
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, the transferee 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)

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 “**2024 AGM**”) of the Company to be held at Room 1304, 13th Floor, Bright Way Tower, 33 Mong Kok Road, Mong Kok, Kowloon, Hong Kong on Friday, 28 June 2024 at 11:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the 2024 AGM is enclosed. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company of www.AL-Grp.com.

Whether or not you are able to attend the 2024 AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2024 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 Company Announcements” 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.

5 June 2024

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.

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DEFINITIONS

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

“2023 AGM”	the annual general meeting of the Company held on Friday, 30 June 2023
“2024 AGM”	the annual general meeting of the Company to be held at Room 1304, 13th Floor, Bright Way Tower, 33 Mong Kok Road, Mong Kok, Kowloon, Hong Kong on Friday, 28 June 2024 at 11:00 a.m. or any adjournment thereof, a notice of which is set out on pages 15 to 19 of this circular
“Articles of Association”	the amended 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, the Shares of which are 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 Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution for approving such issue mandate at the 2024 AGM
“Latest Practicable Date”	3 June 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution for approving such repurchase mandate at the 2024 AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) with a par value of HK\$0.1 each in the share capital of the Company
“Share Registrar”	Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	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. Kwan Tek Sian

Mr. Chung Kar Ho Carol

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

*Headquarter and principal place
of business in Hong Kong:*

Unit 204A, 2/F, Century Centre,

44-46 Hung To Road,

Kwun Tong, Hong Kong

5 June 2024

To the Shareholders

Dear Sirs or Madams,

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

INTRODUCTION

At the 2023 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 2023 AGM;

LETTER FROM THE BOARD

- (b) purchase Shares not exceeding 10% of the total number of issued Shares in issue as at the date of the 2023 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 2024 AGM, unless renewed at the 2024 AGM.

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2024 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 2024 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 Issue Mandate, being the sum of 20% of the total number of issued Shares 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 number of Shares after approving the Issue Mandate);
- (b) to repurchase Shares not exceeding the Repurchase Mandate, being the sum of 10% of the total number of issued Shares 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 number of Shares after approving the Repurchase Mandate); and
- (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 numbered 8 (Issue Mandate), resolution numbered 9 (Repurchase Mandate) and resolution numbered 10 in the notice of the 2024 AGM contained in pages 15 to 19 of this circular.

LETTER FROM THE BOARD

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

According to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. As such, Mr. Chung Kar Ho Carol shall retire from office and, being eligible, offer himself for re-election at the 2024 AGM.

According to Article 16.18 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors. As such, Mr. Tse Chi Shing, Mr. Tse Wai Hei and Mr. Tam Chak Chi shall retire from office by rotation at the 2024 AGM and, being eligible, will offer themselves for re-election at the 2024 AGM.

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.

LETTER FROM THE BOARD

Each of Mr. Tse Chi Shing, Mr. Tse Wai Hei and Mr. Tam Chak Chi, the retiring independent non-executive Directors, has confirmed his independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee had considered and nominated each of these retiring Directors to the Board for it to propose to the Shareholders for re-election at the 2024 AGM.

The Nomination Committee has considered the biographical details and other related particulars of the relevant retiring Directors, with reference to the business development needs of the Company and their contributions to the Board and the Group during their tenure. The relevant retiring Directors at the 2024 AGM have extensive experience and knowledge in their respective professional and commercial fields, who can contribute valuable advice on the business and development of the Group. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that each of the above retiring Directors (namely, Mr. Chung Kar Ho Carol, Mr. Tse Chi Shing, Mr. Tse Wai Hei and Mr. Tam Chak Chi) stand for re-election as Directors by way of a separate resolution at the 2024 AGM. Details of all retiring Directors who are subject to re-election at the 2024 AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

2024 AGM

The notice convening the 2024 AGM is set out on pages 15 to 19 of this circular.

A form of proxy for use at the 2024 AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company of www.AL-Grp.com. Whether or not you intend to attend the 2024 AGM, you are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2024 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 2024 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 2024 AGM.

LETTER FROM THE BOARD

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, the Repurchase Mandate, the re-election of 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 the relevant resolutions to be proposed at the 2024 AGM.

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text in the event of any inconsistency.

By order of the Board
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 2024 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 2023) 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. 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 have traded on the Stock Exchange in each of the previous twelve months preceding and up to the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
June	2.15	1.66
July	1.83	1.41
August	1.81	1.51
September	1.59	1.33
October	1.59	1.10
November	1.23	0.93
December	1.00	0.83
2024		
January	0.86	0.48
February	0.79	0.56
March	0.98	0.61
April	0.78	0.53
May	0.66	0.90
June (up to the Latest Practicable Date)	0.88	0.88

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 2024 AGM:

1. **MR. CHUNG KAR HO CAROL**

Mr. Chung Kar Ho Carol (“**Mr. Chung**”), aged 40, obtained a Degree of Bachelor of Science from the Chinese University of Hong Kong in 2005. Mr. Chung has over 10 years’ experience in providing financial services and solutions to clients in the field of insurance and investment. He was a district director of Convoy Financial Services Limited, a wholly-owned subsidiary of Convoy Global Holdings Limited (the shares of which were formerly listed on the main board of the Stock Exchange (stock code: 1019)) from August 2008 to March 2023. Mr. Chung was also an executive director of Orient Securities International Holdings Limited (stock code: 8001) (from May 2023 to August 2023), the shares of which are listed on the GEM of the Stock Exchange. Mr. Chung was a director of Millionaire Club International Limited 百萬匯國際有限公司 (“**Millionaire Club**”), a private company limited by shares incorporated in Hong Kong, which was dissolved by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on 25 June 2021. To the best of knowledge and belief of Mr. Chung, Millionaire Club had not commenced business since its incorporation and was solvent at the time of it being dissolved by deregistration.

Mr. Chung has entered into a service agreement with the Company for an initial fixed term of 1 year with effect from 6 December 2023, which may be terminated by either the Company or Mr. Chung by giving not less than three month’s written notice in advance or otherwise in accordance with the terms of the service agreement. He is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company and the GEM Listing Rules. Pursuant to the service agreement, Mr. Chung is entitled to a director’s fee of HK\$20,000 per month. The remuneration of Mr. Chung was determined by the Board with reference to his duties and responsibilities, the Company’s remuneration policies and the prevailing market conditions, and will be subject to review annually by remuneration committee of the Board. Mr. Chung is also entitled to discretionary bonuses, which is conditional upon one (1) completed year (unless otherwise agreed by the Board) of satisfactory performance and also depends on the Company’s business performance.

As at the Latest Practicable Date, Mr. Chung is interested in an aggregate of 3,468,000 shares of the Company, representing approximately 0.96% of the entire issued share capital of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Chung (i) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them in the GEM Listing Rules) of the Company nor any position in the Company or other members of the Group; (iii) has not held any other major appointments and professional qualifications or directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50 (2) of the GEM Listing Rules and there are no other matters relating to the appointment of Mr. Chung that need to be brought to the attention of the Stock Exchange or the shareholders of the Company.

2. MR. TSE CHI SHING

Mr. Tse Chi Shing (“**Mr. Tse**”), aged 40, was appointed as an Independent non-executive Director of the Company on 12 January 2017. He is the chairman of the remuneration committee and the audit committee and a member of nomination committee. Mr. Tse has over 13 years of experience in accounting and auditing. He is currently the Chief Finance Officer and Company Secretary of KOALA Financial Group Limited (“**KOALA**”), a company listed on the GEM of the Stock Exchange (stock code: 8226), where he is responsible for financial planning, financial control and accounting operations and also manages a full spectrum of company secretarial work for KOALA. Prior to joining to KOALA, Mr. Tse was with the audit firms of Mazars CPA Limited, HLB Hodgson Impey Cheng, and Choy Ng and Co. CPA. Mr. Tse received a Bachelor of Arts degree (with Honours) in Accounting from the Hong Kong Polytechnic University in July 2006. He has been a member of the Hong Kong Institute of Certified Public Accountants (HKICPA) since January 2011.

Mr. Tse has entered into a letter of appointment with the Company for a fixed term of service for one year commencing on 12 January 2017 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company. Pursuant to the letter of appointment, Mr. Tse will receive an annual director’s fee of HK\$156,000, 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 of the Board. The remuneration of Mr. Tse will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance. Save as disclosed above, Mr. Tse does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date. Mr. Tse does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company. Further, Mr. Tse does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date. Save as disclosed above, there was no matter relating to the re-election of Mr. Tse 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.

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

3. MR. TSE WAI HEI

Mr. Tse Wai Hei (“**Mr. Tse W.H.**”), aged 53, has been appointed as an independent non-executive Director of the Company on 30 November 2017. He is the chairman of nomination committee and is a member of audit committee and remuneration committee. Mr. Tse W.H. has 33 years of experience specialising in mechanical engineering, publishing and printing services. In 2008, Mr. Tse W.H. joined Komori Hong Kong Limited, a Japanese-based corporation principally engaged in manufacturing printing machines, as a manager of the technical service department where over a period of 12 years. Mr. Tse W.H. has entered into a letter of appointment with the Company for a fixed term of service for one year commencing on 30 November 2017 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

Pursuant to the letter of appointment, Mr. Tse W.H. will receive an annual director’s fee of HK\$156,000, 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 of the Board. The remuneration of Mr. Tse W.H. will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance. Save as disclosed above, Mr. Tse W.H. does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date. Mr. Tse W.H. does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company. Further, Mr. Tse W.H. does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date. Save as disclosed above, there was no matter relating to the re-election of Mr. Tse W.H. 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.

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

4. MR. TAM CHAK CHI

Mr. Tam Chak Chi (“**Mr. Tam**”), aged 47, has been appointed as an independent non-executive Director of the Company on 28 September 2018. He is a member of audit committee and nomination committee. Mr. Tam has more than 21 years of experience in providing accounting, auditing and financial services and has served various positions at various private and listed companies. He is currently an executive director of Ocean Star Technology Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8297), an independent non-executive director of Wealth Glory Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8269), and an independent non-executive director of Wisdom Wealth Resources Investment Holding Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0007), and a financial consultant of various private companies. Mr. Tam holds a bachelor’s degree of commerce from the University of Toronto. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong and a member of the American Institute of Certified Public Accountants.

Mr. Tam has entered into a letter of appointment with the Company for a fixed term of service for one year commencing on 28 September 2018 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

Pursuant to the letter of appointment, Mr. Tam will receive an annual director’s fee of HK\$156,000, 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 of the Board. The remuneration of Mr. Tam will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

Save as disclosed above, Mr. Tam does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Mr. Tam does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company.

Further, Mr. Tam does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, there was no matter relating to the re-election of Mr. Tam 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 (the “**Meeting**”) of AL Group Limited (the “**Company**”) will be held at Room 1304, 13th Floor, Bright Way Tower, 33 Mong Kok Road, Mong Kok, Kowloon, Hong Kong on Friday, 28 June 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2023;
2. To re-elect Mr. Chung Kar Ho Carol as an executive Director;
3. To re-elect Mr. Tse Chi Shing as an independent non-executive Director;
4. To re-elect Mr. Tse Wai Hei as an independent non-executive Director;
5. To re-elect Mr. Tam Chak Chi as an independent non-executive Director;
6. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
7. To re-appoint CCTH CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration;

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

“THAT:

- (A) subject to paragraph (C) below, the exercise by the Directors 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;
- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors 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 pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as defined below); or
 - (ii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible participants of rights to acquire shares of the Company; 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:

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“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 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 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.”

9. 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 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 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

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(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.”

10. 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 8 and 9 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 9 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 pursuant to the general mandate to allot and issue shares granted to the Directors by the said ordinary resolution 8.”

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

Hong Kong, 5 June 2024

Notes:

- (a) A 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 Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 were 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 Members 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 Tuesday, 25 June 2024 to Friday, 28 June 2024 (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, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 24 June 2024.

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- (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 7:00 a.m. on Friday, 28 June 2024, 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 Union Registrars Limited, the Company’s Hong Kong branch share registrar as follows:

Union Registrars Limited
Suites 3301-04, 33/F.,
Two Chinachem Exchange Square,
338 King’s Road,
North Point, Hong Kong
Tel: (852) 2849 3399
Fax: (852) 2849 3319