
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** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “**2023 AGM**”) of the Company to be held at Suite 807, 8/F, Harcourt House, 39 Gloucester Road, Wan Chai, Hong Kong on Friday, 30 June 2023 at 12:30 p.m. or immediately after the conclusion of the extraordinary general meeting of the Company to be held on the same day, whichever is later, is set out on pages 14 to 18 of this circular. A form of proxy for use at the 2023 AGM is enclosed.

Whether or not you are able to attend the 2023 AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if they so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting. This circular will also be posted on the Company’s website at www.AL-Grp.com.

Hong Kong, 8 June 2023

CHARACTERISTICS OF THE GEM

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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 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.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2022 AGM”	the annual general meeting of the Company held on Thursday, 30 June 2022
“2023 AGM”	the annual general meeting of the Company to be held at Suite 807, 8/F, Harcourt House, 39 Gloucester Road, Wan Chai, Hong Kong on Friday, 30 June 2023 at 12:30 p.m. or immediately after the conclusion of the extraordinary general meeting of the Company to be held on the same day, whichever is later, a notice of which is set out on pages 14 to 18 of this circular
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Close Associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	AL Group Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on GEM
“Core Connected Person”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries from time to time
“Latest Practicable Date”	6 June 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular prior to its publication
“Memorandum”	the amended and restated memorandum of association of the Company currently in force

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	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. Chan Hung Kai (*Chairman*)
Mr. Wong Kin Yeung (*Chief Executive Officer*)
Mr. Kwan Tek Sian

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

Principal place of business in

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

8 June 2023

To the Shareholders

Dear Sirs or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

At the 2022 AGM, general unconditional mandates were given to the Directors to exercise all powers of the Company to:

- (a) allot, issue and deal with Shares not exceeding the sum of 20% of the total number of issued Shares of the Company in issue at the date of the 2022 AGM;
- (b) purchase Shares not exceeding 10% of the total number of issued Shares of the Company in issue as at the date of the 2022 AGM; and
- (c) add to the general mandate for issuing Shares set out in (a) above the total number of Shares purchased by the Company pursuant to the repurchase mandate set out in (b) above.

The above general mandates will expire at the conclusion of the 2023 AGM, unless renewed at the 2023 AGM.

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2023 AGM for (i) granting the general mandates to the Directors to allot, issue, deal with new Shares; (ii) granting the general mandates to the Directors for repurchasing existing Shares; and (iii) the re-election of the retiring Directors.

Proposed Grant of General Mandates

Three respective ordinary resolutions will be proposed at the 2023 AGM for the purposes of granting the general mandates to the Directors:

- (a) to allot, issue and otherwise deal with additional Shares not exceeding the sum of 20% of the total number of issued Shares of the Company (the “**Issue Mandate**”) as at the date of passing the resolution approving the Issue Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller nominal amount of Shares after approving the Issue Mandate);
- (b) to repurchase Shares not exceeding the sum of 10% of the total number of issued Shares of the Company (the “**Repurchase Mandate**”) as at the date of passing the resolution approving the Repurchase Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller nominal amount of Shares after approving the Repurchase Mandate); and

LETTER FROM THE BOARD

- (c) to add to Issue Mandate set out in (a) above the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The full text of these resolutions is set out in Resolution 7 (Issue Mandate), Resolution 8 (Repurchase Mandate) and Resolution 9 in the notice of the 2023 AGM contained in pages 14 to 18 of this circular.

The aforesaid mandates will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Act of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

In accordance with the requirements set out in the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing requisite information to consider the Repurchase Mandate subject to certain restrictions, which are set out in Appendix I to this circular.

Re-election of Retiring Directors

To comply with the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules and in accordance with the Articles of Association, Mr. Chan Hung Kai, Mr. Wong Kin Yeung and Mr. Kwan Tek Sian shall retire from their offices at the 2023 AGM and, being eligible, offer themselves for re-election, at the 2023 AGM.

Details of the retiring Directors proposed to be re-elected as Directors at the 2023 AGM, which are required to be disclosed by the GEM Listing Rules, are set out in Appendix II to this circular.

In accordance with the terms of reference of the nomination committee (the “**Nomination Committee**”) and the nomination policy of the Company, the Nomination Committee has evaluated the performance and contribution, experience, working profile and skills of each of the retiring Directors during the year of services and assessed their integrity and suitability with reference to the board diversity policy adopted by the Company and the nomination policy of the Company and taking into account Board refreshment and succession.

Accordingly, with the recommendation of the Nomination Committee, the Board believes the re-election of Mr. Chan Hung Kai, Mr. Wong Kin Yeung and Mr. Kwan Tek Sian as executive Directors would be in the best interests of the Company and Shareholders as a whole and has proposed that all the above retiring Directors stand for re-election as Directors at the 2023 AGM.

LETTER FROM THE BOARD

2023 AGM

The notice convening the 2023 AGM is set out on pages 14 to 18 of this circular.

A form of proxy for use at the 2023 AGM is enclosed with this circular. Whether or not you intend to attend the 2023 AGM, you are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by way of poll. Therefore, all proposed resolutions put to vote at the 2023 AGM shall be taken by way of poll. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolutions at the 2023 AGM.

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 Company. 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 circular misleading.

Recommendation

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate and re-election of the retiring Directors 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 such relevant resolutions to be proposed at the 2023 AGM.

Yours faithfully,
For and on behalf of the Board of
AL Group Limited
Chan Hung Kai
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

SHAREHOLDERS' APPROVAL

The GEM Listing Rules provide that all repurchase of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

SHARE CAPITAL

As at the Latest Practicable Date, 360,274,000 Shares were in issue and fully paid.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued and repurchased prior to the 2023 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 36,027,400 Shares, representing 10% of the total number of issued Shares.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchase of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

FUNDING OF REPURCHASE

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Memorandum and Articles of Association and the laws of the Cayman Islands.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 31 December 2022) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective Close Associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company or its subsidiaries.

No Core Connected Persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholders, could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code and. The Directors do not anticipate that purchases of Shares under the Repurchase Mandate will give rise to any consequences under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Price	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
June	0.93	0.58
July	0.92	0.85
August	1.11	0.89
September	0.94	0.89
October	0.99	0.85
November	0.98	0.84
December	0.93	0.86
2023		
January	1.40	0.91
February	1.45	1.13
March	1.67	1.28
April	1.92	1.62
May	2.19	1.76
June (up to the Latest Practicable Date)	2.06	2.01

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

As required by the GEM Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the 2023 AGM:

1. **MR. CHAN HUNG KAI**

Mr. Chan Hung Kai, aged 43, is an executive Director and the Chairman of the Board. He has extensive experience in the fields of interior fit out and design, real estate, property management and merger and acquisition. He is the director of Metropolitan Capital and Metropolitan Opportunity Fund SPC. The fund's principal focus is in real estate enhancement through upgrade in interior design and fit out. He also founded Advocates For Children And The Aged Limited, a non-profit organization, in 2013. Mr. Chan Hung Kai obtained his Bachelor of Science Degree in Physiotherapy from the Hong Kong Polytechnic University in 2002. He is a registered physiotherapist in Hong Kong.

Mr. Chan Hung Kai has entered into a service agreement with the Company for a term of three years commencing on 6 July 2022, which may be terminated by either the Company or Mr. Chan Hung Kai by giving not less than three month's written notice in advance or otherwise in accordance with the terms of the service agreement. His term of appointment is subject to retirement by rotation and re-election at annual general meeting(s) requirements in accordance with the Articles of Association and the GEM Listing Rules.

Pursuant to his service agreement, Mr. Chan Hung Kai is entitled to a director's fee of HK\$30,000.00 per month, which was determined by the Board at the recommendation of the remuneration committee with reference to his duties and responsibilities, the Company's remuneration policies and the prevailing market conditions, and will be subject to review from time to time. Mr. Chan Hung Kai is also entitled to discretionary bonuses, which will be determined by the Company with reference to its operating results, incentive policies and the performance of him.

As at the Latest Practicable Date, Mr. Chan Hung Kai and his spouse were interested in 16,469,200 and 39,600 Shares, respectively, representing approximately 4.57% and 0.01% of the issued share capital of the Company, respectively.

Save as disclosed above, Mr. Chan Hung Kai does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan Hung Kai does not have (i) any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; or (ii) any interests or short positions in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, there was no matter relating to the re-election of Mr. Chan Hung Kai that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

2. MR. WONG KIN YEUNG

Mr. Wong Kin Yeung, aged 46, is an executive Directors and the Chief Executive Officer (“CEO”) of the Company. He 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 Kin Yeung 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 Kin Yeung has entered into a service agreement with the Company 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 Kin Yeung is subject to retirement by rotation and re-election at the annual general meeting(s) requirements in accordance with the Articles of Association and the GEM Listing Rules.

Pursuant to his service agreement, Mr. Wong Kin Yeung is entitled to receive a fixed salary of HK\$10,000.00 per month, which was 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, Mr. Wong Kin Yeung does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong Kin Yeung does not have (i) any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; or (ii) any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company.

Save as disclosed above, there was no matter relating to the re-election of Mr. Wong Kin Yeung that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

3. MR. KWAN TEK SIAN

Mr. Kwan Tek Sian, aged 47, is an executive Director. He was appointed as the CEO and an executive Director on 4 February 2020 and a Chairman of the Board on 2 August 2021. He ceased to serve as the Chairman and CEO on 29 July 2022. He is a member of remuneration committee.

Mr. Kwan Tek Sian is a non-executive director and chairman of the board of directors of Bosa Technology Holdings Limited (stock code: 8140), a company the shares of which are listed on the GEM, since 18 August 2017. Since July 2018, Mr. Kwan Tek Sian has been re-designated to an executive director of JMC Technologies Pte. Limited, a Singapore-based company that is principally engaged in providing recruitment services and information technology solutions to multinational technology companies. Mr. Kwan Tek Sian is a director and an investor of Bionic Vision Technologies Pty. Limited, a privately held Australian based company. It develops visual prostheses to restore vision of the blind, in which Mr. Kwan owns shares through State Path Capital Limited, a joint venture company involved in investing in technology companies. Mr. Kwan Tek Sian is beneficially interested in approximately 35.5% of the issued shares of PepCap Resources Inc. (Symbol: WAV.V), a capital pool company (as defined under the rules of the TSX Venture Exchange) which indirectly holds mining interests in Indonesia, and which shares are listed on TSX Venture Exchange.

Mr. Kwan Tek Sian obtained a bachelor's degree in Science from Victoria University in Australia in May 1998, a master's degree in Health Sciences from Victoria University in October 2000 and a graduate diploma in Law and Legal Studies from La Trobe University in October 2004.

Mr. Kwan Tek Sian has entered into a service agreement with the Company for a term of one year. Mr. Wong Kin Yeung is subject to retirement by rotation and re-election at the annual general meeting(s) requirements in accordance with the Articles of Association and the GEM Listing Rules. Under Mr. Kwan Tek Sian's service agreement, he shall be entitled to an annual director's fee of HK\$240,000, which was determined with reference to his duties and responsibilities, the Company's remuneration policy, the prevailing market conditions and recommendations of the remuneration committee. His remuneration will be subject to annual review by the remuneration committee and the Board from time to time with reference to his responsibility and performance.

Save as disclosed above, Mr. Kwan Tek Sian does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kwan Tek Sian does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; or (ii) any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company.

Save as disclosed above, there was no matter relating to the re-election of Mr. Kwan Tek Sian that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of AL Group Limited (the “Company”) will be held at Suite 807, 8/F, Harcourt House, 39 Gloucester Road, Wan Chai, Hong Kong on 30 June 2023 at 12:30 p.m. or immediately after the conclusion of the extraordinary general meeting of the Company to be held on the same day, whichever is later, for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 December 2022;
2. To re-elect Mr. Chan Hung Kai as an executive Director;
3. To re-elect Mr. Wong Kin Yeung as an executive Director;
4. To re-elect Mr. Kwan Tek Sian as an executive Director;
5. To authorise the Board of Directors to fix the Directors’ remuneration;
6. To re-appoint CCTH CPA Limited as auditors of the Company and to authorise the Board of Directors to fix their remuneration;
7. To consider as special business, and if thought fit, to pass the following resolution as Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby approved generally and unconditionally;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as defined below);
- (C) the total number of shares allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as defined below); or
 - (ii) the exercise of any option under the Company's share option scheme(s); or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares pursuant to the Articles of Association of the Company from time to time,

shall not exceed 20% of the total number of issued shares of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; and
- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by any applicable laws or by the Articles of Association of the Company to be held.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares, subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (B) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company, in accordance with all applicable laws and the requirements set out in the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (B) the total number of shares authorised to be repurchased or agreed conditionally or unconditionally to be repurchased by the directors of the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the total number of issued shares of the Company in issue as at the date of this Resolution, and the said approval shall be limited accordingly; and for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

9. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the passing of Ordinary Resolutions numbered 7 and 8 as set out in the Notice convening this meeting, the total number of shares of the Company that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said Ordinary Resolution 8 shall be added to the shares that may be allotted, issued and disposed of or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to the general mandate to allot and issue shares granted to the directors of the Company by the said Ordinary Resolution 7.”

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

Hong Kong, 8 June 2023

Notes:

- (a) Any member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
- (b) 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.
- (c) In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.
- (d) The above resolutions will be put to vote at the meeting by way of poll.
- (e) The Register of Members of the Company will be closed from 27 June 2023 to 30 June 2023 (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 in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 26 June 2023.

NOTICE OF ANNUAL GENERAL MEETING

- (f) 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 10:00 a.m. on Friday, 30 June 2023, 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.
- (g) If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at finance@al-grp.com. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar as follows:

Tricor Investor Services Limited
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
HK Tel: (852) 2980 1333
Fax: (852) 2810 8185