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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)

**PROPOSED ADOPTION OF THE AMENDED AND
RESTATED M&A**

The board of directors (the “**Board**”) of AL Group Limited (the “**Company**”) announces that, in order to bring the existing amended and restated memorandum of association and amended and restated articles of association of the Company (the “**Existing M&A**”) in line with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), in particular the core standards set out in Appendix 3 thereto and the laws of the Cayman Islands, and make other consequential amendments to the Existing M&A, the Board resolved to seek approval of the shareholders of the Company (the “**Shareholders**”) at an extraordinary general meeting scheduled to be convened and held on 30 June 2023 (the “**EGM**”) to amend the Existing M&A by way of the adoption of the second amended and restated memorandum of association and second amended and restated articles of association of the Company (the “**Amended and Restated M&A**”) in substitution for, and to the exclusion of, the Existing M&A.

A summary of the areas under the Existing M&A which will be subject to material change is set out below.

1. to update the definition of “Law” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Act**”);

2. to provide that the necessary quorum at an adjourned meeting for the variation, modification or abrogation of all or any of the special rights for the time being attached to the shares or any class of shares shall be two persons (or in the case of a Shareholder being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class;
3. to clarify that the register including any overseas or local or other branch register of members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any designated stock exchange or by any electronic means in such manner as may be accepted by the designated stock exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Shareholders by ordinary resolution;
4. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company's financial year;
5. to clarify that the right to requisition an extraordinary general meeting by any Shareholder holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company includes the rights for such Shareholder to specify the resolution to be transacted in its requisition;
6. to provide that any general meeting or any class meeting may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting;
7. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days, while all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen (14) clear days but if permitted by the GEM Listing Rules, a general meeting may be called by shorter notice, subject to the Act and the rules of designated stock exchanges, if it is so agreed under the circumstances set out in the Amended and Restated M&A;

8. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules, to abstain from voting to approve the matter under consideration;
9. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
10. to provide that the Shareholders may by way of an ordinary resolution remove the auditor of the Company at any time before the expiration of his term of office;
11. to update the provision regarding the appointment of the auditor of the Company by the Directors to fill any casual vacancy in the office of the auditor of the Company that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
12. to provide that the financial year of the Company shall end on the 31st day of December in each year, unless otherwise determined by the Directors; and
13. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The proposed amendments to the Existing M&A and adoption of the Amended and Restated M&A are subject to the approval of the Shareholders by way of a special resolution at the EGM.

A circular containing, among other things, (i) full particulars of the proposed amendments to the Existing M&A brought about by the proposed adoption of the Amended and Restated M&A and (ii) a notice of EGM will be despatched to the Shareholders in due course.

By order of the Board
AL Group Limited
Chan Hung Kai
Chairman and Executive Director

Hong Kong, 8 June 2023

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Chan Hung Kai (Chairman), Mr. Wong Kin Yeung and Mr. Kwan Tek Sian; and three independent non-executive Directors, namely, Mr. Tse Chi Shing, Mr. Tse Wai Hei and Mr. Tam Chak Chi.

This announcement, 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 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 “Latest Listed Company Information” page of the Stock Exchange’s website at <http://www.hkexnews.hk> for at least 7 days from the date of its publication and on the Company’s website at www.AL-Grp.com.