
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **AL Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s), the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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AL Group Limited
利駿集團（香港）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8360)

**(I) PROPOSED REFRESHMENT OF
SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME;
(II) RE-ELECTION OF DIRECTOR;
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Financial adviser to the Company



Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held by way of a virtual meeting on Wednesday, 6 April 2022 at 12:00 noon is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed.

Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Branch Registrar as soon as possible but in any event not less than 48 hours (i.e. 12:00 noon on Monday, 4 April 2022 (Hong Kong time)) before the time scheduled for the EGM or any adjournment thereof. The Company will be conducting the EGM by way of a virtual meeting. The Shareholders and/or their proxies will NOT be able to attend the EGM in person, and can only attend the EGM via the Tricor e-Meeting System which enables live streaming of the EGM.

15 March 2022

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

PRECAUTIONARY MEASURES FOR THE EGM

DATE, TIME AND CONDUCT OF THE EGM

The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the need to protect the EGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of the EGM attendees, and in light of the latest Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the Company will be conducting the EGM by way of a virtual meeting.

NOTICE OF EGM, CIRCULAR AND PROXY FORM

Printed copies of the notice of the EGM, this circular and the proxy form will be sent to the Shareholders. The notice of the EGM, this circular and the proxy form may also be accessed at the Company's website at www.AL-Grp.com.

If your proxy (except when the chairman of the EGM is appointed as proxy) wishes to attend the virtual EGM and vote online, you must provide a valid email address on the proxy form for the necessary arrangements. If no email address is provided, your proxy cannot attend the virtual EGM and vote online. The email address so provided will be used by the Branch Registrar for providing the login details for attending and voting at the EGM via Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. on Monday, 4 April 2022 (Hong Kong time), you should contact the Branch Registrar's hotline at (852) 2975 0928 for the necessary arrangements.

ATTENDANCE AT THE EGM

The EGM will be held by way of a virtual meeting and the Shareholders will not be able to attend the EGM in person.

PARTICIPATION AT THE EGM

Alternative arrangements have been made by the Company to allow the Shareholders to participate at the virtual EGM and exercise their voting rights by:

- (a) attending the virtual EGM via the Tricor e-Meeting System which enables live streaming of the virtual EGM, provide an interactive platform for questions-and-answers and allow the Shareholders to submit their votes online; or
- (b) appointing the chairman of the virtual EGM or other persons as their proxies to vote on their behalf via the Tricor e-Meeting System.

PRECAUTIONARY MEASURES FOR THE EGM

Shareholders can refer to the notice of the EGM and the Online Meeting User Guide (by scanning the QR code provided on the Notification Letter) in relation to attending the EGM by electronic means.

Shareholders should note that only one device is allowed per login. Please keep the login details in safe custody for use at the EGM and do not disclose them to anyone else. Neither the Company nor its share registrar assumes any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for attendance, voting or otherwise. The submission of the vote through Tricor e-Meeting System using your login details will be conclusive evidence that the vote was cast by you as a Shareholder. The Company, its agents and its share registrar take no responsibility for all or any loss or other consequence caused by or resulting from any unauthorised use of the login details.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the EGM. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

Shareholders attending the EGM through the Tricor e-Meeting System may submit questions relevant to the proposed resolution online during the EGM. Shareholders can also send their questions by email to is-enquiries@hk.tricorglobal.com in advance of the EGM. The Company will endeavour to respond to substantial and relevant queries from shareholders prior to the EGM and/or at the EGM.

The Company is closely monitoring the impact of the COVID-19 pandemic in Hong Kong. Should there be any changes to the arrangements of the virtual EGM, the Company will make further announcement(s) as and when appropriate.

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the meanings set out below:

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Branch Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
“Company”	AL Group Limited (stock code: 8360), a company incorporated in the Cayman Islands with limited liability and the issued Shares are listed on the GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, (i) the refreshment of the Scheme Mandate Limit; and (ii) the re-election of the Director
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Latest Practicable Date”	10 March 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	has the meaning as defined in the GEM Listing Rules

DEFINITIONS

“Option(s)”	the options granted under the Share Option Scheme to subscribe for Share(s) in accordance with the terms thereof
“Rights Issue”	the issue of 266,520,000 new Shares by way of rights issue at a subscription price of HK\$0.27 per rights share on the basis of three (3) rights shares for every one (1) Share, which was completed on 15 September 2021
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Consolidation”	the consolidation of every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company into one (1) consolidated share of HK\$0.10 each, which was effective on 12 August 2021
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 15 June 2016
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



AL Group Limited
利駿集團（香港）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8360)

Executive Directors:

Mr. Kwan Tek Sian
Mr. Wong Kin Yeung

Independent non-executive Directors:

Mr. Tse Chi Shing
Mr. Tse Wai Hei
Mr. Tam Chak Chi

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Suite 807, 8/F
Harcourt House
39 Gloucester Road, Wan Chai
Hong Kong

15 March 2022

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED REFRESHMENT OF
SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME;
(II) RE-ELECTION OF DIRECTOR;
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information relating to (i) the details of the refreshment of the Scheme Mandate Limit; (ii) the re-election of the Director; and (iii) the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Shareholders approved and adopted the Share Option Scheme under the written resolution of the Shareholders passed on 15 June 2016 and become unconditional on 12 July 2016. The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group (the “**Eligible Participants**”) and to promote the success of the business of the Group.

The Scheme Mandate Limit under the Share Option Scheme was 48,000,000 Shares, representing approximately 10% of the Shares in issue as at 15 June 2016 (being the date of adoption of the Share Option Scheme). On 9 October 2020, the Company granted 48,000,000 Options and the Scheme Mandate Limit had been fully utilised. The Company has not refreshed the Scheme Mandate Limit since its adoption of the Share Option Scheme.

Subsequent to 9 October 2020, the Company has implemented the Share Consolidation (becoming effective on 12 August 2021) and the Rights Issue which was completed on 15 September 2021. As a result of the Share Consolidation and the Rights Issue, the exercise price per Option and number of the outstanding Options were adjusted. The movement and adjustment of the Options since the adoption of the Share Option Scheme and up to the Latest Practicable Date are as follows:

Date of grant	Exercise period	Grantee	Immediately prior to Share Consolidation becoming effective and the completion of the Rights Issue		Immediately upon the Share Consolidation becoming effective and prior to the completion of the Rights Issue		Immediately upon the completion of the Rights Issue			
			Number of Options granted	Exercise price (HK\$)	Number of Options exercised	Number of Options outstanding	Number of Options outstanding	Exercise price (HK\$)	Number of Options outstanding	Exercise price (HK\$)
9 October 2020	9 October 2020 to 8 October 2030	2 employees	16,000,000	0.043	8,000,000	8,000,000	800,000	0.43	947,200	0.363
9 October 2020	9 October 2020 to 8 October 2030	4 consultants	32,000,000	0.043	32,000,000	Nil	Nil	N/A	Nil	N/A

LETTER FROM THE BOARD

As at the Latest Practicable Date, no Option had been lapsed and cancelled in accordance with the Share Option Scheme since the date of grant.

The Group has granted the Options to 4 consultants of the Group (the “**Consultants**”), who have provided business referral and clients’ relationship services for the Group’s interior design and fit out solutions business. The Directors consider that the Options granted to these consultants will serve the motivation and reward purposes after taking into account the past and expected commitment and contribution of each consultant to the Group. The Options were granted as incentive for the Consultants to provide ongoing service to the Group and to maintain a long-term relationship with them.

To the best knowledges of the Board, the background of the Consultants are as follows:

Consultant A

Consultant A has extensive business network in interior design industry in Hong Kong. Before granting the Options, Consultant A successfully procured 5 design and fit out projects with aggregate contract sums of approximately HK\$10.2 million for the Group. The Company granted 8,000,000 Options to Consultant A on 9 October 2020.

Consultant B

Consultant B has extensive business network in interior design industry in Hong Kong. Before granting the Options, Consultant B successfully procured 3 design and fit out projects with aggregate contract sums of approximately HK\$10.3 million for the Group. The Company granted 8,000,000 Options to Consultant B on 9 October 2020.

Consultant C

Consultant C has extensive business network in interior design industry in Hong Kong. Before granting the Options, Consultant C successfully procured 3 design and fit out projects with aggregate contract sums of approximately HK\$10.5 million for the Group. The Company granted 8,000,000 Options to Consultant C on 9 October 2020.

Consultant D

Consultant D has extensive business network in interior design industry in Hong Kong. Before granting the Options, Consultant D successfully procured 3 design and fit out projects with aggregate contract sums of approximately HK\$10.6 million for the Group. The Company granted 8,000,000 Options to Consultant D on 9 October 2020.

LETTER FROM THE BOARD

Save as disclosed above, none of the Consultants has any relationship with the Company's connected persons. The Company had entered into consultancy agreements with the Consultants. In return for the services provided, the Company has granted share options to these consultants as compensation. As the Consultants will have the opportunities to become a shareholder of the Company when they exercise the share options, the Consultants will be more committed to the success of the Group as their compensation will hinge on the Company's performance and thus the Company considered that a grant of share options could provide more incentives to them to provide more valuable advice to the Group than a fixed consultancy fee. Furthermore, there will not be any actual cash outflow of the Group by granting share options to provide incentives to the Consultants.

As at the Latest Practicable Date, the consultancy agreements of all Consultants have been expired. All Consultants have no continuing relationship with the Group and its connected persons since the lapse of the agreements.

As at the Latest Practicable Date, the Company does not has any intention to grant any further Options to the Consultants.

Since the date of adoption of the Share Option Scheme on 15 June 2016 and as at the Latest Practicable Date, the Company has 947,200 outstanding Options under the Share Option Scheme, representing approximately 0.27% of the issued Shares of the Company as at the Latest Practicable Date. In view of that all of the Scheme Mandate Limit has been utilised, the Board proposes to refresh the Scheme Mandate Limit. The Board considers that the refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as it enables the Company to have greater flexibility in providing incentives to those eligible participants by way of granting of the Options.

As at the Latest Practicable Date, there were 355,360,000 Shares in issue. Assuming that no further Shares will be issued or repurchased prior to the EGM, the maximum number of Options that can be granted by the Company under the Scheme Mandate Limit to be refreshed would be 35,536,000 Shares, representing 10% of the Shares in issue as at the date of the EGM. The 947,200 outstanding Options as at the Latest Practicable Date and the 35,536,000 Options, which may be granted under the Scheme Mandate Limit to be refreshed at the EGM and with assumption that there is no change in the issued share capital of the Company during the period from the Latest Practicable Date to the date of EGM, totaling 36,483,200 Options are less than 30% of the number of issued Shares (i.e. 355,360,000 Shares) as at the Latest Practicable Date.

LETTER FROM THE BOARD

As required by the Share Option Scheme and the GEM Listing Rules, an ordinary resolution will be proposed at the EGM to approve the refreshment of the Scheme Mandate Limit so that the total number of securities which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company under the refreshed Scheme Mandate Limit shall be 10% of the total number of Shares in issue as at the date of approving of the refreshed Scheme Mandate Limit.

As at the Latest Practicable Date, apart from the Share Option Scheme, the Group had no other share option scheme in force. The Board holds the view that the grant of options in full under the refreshed 10% Scheme Mandate Limit will not cause the Shares to be issued upon exercise of all outstanding options granted and available to be granted under the Share Option Scheme to be in excess of 30% of the Shares in issue from time to time.

In determining the basis of eligibility of each class of the Eligible Participants, the Board may, at its absolute discretion consider appropriate, take into account, include but not limited to, the following factors:

- (i) for any employee or director of the Group, the eligible participants' individual performance, time commitment, role and responsibilities, and employment conditions according to the prevailing market practice and industry standard, or where appropriate, contribution made or expected to be made with reference to his/her qualification and working experience; and
- (ii) for any consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group, the eligible participants' experience and knowledge in the industry in which the Group engaging in, technical know-how that is relating to the business of the Group, external business connections, ability to enhance the existing services provided by the Group, strategic value, reputation, the quantity and frequency of the business transactions, the on-going business relationship with the Group, the length of transaction history with the Group, the quality of goods and services and/or advice to the Group, the materiality and nature of their services provided to the Group, any potential business development opportunities, the ability and incentive to refer suitable business opportunities to the Group, and actual and potential contributions to revenue and profits and other relevant factors.

LETTER FROM THE BOARD

Based on the above, the Board considers that the inclusion of these persons other than the employees and Directors of the Group is in the interest of the Company and the Shareholders as a whole.

The proposed of Scheme Mandate Limit is to provide the Company with a flexible means to motivate the Eligible Participants to optimise their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain ongoing relationships with such participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. As the Options as described above have been granted to persons who have made contributions and are expected to continuously make contributions to the Group, the Board considers that the previous grant of Options as described above has served the purpose of the Share Option Scheme.

The refreshment of Scheme Mandate Limit is conditional upon:

- (i) the passing of the relevant resolution at the EGM to approve the refreshment of Scheme Mandate Limit by the Shareholders at the EGM; and
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the total number of Shares in issue as at the date of refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of Options under the Share Option Scheme.

Application will be made to the Stock Exchange in granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the total number of Shares in issue as at the date of refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of Options.

The Company intends to grant Options to the employees of the Group under the refreshed Scheme Mandate Limit after the approval of the proposed refreshment of the Scheme Mandate Limit at the EGM. However, no solid plan is fixed so far as at the Latest Practicable Date. The Company will make announcement(s) on the relevant details in accordance with the requirements of the GEM Listing Rules when the Options are granted in future.

LETTER FROM THE BOARD

RE-ELECTION OF THE DIRECTOR

Reference is made to the announcement of the Company dated 4 March 2022, in which Mr. Wong Kin Yeung was appointed as an executive Director with effect from 4 March 2022.

According to Article 83(3) of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as Director either to fill a casual vacancy or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.

Accordingly, given Mr. Wong Kin Yeung has been appointed as the Director after the date of last general meeting of the Company, he shall hold office only until the next following general meeting of the Company, which is the EGM and being eligible, has offered himself for re-election at the EGM.

Details of Mr. Wong Kin Yeung are set out in Appendix I to this circular in accordance with the relevant requirements of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the EGM will be closed from Thursday, 31 March 2022 to Wednesday, 6 April 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Branch Registrar not later than 4:30 p.m. on Wednesday, 30 March 2022.

EGM

The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. The EGM will be convened on Wednesday, 6 April 2022 at 12:00 noon by way of a virtual meeting for the purpose of, considering and, if thought fit, approve, among other things, (i) the refreshment of the Scheme Mandate Limit; and (ii) the re-election of the Director.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Branch Registrar as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of a form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 document misleading.

RECOMMENDATION

The Directors consider that the proposed refreshment of the Scheme Mandate Limit and the proposed re-election of the Director are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM as set out in the notice of the EGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

The English text of this circular, the notice of the EGM and the form of proxy for use at the EGM shall prevail over the Chinese text in case of inconsistency.

By Order of the Board

AL Group Limited

Kwan Tek Sian

Chairman, Chief Executive Officer and Executive Director

The following are particulars of the Director proposed to be re-elected at the EGM.

Mr. Wong Kin Yeung (王建陽) (“**Mr. Wong**”), aged 45, has extensive experience in the fields of interior design and fit out, tertiary education, computer engineering and information technology. From February 2019 to September 2021, he served as the Department Head and a professor of the Department of Technology of the Open University of Hong Kong, primarily responsible for the development and supervision for six disciplines and 13 programmes. He served as an associate professor and programme leader of Engineering Sciences in the Open University of Hong Kong from May 2013 to February 2019. He served as the professor and associate professor of Computing Program in Macau Polytechnic Institute for the period from September 2010 to April 2013 and from February 2003 to September 2010, respectively. He has served as a senior management member of a private company, responsible for developing and executing business strategies related to property interior design and fit out work.

Mr. Wong holds a PhD degree in Information Technology from City University of Hong Kong and a bachelor’s degree in Information Technology from City University of Hong Kong.

Mr. Wong has entered into a service agreement with the Company as an executive Director for an initial term of three years commencing on 4 March 2022 and until terminated by either party by giving at least 3 months’ notice. Mr. Wong is subject to retirement by rotation and re-election at the forthcoming annual general meeting in accordance with the Articles of Association. Pursuant to the service agreement, Mr. Wong is entitled to receive a fixed salary of HK\$10,000.00 per month, which is determined by the Board on the recommendation of the remuneration committee with reference to his experience, duties and responsibilities within the Company and the prevailing market rate.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong (i) does not hold any position within the Company and other members of the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has not held any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) has no interests in Shares which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed herein and as far as the Directors are aware, there is no other matters relating to the appointment of Mr. Wong that need to be brought to the attention of holders of securities of the Company and there is no other information that should be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

NOTICE OF EGM



AL Group Limited 利駿集團（香港）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8360)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of AL Group Limited (the “**Company**”) will be held by way of a virtual meeting on Wednesday, 6 April 2022 at 12:00 noon for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company. The Company will be conducting the Meeting by way of a virtual meeting.

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the listing committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of options to be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme adopted by the Company on 15 June 2016 (the “**Share Option Scheme**”) up to a new 10 per cent limit (the “**Refreshed Scheme Mandate Limit**”) be and is hereby approved provided that (i) the total number of shares of the Company which may be issued upon exercise of options to be granted under the Share Option Scheme on or after the date of passing of this resolution (the “**Refreshed Date**”), together with all options to be granted under any other share option scheme(s) of the Company on or after the Refreshed Date, must not exceed 10 per cent of the number of Shares in issue as at the Refreshed Date; and (ii) options granted prior to the Refreshed Date under the Share Option Scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the relevant scheme rules of the Company) shall not be counted for the purposes of calculating the Refreshed Scheme Mandate Limit and that the Directors be and are hereby authorised to do all such acts and things and execute all such documents to give effect to the foregoing arrangement and to grant options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the exercise of such options.”

NOTICE OF EGM

2. “THAT Mr. Wong Kin Yeung be re-elected as an executive director of the Company (the “**Director**”) and the board of Directors be authorised to fix his remuneration.”

By Order of the Board

AL Group Limited

Kwan Tek Sian

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 15 March 2022

Notes:

1. In view of the current COVID-19 situation in Hong Kong, the Company will conduct the Meeting by way of electronic means. Shareholders who wishes to attend and vote at the Meeting may (i) attend the Meeting via the Tricor e-Meeting System which enables live streaming and interactive platform for questions-and-answers and submission of their votes online; or (ii) appoint the chairman of the virtual Meeting or other persons as their proxies to vote on their behalf via the Tricor e-Meeting System. Each registered Shareholder’s personalised login and access code will be sent to him or her under separate letter.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the virtual Meeting. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.
2. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof should he so wish, in such event, the form of proxy shall be deemed to be revoked.
3. In the case of joint holders of any share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. The register of members of the Company will be closed from Thursday, 31 March 2022 to Wednesday, 6 April 2022 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the Meeting, all transfer document, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrars and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 30 March 2022.
5. If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 9:00 a.m. on Wednesday, 6 April 2022, the Meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
6. As at the date of this notice, the executive Directors are Mr. Kwan Tek Sian and Mr. Wong Kin Yeung; and the independent non-executive Directors are Mr. Tse Chi Shing, Mr. Tse Wai Hei and Mr. Tam Chak Chi.