang Health Pharmaceutical Co., Ltd. (北京同仁堂健康藥業股份有限公司). From June 2021 up to the date of this Announcement, Ms. Yan served as the chairman of the board of CHINA ORAL INDUSTRY GROUP LIMITED (中國口腔產業集團有限公司).

From May 2010 to June 2015, Ms. Yan was a director of Angel Fly, a company incorporated in Hong Kong with limited liability, and which was dissolved or struck-off (the “**Dissolution**”) on 19 June 2015 as it ceased to carry on business. Angel Fly was struck-off and dissolved pursuant to section 746 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). As confirmed by Ms. Yan, Angel Fly was a dormant company which did not engage in any business and it was solvent at the time of the Dissolution, and there was no wrongful act on her part leading to the Dissolution and she is not aware of any actual or potential claim that has been, or will be made, against her as a result of the Dissolution. Ms. Yan has further confirmed that the striking-off of Angel Fly has not resulted in any liability or obligation imposed against her.

As at the date of this announcement, Ms. Yan is interested in 524,560,000 shares of the Company (the “**Shares**”), representing approximately 65.57% of the total number of issued Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) (the “**SFO**”).

### **Mr. Liu Yao Guang**

Mr. Liu Yao Guang (“**Mr. Liu**”), aged 50, has been appointed as an executive Director with effect from the date of this Announcement. From September 1993 to June 2002, Mr. Liu served as a training manager of the personnel department of Shijiazhuang Oriental City Plaza Co., Ltd.\* (石家莊東方城市廣場有限公司). From July 2002 to July 2009, Mr. Liu served as a sales director and deputy general manager of Shandong Fengxiang Food Co., Ltd.\* (山東鳳祥食品有限公司). From August 2009 to December 2012, Mr. Liu served as a deputy general manager of Beijing Spicy Temptation Food Co., Ltd.\* (北京麻辣誘惑食品有限公司). As at the date of this Announcement, Mr. Liu is a partner, and serves as a director of Beijing Hejun Consulting Co., Ltd.\* (北京和君諮詢有限公司), Hebei Hejun Enterprise Management Consulting Co., Ltd.\* (河北和君企業管理諮詢有限公司) and Hebei Deyun Enterprise Management Consulting Co., Ltd.\* (河北德運企業管理諮詢有限公司) since January 2013, May 2014 and January 2018 respectively. Mr. Liu obtained his Bachelor of Education (Physical Education Major) from Hebei Institute of Physical Education (河北體育學院) in July 1993.

### **Ms. Shen Jindan**

Ms. Shen Jindan (“**Ms. Shen**”), aged 41, has been appointed as an independent non-executive Director with effect from the date of this Announcement. From February 2016 to December 2018, Ms. Shen served as a tutor of Guandong Limingtang Digital Culture Technology Development Co., Ltd.\* (廣東立明堂數位文化科技發展有限公司) (“**Limingtang**”). From January 2019 to December 2020, Ms. Shen served as a general manager of the education center of Limingtang. From October 2019 up to the date of this Announcement, Ms. Shen served as a director of the overseas business department of Limingtang. From January 2021 up to the date of this Announcement, Ms. Shen has served as a deputy general manager of Limingtang.

### **Ms. Yang Haili**

Ms. Yang Haili (“**Ms. Yang**”), aged 54, has been appointed as an independent non-executive Director with effect from the date of this Announcement. From 2009-2013, Ms. Yang served as deputy finance director of Brightoil Petroleum (Holdings) Limited (a listed public company in Hong Kong until its delisting on 20 October 2020). From January 2014 to May 2015, Ms. Yang served as the director of Wuhan Shenzhen International Integrated Logistics Hub Development Co., Ltd., a subsidiary of Shenzhen International Holdings Limited (“**SIHL**”) (a listed public company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), stock code: 152). From June 2015 to April 2018, Ms. Yang served as the deputy general manager of Finance Department of SIHL.

Ms. Yang holds a bachelor’s degree in economics from Wuhan University in China in July 1988 and a master’s degree in business administration from Dalhousie University in Canada in May 2002. Ms. Yang is qualified as a certified general accountant of the Certified General Accountants Association of Canada in October 2009 and is qualified as a chartered professional accountant member of the Chartered Professional Accountants of British Columbia, Canada in June 2015.

### **Mr. Wang Mo**

Mr. Wang Mo (“**Mr. Wang**”), aged 41, has been appointed as an independent non-executive Director with effect from the date of this Announcement. From March 2009 to July 2016, Mr. Wang served as a general manager of Beijing Shuishu Yinhua Engineering Technology Co., Ltd.\* (北京水樹銀花工程技術有限公司). From December 2016 to August 2018, Mr. Wang was a partner, and served as an executive chief officer of Chitose Film Culture (Beijing) Co., LTD\* (千歲影視文化(北京)有限公司). From October 2018 up to the date of this Announcement, Mr. Wang served as the chairman of the board of Tianhong Sharp (Beijing) Technology Co., LTD\* (天鴻銳利(北京)科技有限公司). From August 2002 to June 2003, Mr. Wang received Cisco Certified Network Associate (CCNA) (思科認證網絡) engineering training from Cisco Systems (思科系統公司).

Save as disclosed above, as at the date of this Announcement, each of the New Directors has confirmed that (i) he/she has not hold any directorship in other public companies (the securities of which are listed on any securities market in Hong Kong or overseas) three years preceding the date of this Announcement; (ii) he/she does not hold any other position with the Company or subsidiaries of the Company; (iii) he/she does not have any relationship with any directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules); (iv) he/she does not have any interest in shares or underlying shares of the Company within the meaning of Part XV of the SFO; and (v) there is no other information that is required to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders in relation to the appointment of the New Directors.

Ms. Yan and Mr. Liu has each entered into a service agreement, and Ms. Shen, Ms. Yang and Mr. Wang has each signed a letter of appointment with the Company, all dated 17 December 2021 (collectively, the “**Contracts**”) All of the Contracts shall expire at the closure of the following annual general meeting. All of the Contracts are terminable by either party giving to the other not less than a three-month prior notice in writing. The New Directors’ directorships will be subject to retirement by rotation and re-election pursuant to the amended and restated memorandum and articles of association of the Company. Ms. Yan, Mr. Liu, Ms. Shen, Ms. Yang and Mr. Wang will each be entitled to a monthly director’s fee of RMB50,000, RMB30,000, HK\$10,000, HK\$10,000 and HK\$10,000 respectively, plus a discretionary bonus as may be determined by the Board with reference to each New Directors’ performance and operating result of the Group. The foregoing emolument is recommended by the remuneration committee (the “**Remuneration Committee**”) of the Company and approved by the Board with reference to each New Directors’ educational background, working experience, duties and responsibilities, and the prevailing market conditions. The remuneration of each New Director will be subject to annual review by the Remuneration Committee and the Board. Each of the New Directors will hold office until the next annual general meeting of the Company, at which, each New Director will be eligible for re-election in accordance with the amended and restated memorandum and articles of association of the Company.

## **CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

With effect from the date of this Announcement, the composition of the Board committees has been changed as follows:

### **(i) Audit Committee**

Mr. Ho Hin Chung has relinquished his position as the chairman of the audit committee (the “**Audit Committee**”) of the Company, and Mr. Mao Guohua and Mr. Liu Zexing has each relinquished their position as a member of the Audit Committee.

Ms. Yang has been appointed as the chairlady, and Ms. Shen and Mr. Wang has been appointed as members of the Audit Committee.

## **(ii) Remuneration Committee**

Mr. Liu Zexing has relinquished his position as the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Company, and Mr. Xiao Jiansheng, Mr. Mao Guohua and Mr. Ho Hing Chung has each relinquished their position as a member of the Remuneration Committee.

Ms. Shen has been appointed as the chairlady, and Mr. Liu and Ms. Yang has been appointed as members of the Remuneration Committee.

## **(iii) Nomination Committee**

Mr. Mao Guohua has relinquished his position as the chairman of the nomination committee (the “**Nomination Committee**”) of the Company, and Mr. Xiao Jiansheng, Mr. Liu Zexing and Mr. Ho Hin Chung has each relinquished their position as a member of the Nomination Committee.

Ms. Yan has been appointed as the chairlady, and Ms. Yang and Mr. Wang has been appointed as members of the Nomination Committee.

## **CHANGE OF CHAIRMAN**

Following the resignation of Mr. Huang Xiaodong as an executive Director, with effect from the date of this Announcement, Mr. Huang Xiaodong ceased to be the Chairman. Mr. Huang Xiaodong confirmed that he has no disagreement with the Board and there is no matter relating to the above changes that needs to be brought to the attention of the Shareholders or the Stock Exchange.

In replacement of Mr. Huang Xiaodong, Ms. Yan, a newly appointed executive Director, has been appointed as the Chairman with effect from the date of this Announcement. The biographical details of Ms. Yan have been set out above under the paragraph headed “Appointment of Directors”.

## **CHANGE OF CHIEF EXECUTIVE OFFICER**

With effect from the date of this Announcement, Mr. Xiao Jiansheng ceased to be the chief executive officer (the “**Chief Executive Officer**”) of the Company, but will continue to be an executive Director. Mr. Xiao Jiansheng confirmed that he has no disagreement with the Board and there is no matter relating to the above change that needs to be brought to the attention of the Shareholders or the Stock Exchange.

In replacement of Mr. Xiao Jiansheng, Mr. Liu, a newly appointed executive Director, has been appointed as the Chief Executive Officer with effect from the date of this Announcement. The biographical details of Mr. Liu have been set out above under the paragraph headed “Appointment of Directors”. Mr. Liu will not receive additional remuneration for his service as the Chief Executive Officer.

## CHANGE OF CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

The Board announces that Mr. Wan Hon Keung has resigned as the chief financial officer (the “**Chief Financial Officer**”) and company secretary (the “**Company Secretary**”) of the Company with effect from the date of this Announcement and Mr. Wan has confirmed that he has no disagreement with the Board and there are no matters in respect of his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board is pleased to announce that, with effect from the date of this Announcement, Ms. Wang Qitao (“**Ms. Wang**”) has been appointed as the Chief Financial Officer. Ms. Wang, aged 51, obtained a Bachelor of Arts in Editing from Nankai University (南開大學), Tianjin, China in July 1992 and a Bachelor in Commerce (Honours Accounting) from University of Ottawa, Canada in May 2005. Ms. Wang was admitted as a chartered professional accountant by the Chartered Professional Accountants of British Columbia, Canada in June 2015. Before joining the Company, from February 2006 to February 2007, Ms. Wang served as a finance executive of Allianz Property Insurance (China) Co., Ltd\* (京東安聯財產保險有限公司, formerly 安聯財產保險(中國)有限公司). From April 2007 to December 2009, Ms. Wang served as a finance manager of A.P. Moller Maersk Global Service Centres (Shenzhen)\* (馬士基信息處理(深圳)有限公司)(currently dissolved). From January 2010 to August 2019, Ms. Wang served as a senior finance manager of International Cargo Center Shenzhen\* (深圳機場國際貨站有限公司). From June 2020 to October 2021, Ms. Wang served as an overseas finance manager of Centre Testing International Co., Ltd.\* (華測檢測認證集團股份有限公司).

The Board is pleased to announce that, with effect from the date of this Announcement, Ms. Chan Sze Ting (“**Ms. Chan**”) has been appointed as the Company Secretary. Ms. Chan currently serves as an associate director of corporate services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Chan has over 15 years of experience in the corporate secretarial field. She has been providing professional corporate services to multiple Hong Kong listed companies. Ms. Chan is currently a joint company secretary of Shenzhen Hepalink Pharmaceutical Group Co., Ltd. (a company listed on the Main Board of the Stock Exchange, stock code: 9989 and listed on the Shenzhen Stock Exchange, stock code: 002399), and Sinopec Shanghai Petrochemical Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 338 and listed on the Shanghai Stock Exchange, stock code: 600688), the company secretary of Sunfonda Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1771), Modern Media Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 72), Century Sage Scientific Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1450) and Vico International Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1621). Ms. Chan is a Chartered Secretary, a Chartered Governance Professional and an Associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Chan holds a bachelor of laws degree from the University of London and satisfies the requirements on the qualification of company secretary under Rule 5.14 of the GEM Listing Rules.

## CHANGE OF AUTHORISED REPRESENTATIVES

Following the resignations of Mr. Huang Xiaodong as an executive Director and Mr. Wan Hon Keung as the Chief Financial Officer and Company Secretary, with effect from the date of this Announcement, Mr. Huang Xiaodong and Mr. Wan Hon Keung ceased to be authorised representatives (the “**Authorised Representatives**”) of the Company under Rule 5.24 of the GEM Listing Rules. Each of Mr. Huang Xiaodong and Mr. Wan Hon Keung has confirmed that they have no disagreement with the Board and there is no matter relating to the above changes that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board further announces that with effect from the date of this announcement, Ms. Yan and Ms. Chan have been appointed as the Authorised Representatives in replacement of Mr. Huang and Mr. Wan.

The Board would like to express its gratitude to Mr. Huang Xiaodong, Mr. Lee Kin Kee, Mr. Mao Guohua, Mr. Liu Zexing, Mr. Ho Hin Chung and Mr. Wan Hon Keung for their contributions to the Company during their terms of service. The Board would also like to extend a warm welcome to the Ms. Yan, Mr. Liu, Ms. Shen, Ms. Yang, Mr. Wang, Ms. Chan and Ms. Wang for their new positions in joining the Company.

By Order of the Board  
**Alpha Era International Holdings Limited**  
**Yan Ping**  
*Chairman and executive Director*

Hong Kong, 17 December 2021

*As at the date of this announcement, the Board comprises Ms. Yan Ping, Mr. Liu Yao Guang and Mr. Xiao Jiansheng as executive Directors; and Ms. Shen Jindan, Ms. Yang Haili and Mr. Wang Mo as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the Company’s website at [www.alpha-era.co](http://www.alpha-era.co).*

\* *For identification purposes only*