
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 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 (“AGM”) of the Company to be held at Unit A, 35th Floor, EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong on 11 May 2018 at 3:00 p.m. is set out on pages 17 to 20 of this circular.

Whether or not you are able to attend the 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 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 GEM website at www.hkgem.com 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, 29 March 2018

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:

“AGM”	the annual general meeting of the Company to be held at Unit A, 35th Floor, EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 11 May 2018 at 3:00 p.m., a notice of which is set out on pages 17 to 20 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Director of the Company
“Capitalisation Issue”	the issue of 359,999,900 Shares upon the capitalisation of certain sums standing to the credit of the share premium account of the Company
“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
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, and in the context of this Circular refers to Legend Investments International Limited, which is legally and beneficially owned as to 80% by Mr. Yau Chung Ping
“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
“Group”	the Company and its subsidiaries from time to time
“Placing”	the conditional placing of the 108,000,000 new Shares for cash
“Public Offer”	the offer of 12,000,000 new Shares for subscription by the public in Hong Kong for cash
“Latest Practicable Date”	26 March 2018, 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
“Listing Date”	12 July 2016, on which dealings in the Shares first commenced on GEM

DEFINITIONS

“Prospectus”	prospectus of the Company dated 29 June 2016 issued to the public in Hong Kong
“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\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the Public Offer and the Placing
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeover Code”	the Code 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. Yau Chung Ping (*Chief Executive Officer*)
Mr. Lam Chung Ho, Alastair (*Chairman*)
Mr. Wong Kang Man

Independent Non-executive Directors:

Mr. Tse Chi Shing
Mr. Kloeden Daniel Dieter
Mr. Tse Wai Hei

Registered Office:

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

Principal place of

business in Hong Kong:
Unit A, 35/F., EGL Tower
83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

29 March 2018

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**

INTRODUCTION

As disclosed in the Prospectus, pursuant to the resolutions in writing of the sole Shareholder passed on 15 June 2016, general unconditional mandates were given to the Directors to exercise all powers of the Company to:

- (a) allot, issue and deal with the Shares with an aggregate nominal amount of not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer and the Capitalisation Issue;

LETTER FROM THE BOARD

- (b) purchase the Shares with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer and the Capitalisation Issue; and
- (c) add to the general mandate for issuing Shares set out in (a) above the aggregate nominal amount 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 AGM, unless renewed at that meeting.

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

Proposed Grant of General Mandates

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

- (a) to allot, issue and otherwise deal with additional Shares with the aggregate nominal amount not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue (the “Issue Mandate”) as at the date of passing the resolution approving the Issue Mandate;
- (b) to repurchase Shares with the aggregate nominal amount not exceeding the sum of 10% of the aggregate nominal amount of the share capital of the Company in issue (the “Repurchase Mandate”) as at the date of passing the resolution approving the Repurchase Mandate; and
- (c) to add to the general mandate for issuing Shares set out in (a) above the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The full text of these resolutions are set out in Resolution 10 (“Issue Mandate”), Resolution 11 (“Repurchase Mandate”) and Resolution 12 in the notice of the AGM contained in pages 17 to 20 of this circular.

The aforesaid mandates, unless revoked or varied by way of ordinary resolutions of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which will be convened on or before 30 June 2019.

In accordance with the requirements set out in the GEM Listing Rules, the Company is required to send to 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.

LETTER FROM THE BOARD

Re-election of Retiring Directors

To comply with the Corporate Governance Code under Appendix 15 to GEM Listing Rules and in accordance with the Articles of Association of the Company, Mr. Yau Chung Ping, Mr. Lam Chung Ho, Alastair, Mr. Wong Kang Man, Mr. Tse Chi Shing, Mr. Kloeden Daniel Dieter and Mr. Tse Wai Hei, being all Directors of the Company, shall retire from office at the AGM. All of the retired Directors, being eligible, offer themselves for re-election, at the AGM.

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

AGM

The notice convening the AGM is set out on pages 17 to 20 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 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 AGM shall be taken by way of poll.

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.

LETTER FROM THE BOARD

Recommendation

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend the Shareholders to vote in favour of such relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
AL Group Limited
Lam Chung Ho, Alastair
Chairman of the Board 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, 480,000,000 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 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 48,000,000 Shares, representing 10% of the aggregate nominal value of the Shares in issue.

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 Company's 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 2017) 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 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 our 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 result of a repurchase of Shares made.

As at the Latest Practicable Date, based on the information available to the Company, the Controlling Shareholder was interested in 144,004,000 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM and if the Share Repurchase Mandate of 48,000,000 Shares is fully exercised, the percentage shareholding of the Controlling Shareholder will be increased from approximately 30.0% to approximately 40.0% of the issued share capital of the Company. Such increase in shareholding of the Controlling Shareholder will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequence under the Takeovers Code as a result of a repurchase of Shares made pursuant to the Share Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate to such extent that the public shareholding would be reduced to less than 25% of the issued share capital of the Company.

Share Repurchase made by the Company

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since 12 July 2016, being the listing date, up to and including the Latest Practicable Date.

Share Prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
March	0.260	0.227
April	0.245	0.221
May	0.238	0.219
June	0.226	0.180
July	0.200	0.167
August	0.185	0.164
September	0.213	0.159
October	0.250	0.171
November	0.184	0.170
December	0.198	0.164
2018		
January	0.191	0.167
February	0.188	0.159
March (up to the Latest Practicable Date)	0.177	0.158

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

1. Mr. Yau Chung Ping

Mr. Yau Chung Ping (“Mr. Yau”), aged 46, was appointed as a Director on 1 February 2016 then re-designated as an executive Director and serves as the Chief Executive Officer (“CEO”) of the Company since 25 February 2016. He is a member of remuneration committee of the Company.

Mr. Yau is a co-founder of our Group and a controlling shareholder. He was appointed as a director of AL Design & Associates Limited (“AL Design”), a wholly-owned subsidiary of our Company, since its founding in October 1999.

As a CEO, apart from being responsible for formulating the corporate strategies and meeting the overall business objectives of our Group, Mr. Yau is also involved with client development, new business initiatives and overall design and project management for our Group’s clients. Mr. Yau has over 25 years of experience in interior design and project management in Hong Kong and China. He started his career in 1991 as a draftsman at MY Collections Limited; and in 1992, worked as an assistant interior designer at Robmon Interiors, with focus on the retail and residential sectors. From 1995–1996, Mr. Yau was an interior designer at Raymond Lui & Partners Ltd., with focus on a major department chain-store in Shanghai; and in 1997, became an interior designer at FCS Interior Design Consultant Limited, with focus on the commercial office sector.

In 1999, Mr. Yau co-founded AL Design with Ms. Sz Kit. Over the 16 years at AL Design, Mr. Yau has directed his design team through a variety of projects in the field of interior design and project management covering the commercial, residential and retail sectors that reflect the brand and image of their corporate clients. He is committed to serving the community, contributing to numerous charities; and using environmentally friendly practices and materials wherever possible.

Mr. Yau received a Diploma in Interior and Environmental Design from the First Institute of Arts and Design in August 1994 and Fellowship from the Canadian Chartered Institute of Business Administration in 2016. He has been a professional member of the Hong Kong Interior Design Association since 2004 and an associated member of International Facility Management Association since 2017. In 2016, Mr. Yau is awarded “Outstanding Entrepreneur Award 2016” from CAPITAL Entrepreneur magazine.

Mr. Yau has entered into a service agreement with the Company for a fixed term of service for one year commencing on 12 July 2016 and will continue thereafter until terminated in accordance with the terms of the service agreement. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Pursuant to the service agreement, Mr. Yau will receive an annual salary of HK\$1,440,000, which was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions. The remuneration of Mr. Yau 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. Yau 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.

As at the Latest Practicable Date, Mr. Yau is deemed to be interested in 144,004,000 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, Legend Investments International Limited ("Legend Investments"), representing approximately 30.0% of the total issued Shares of the Company.

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

Save as disclosed above, there was no matter relating to the re-election of Mr. Yau 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. Lam Chung Ho, Alastair

Mr. Lam Chung Ho, Alastair ("Mr. Lam"), aged 40, was appointed as the Chairman and an executive Director on 12 July 2017. He is the chairman of nomination committee.

Mr. Lam has been the chairman of Synergy Resources International Limited since 2011, executive director of State Path Capital Limited since 2016 and director of Bionic Vision Technologies Pty Limited since 2017.

Mr. Lam started his career in his family business between 2002 and 2006 at Qualipak Manufacturing Limited, a then wholly-owned subsidiary of Qualipak International Holdings Limited, a company listed on the Stock Exchange of Hong Kong (SEHK: 1332). Mr. Lam was the founder of Synergy Group Holdings International Limited, a company listed on the Stock Exchange of Hong Kong (SEHK: 1539), where he served as a non-executive director between 14 December 2001 and 19 December 2016 and currently still remains a substantial shareholder.

Mr. Lam graduated from the University of Wisconsin-Madison, Wisconsin, United States with a Bachelor's degree in Accounting and Business Administration in August 2001.

Mr. Lam has entered into a service agreement with the Company for a fixed term of service for one year commencing on 12 July 2017 and will continue thereafter until terminated in accordance with the terms of the service agreement. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Pursuant to the service agreement, Mr. Lam will receive an annual salary of HK\$240,000, which was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions. The remuneration of Mr. Lam 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. Lam 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.

Save as disclosed above, Mr. Lam 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. Lam 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. Lam 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. Wong Kang Man

Mr. Wong Kang Man ("Mr. Wong"), aged 34, was appointed a non-executive Director on 10 March 2017 then has been re-designated as an executive Director on 6 November 2017.

Mr. Wong has more than 10 years of experience in electrical and manufacturing engineering and interior design. Mr. Wong is currently a director of Ace Architectural and Interior Design Limited (a non wholly-owned subsidiary of the Company), a company principally engaged in interior design business in Hong Kong. Since October 2012, Mr. Wong has been the director of sales & marketing at TSBE Design Consultant Limited, an interior design firm in Hong Kong. In August 2007, Mr. Wong joined Myron L Company based in San Diego, California USA, as an electrical engineer where over a period of five years had directed teams of over 150 workers and 10 engineers to work on electrical and product engineering projects.

Mr. Wong received a Bachelor of Science degree in Electrical Engineering from the University of California, San Diego USA, in May 2007.

Mr. Wong has entered into a service agreement with the Company for a fixed term of service for one year commencing on 10 March 2017 and will continue thereafter until terminated in accordance with the terms of the service agreement. He is subject to retire by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of association of the Company.

Pursuant to the service agreement, Mr. Wong will receive an annual salary of HK\$240,000, which was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions. The remuneration of Mr. Wong 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. Wong 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.

As at the Latest Practicable Date, Mr. Wong holds 3,500 ordinary shares of Ace Architectural and Interior Design Limited ("ACE"), a non-wholly owned subsidiary of the Company, representing 35% of the share capital of ACE.

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

Save as disclosed above, there was no matter relating to the re-election of Mr. Wong 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.

4. Mr. Tse Chi Shing

Mr. Tse Chi Shing ("Mr. Tse"), aged 34, was appointed an Independent non-executive Director of the Company on 12 January 2017. He is the chairman of remuneration committee and audit committee and a member of nomination committee.

Mr. Tse has over 10 years of experience in accounting and auditing. Since 15 September 2017, Mr. Tse has been appointed as the Chief Financial Officer and Company Secretary of KOALA Financial Group Limited (formerly known as Sunrise (China) Technology Group Limited ("KOALA")), a company listed on the GEM of the Stock Exchange (SEHK: 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\$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 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.

Save as disclosed above, 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.

5. Mr. Kloeden Daniel Dieter

Mr. Kloeden Daniel Dieter ("Mr. Kloeden"), aged 39, has been appointed as an independent non-executive Director of the Company on 12 July 2017. He is a member of audit committee and nomination committee.

Mr. Kloeden currently serves as President of Bancka Limited, a FinTech start-up focusing on global seamless FX payment solutions. He is responsible for the strategic and operative development ensuring the group's overall business objective and growth plans.

Mr. Kloeden has more than 15 years of Corporate Management and Strategic Management Consultancy experience serving multinational focused SME's and Fortune 500 companies within the Automotive, Financial Services and FMCG industry. He specialized in solving Strategic Corporate Development, Sales and Marketing projects on a local, regional and global scale involving multi layers of stakeholder environment.

Mr. Kloeden obtained a bachelor degree in Business from the University of Cooperative Education, Plauen, Germany in 2002 and a master degree in International Business from the Macquarie University, Sydney, Australia in February 2006. His studies have been published in September 2008 with the book "Corporate Retail Branding: The Path of Brand positioning of retail brands".

Mr. Kloeden was elected for Germany's most prestigious scholarship for Asia-Pacific — Heinz-Nixdorf Scholarship. He spent a year between February 2006 to February 2007 at the LSI — Sinicum — Ruhr University Bochum, Germany, and at the Shandong Economic University Jinan, China, studying Chinese culture and language.

Mr. Kloeden has entered into a letter of appointment with the Company for a fixed term of service for one year commencing on 12 July 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. Kloeden will receive 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 of the Board. The remuneration of Mr. Kloeden 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. Kloeden 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.

Save as disclosed above, Mr. Kloeden 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. Kloeden 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. Kloeden 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.

6. Mr. Tse Wai Hei

Mr. Tse Wai Hei (“Mr. Tse W.H.”), aged 47, has been appointed as an independent non-executive Director of the Company on 30 November 2017. He is a member of audit committee and remuneration committee.

Mr. Tse W.H. has 29 years of experience specializing in mechanical engineering, publishing and printing services. Since 2008, Mr. Tse W.H. has worked in Komori Hong Kong Limited, a Japanese-based corporation principally engaged in manufacturing printing machines. He is currently a manager of the technical service department.

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\$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 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.

Save as disclosed above, 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.

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 IS HEREBY GIVEN that the Annual General Meeting of AL Group Limited (the “Company”) will be held at Unit A, 35th Floor, EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong on 11 May 2018 at 3:00 p.m. for the following purposes:

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 2017;
2. To re-elect Mr. Yau Chung Ping as an executive Director;
3. To re-elect Mr. Lam Chung Ho, Alastair as an executive Director;
4. To re-elect Mr. Wong Kang Man as an executive Director;
5. To re-elect Mr. Tse Chi Shing as an independent non-executive Director;
6. To re-elect Mr. Kloeden Daniel Dieter as an independent non-executive Director;
7. To re-elect Mr. Tse Wai Hei as an independent non-executive Director;
8. To authorise the Board of Directors to fix the Directors’ remuneration;
9. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorize the Board of Directors to fix their remuneration;
10. 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 authorize 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 aggregate nominal amount of share capital 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 aggregate nominal amount of the share capital 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;
- (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.

“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

NOTICE OF ANNUAL GENERAL MEETING

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.”

11. 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 aggregate nominal amount of shares authorized 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 aggregate nominal amount of the share capital 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.”

12. 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 10 and 11 as set out in the Notice convening this meeting, the aggregate nominal amount of the number of shares in the capital 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 11 shall be added to the aggregate nominal amount of share capital that may be allotted, issued and disposed of or agreed conditionally or unconditionally to be

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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 10.”

By Order of the Board
AL Group Limited
Lam Chung Ho, Alastair
Chairman of the Board and executive Director

Hong Kong, 29 March 2018

Notes:

- i. 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 in 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.
- ii. If a member of the Company wishes to nominate a person to stand for election as a director of the Company, (i) a notice in writing signed by the shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election; and (ii) a notice in writing signed by the person to be proposed of his willingness to be elected must accompany with (a) that nominated candidate's information as required to be disclosed under Rule 17.50(2) of the GEM Listing Rules, and (b) the nominated candidate's written consent to the publication of his/her personal data, must be validly lodged no later than 4 May 2018 at the principal place of business in Hong Kong of the Company at Unit A, 35/F., EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong or the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- iii. 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 22, 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.
- iv. 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 AGM, 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.
- v. The above resolutions will be put to vote at the meeting by way of poll.
- vi. The Register of Members of the Company will be closed from 8 May 2018 to 11 May 2018 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the Annual General Meeting of the Company, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 7 May 2018.