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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular, 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 AND RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the Annual General Meeting (“AGM”) of the Company to be held at Room Tsing Yi, 19/F, Tower A, Manulife Financial Centre, 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on 12 May 2017 at 3:30 p.m. is set out on pages 19 to 23 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](http://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](http://www.AL-Grp.com).*

Hong Kong, 29 March 2017

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## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET

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### CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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

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*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 Room Tsing Yi, 19/F, Tower A, Manulife Financial Centre, 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 12 May 2017 at 3:30 p.m., a notice of which is set out on pages 19 to 23 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
“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, Mr. Yau Chung Ping and Ms. Sz Kit.
“Core Connected Person”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“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”	28 March 2017, 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

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## DEFINITIONS

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“Listing Date”	12 July 2016, on which dealings in the Shares first commenced on GEM
“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.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Yau Chung Ping (*Chief Executive Officer*)  
Ms. Sz Kit

*Non-executive Director:*

Mr. Wong Kang Man

*Independent Non-executive Directors:*

Mr. Lau Chun Wah, Davy (*Chairman*)  
Ms. Lee Hau Yan, Hannah  
Mr. Tse Chi Shing

*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 2017

*To the Shareholders*

Dear Sirs or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES AND  
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;

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## LETTER FROM THE BOARD

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- (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 (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 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 (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
- (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 19 to 23 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 2018.

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## LETTER FROM THE BOARD

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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.

### **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, Ms. Sz Kit, Mr. Wong Kang Man, Mr. Lau Chun Wah, Davy, Ms. Lee Hau Yan, Hannah and Mr. Tse Chi Shing, 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 19 to 23 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.



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## LETTER FROM THE BOARD

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### **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**  
**Yau Chung Ping**  
*Chief Executive Officer 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 2016) 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 240,004,000 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 50.0% to approximately 55.56% 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 were traded on the Stock Exchange since 12 July 2016, being the Listing Date, and up to the Latest Practicable Date were as follows:

	<b>Share Price</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
July (since 12 July 2016)	0.760	0.450
August	0.465	0.360
September	0.430	0.365
October	0.430	0.375
November	0.470	0.405
December	0.425	0.365
<b>2017</b>		
January	0.550	0.380
February	0.590	0.239
March (up to the Latest Practicable Date)	0.260	0.227

*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 45, 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 the 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, an executive Director of the Company. 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. He has been a professional member of the Hong Kong Interior Design Association since 2004.

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.

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.

As at the Latest Practicable Date, Mr. Yau is deemed to be interested in 240,004,000 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, Legend Investments International Limited ("Legend Investments"), representing approximately 50.0% of the total issued Shares 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. Ms. Sz Kit**

Ms. Sz Kit ("Ms. Sz"), aged 46, was appointed as a Director on 1 February 2016 then re-designated as an executive Director of the Company on 25 February 2016. Ms. Sz is a co-founder of our Group and a Controlling Shareholder. She was appointed as a director of AL Design, a wholly-owned subsidiary of our Company, since its founding in October 1999.

Ms. Sz currently serves as the director, Projects for our Company and has overall responsibilities for project management of our Group's business, including the management of opportunities and risks, human resource planning and deployment, quality control, progress of work against cost and deadline, and environmental and safety issues.

Ms. Sz has over 23 years of experience in interior design and project management in Hong Kong covering the residential, office, commercial, hospitality and government sectors. She started her career in 1993, initially as a draftsman and subsequently as an interior designer at Ming Yip Design Limited; and in 1997, joined FCS Interior Design Consultant Limited as an interior designer, with focus on the commercial office sector.

In 1999, Ms. Sz co-founded AL Design with Mr. Yau, an executive Director of the Company. Over the 16 years at AL Design, Ms. Sz has worked closely with Mr. Yau in building the business from scratch.

Ms. Sz received a diploma in Architecture and Urban Planning from the department of Architecture at Guangzhou University (China) in July 1991. She has been a professional member of the Hong Kong Interior Design Association since 2004.

Ms. Sz 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. She 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, Ms. Sz will receive an annual salary of HK\$960,000, which was determined with reference to her duties and responsibilities, the Company's remuneration policy and the prevailing market conditions. The remuneration of Ms. Sz will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to her responsibility and annual performance.

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

As at the Latest Practicable Date, Ms. Sz is deemed to be interested in 240,004,000 Shares (within the meaning of Part XV of the SFO) through her controlled corporation, Legend Investments, representing approximately 50.0% of the total issued Shares of the Company.

Save as disclosed above, there was no matter relating to the re-election of Ms. Sz 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"), age 33, was appointed as a non-executive Director of our Company on 10 March 2017.

Mr. Wong has 10 years of experience in electrical and manufacturing engineering and interior design. 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 letter of appointment 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 letter of appointment. He is subject to retirement by rotation, and be eligible for e-election in accordance with the Articles of Association of the Company.

Pursuant to the letter of appointment, Mr. Wong will receive an annual director's fee of HK\$240,000, which was determined with reference to his duties and responsibilities as a non-executive Director of the Company, the Company's remuneration policy, the prevailing market conditions and recommendations of the remuneration committee of the Board. Mr. Wong's remuneration 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 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.

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.

Further, Mr. Wong 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. 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. Lau Chun Wah, Davy**

Mr. Lau Chun Wah, Davy ("Mr. Lau"), aged 61, was appointed an Independent non-executive Director and the Non-executive Chairman of our Company on 15 June 2016. He is a member of our audit committee and nomination committee.



Trilingual in Japanese, English and Mandarin, Mr. Lau has significant track record building and running multinational businesses in the Asia Pacific for more than 30 years spanning across manufacturing, IT systems solutions and outsourcing, banking and real-time on-line information business as well as professional services. Mr. Lau is currently the chairman of DGL Group Inc, managing his private direct investments. Since June 2015, Mr. Lau has been serving as an independent director and the chairman of the nominating and remuneration committee of Manulife US Real Estate Management Pte. Ltd., the manager of the real estate investment trust (REIT), Manulife US Real Estate Investment Trust, which has been listed on the Singapore Exchange (stock code: BTOU) since 20 May 2016.

Prior to launching DGL Group Inc, for 17 years between March 1994 and February 2011, Mr. Lau was with Egon Zehnder International Pte Ltd, a leading global executive search firm, recruiting senior executives, CEOs and board directors in the Asia Pacific region for various MNCs as well as Asian companies. He was elected Global Partner of the firm at the end of 1999 and was the managing partner of the Singapore practice between 2000 and 2009.

Mr. Lau started his career at Computervision Asia, Ltd., an early pioneer in the CAD/CAM systems business, in the early eighties; for six years between 1981 and 1987, he held various sales & marketing positions selling and implementing CAD/CAM systems, including some of the most significant CAD/CAM systems ever installed in China. He was a Vice President of the Information Business Division at Citibank N.A., Tokyo Branch between February 1988 and May 1990, where he marketed real-time on-line financial information services to multi-national corporations as well as banks in Japan. Mr. Lau was the General Manager and Director, Far East Sales & Operations for GTECH Far East Pte Ltd, an international gaming service provider, between August 1991 and February 1994, where he marketed and supported the on-going operations of various public gaming IT outsourcing projects in Asia.

In 2006, Mr. Lau co-founded The Mustard Seed Business Angel Fund LLP, the first business angel group recognised and supported by the Economic Development Board of Singapore under its Business Angel Scheme. He is currently a member of advisory/resource panels of private equity and buy-out funds such as Credence Partners Pte Ltd and ACA Investments Pte Ltd and also sits on the boards of UWCSEA (United World College of Southeast Asia), Hong Kong-ASEAN Economic Cooperation Foundation Limited and Make-A-Wish Foundation (Singapore) Limited. He was previously on various public or private corporate boards, including NASDAQ listed HiSoft Technology International Limited, Strategic Investment Partners, Inc. (Japan) and eZoo School of Music and Fine Arts Pte. Ltd. (Singapore).

Mr. Lau was a recipient of the Japanese Government Scholarship for Undergraduate Students in 1974 and received a Bachelor of Arts degree in Japanese Language & Affairs from the Tokyo University of Foreign Studies in 1979 as well as a Master degree in Economics from the Hitotsubashi University in 1981. Mr. Lau is a naturalised Singaporean, born and raised in Hong Kong.

Mr. Lau has entered into a letter of appointment 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 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. Lau 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 and the prevailing market conditions. The remuneration of Mr. Lau 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. Lau 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. Lau 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. Lau 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. Lau 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. Ms. Lee Hau Yan, Hannah**

Ms. Lee Hau Yan, Hannah ("Ms. Lee"), aged 43, was appointed an Independent non-executive Director of the Company on 15 June 2016. She is the chairlady of our audit committee and a member of our remuneration committee.

Ms. Lee has been the Chief Financial Officer of NISI (HK) Limited, a company that specialised in noninvasive surgical innovations for the period from 21 March 2016 to 28 February 2017. She has more than two decades of experience in auditing, accounting, investment and financial management, mergers & acquisitions and initial public offerings. As Chief Financial Officer, she successfully took two PRC-based companies public on NASDAQ, namely, The9 Limited (NASDAQ: NCTY) and Global Education & Technology Group Limited (NASDAQ: GEDU). She also spearheaded the successful multi-billion merger of the parent company of the PRC-based Ganji.com with NYSE-listed 58.com Inc. (NYSE:WUBA) as well as the successful acquisition of Global Education & Technology Group Limited (NASDAQ: GEDU) by NYSE-listed the Pearson plc (NYSE: PSO).

From September 2011 to February 2016, Ms. Lee was the Senior Vice President & Chief Financial Officer of Ganji.com, a classified website to over 350 cities in China. Ms. Lee spearheaded and completed the multi-billion merger of the parent company of Ganji.com with 58.com Inc. (NYSE: WUBA) in August 2015. From November 2009 to September 2011, she was the Vice President & Chief Financial Officer of Global Education & Technology Group Limited, a NASDAQ-listed company (NASDAQ: GEDU). She successfully took the PRC-based company public on NASDAQ in October 2010 and subsequently led the acquisition of the public company by the Pearson plc (NYSE: PSO) in late 2011 for about US\$300 million.

From March 2008 to October 2009, Ms. Lee was the Vice President & Chief Financial Officer of United Information Technology Co., Ltd., a provider of networked storage products and services in China. From January 2004 to February 2008, she was the Vice President & Chief Financial Officer, and subsequently Senior Vice President, of The9 Limited, a NASDAQ-listed company (NASDAQ: NCTY). Ms. Lee successfully took the PRC-based company public on NASDAQ in December 2004.

Ms. Lee started her career in 1996 at Smythe LLP (formerly known as “Smythe Ratcliffe”) in Vancouver, Canada, where she worked as an articling student from September 1996 to May 1998. From June 1998 to January 2003, Ms. Lee worked at PricewaterhouseCoopers LLP in Vancouver, Canada as a Manager in the Audit and Assurance practice. From January 2003 to January 2004, she was a manager in the audit department at KPMG in Shanghai, China.

Ms. Lee received a Bachelor of Commerce degree (Honors) from the University of British Columbia, Canada, in May 1996. She is a member of Chartered Professional Accountants of Canada (formerly known as “Institute of Chartered Accountants of Canada”) since July 1999 and a Registered Certified Public Accountant in Illinois, USA.

Ms. Lee has entered into a letter of appointment 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 letter of appointment. She 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, Ms. Lee will receive an annual director’s fee of HK\$260,000), which was determined with reference to her duties and responsibilities, the Company’s remuneration policy and the prevailing market conditions. The remuneration of Ms. Lee will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to her responsibility and annual performance.

Save as disclosed above, Ms. Lee 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.

Ms. Lee 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, Ms. Lee 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 Ms. Lee 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 Chi Shing**

Mr. Tse Chi Shing (“Mr. Tse”), aged 33, was appointed an Independent non-executive Director of our Company on 12 January 2017. He is the chairman of our remuneration committee and a member of audit committee and nomination committee.

Mr. Tse has 10 years of experience in accounting and auditing. Since April 2011, Mr. Tse has been the Financial Controller and Company Secretary of Sunrise (China) Technology Group Limited (“Sunrise”), 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 Sunrise. Prior to joining to Sunrise, 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.

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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of AL Group Limited (the “Company”) will be held at Room Tsing Yi, 19/F, Tower A, Manulife Financial Centre, 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on 12 May 2017 at 3:30 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 2016;
2. To re-elect Mr. Yau Chung Ping as an executive Director;
3. To re-elect Ms. Sz Kit as an executive Director;
4. To re-elect Mr. Wong Kang Man as a non-executive Director;
5. To re-elect Lau Chun Wah, Davy as an independent non-executive Director;
6. To re-elect Ms. Lee Hau Yan, Hannah as an independent non-executive Director;
7. To re-elect Mr. Tse Chi Shing 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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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;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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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.

“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.”

- 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 Growth Enterprises Market 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.”



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## NOTICE OF ANNUAL GENERAL MEETING

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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 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**

**Yau Chung Ping**

*Chief Executive Officer and Executive Director*

Hong Kong, 29 March 2017

*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 5 May 2017 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- vi. The Register of Members of the Company will be closed from 8 May 2017 (Monday) to 12 May 2017 (Friday) (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 5 May 2017 (Friday).