
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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Allied Sustainability and Environmental Consultants Group Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ALLIED SUSTAINABILITY AND ENVIRONMENTAL CONSULTANTS GROUP LIMITED

沛然環保顧問有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8320)

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

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 9 of this circular. A notice convening the Annual General Meeting to be held at 27/F., Overseas Trust Bank Building, 160 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 9 August 2023 at 10:30 a.m. or its adjournment to approve matters referred to in this circular is set out on pages 15 to 19 of this circular. A form of proxy for use in connection with the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.asecg.com.

Whether or not that you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or its adjournment should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

This circular will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company's website at www.asecg.com.

30 June 2023

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange 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 terms and expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 27/F., Overseas Trust Bank Building, 160 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 9 August 2023 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“Board”	the Board of Directors
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Allied Sustainability and Environmental Consultants Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on GEM (stock code: 8320)
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules, including any person or group of persons who are entitled to exercise or control the exercise of 30% or more of the voting power at the Company’s general meetings or are in a position to control the composition of a majority of the Board, which as at the Latest Practicable Date consist of Ms. Kwok May Han Grace, Mr. Wu Dennis Pak Kit and Gold Investments Limited
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Directors”	the directors of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of the resolution granting such mandate (such mandate to be extended by the number of any Shares repurchased by the Company pursuant to the Repurchase Mandate, as proposed under the Extension Mandate)
“Latest Practicable Date”	26 June 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information included in this circular
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of the passing of the resolution granting such mandate

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the same meaning as defined in the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time
“%”	percent.

LETTER FROM THE BOARD



ALLIED SUSTAINABILITY AND ENVIRONMENTAL CONSULTANTS GROUP LIMITED
沛然環保顧問有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8320)

Executive Directors:

Ms. Kwok May Han Grace (*Chairman*)
Mr. Wu Dennis Pak Kit (*Chief Executive Officer*)

Independent non-executive Directors:

Professor Lam Kin Che
Ms. Wong Yee Lin Elaine
Mr. Li Wing Sum Steven
Mr. Szeto Chi Hang Clive

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

27/F., Overseas Trust Bank Building
160 Gloucester Road
Wan Chai
Hong Kong

30 June 2023

To the Shareholders,

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to (1) provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed matters which include, *inter alia*, the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the proposed re-appointment of auditor and the proposed re-election of retiring Directors; and (2) send you the notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES AND THE EXTENSION MANDATE

The Directors were granted a general mandate to exercise the powers of the Company to allot, issue and deal with ordinary shares of HK\$0.02 each of the Company pursuant to the resolutions of the Shareholders passed at the annual general meeting of the Company held on 10 August 2022. Such mandate will remain in effect until:

- (i) the conclusion of the Annual General Meeting;
- (ii) the expiration of the period within which the Annual General Meeting is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) revoked or varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company,

whichever occurs first.

In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with the Shares, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the ordinary resolution contained in proposed resolution 5(A) of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular and adding to such general mandate the total number of the Shares repurchased by the Company under the Repurchase Mandate. If the resolution is passed and no Share is repurchased by the Company, exercise in full of the Issue Mandate (on the basis of 701,510,000 Shares in issue at the Latest Practicable Date, assuming that the number of issued Shares remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting) would result in up to 140,302,000 new Shares being allotted, issued and dealt with by the Company.

It is recommended that the Issue Mandate and the Extension Mandate be granted to the Directors.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme or share award scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO REPURCHASE SHARES

The Directors were granted a general mandate to exercise the powers of the Company to repurchase ordinary shares of HK\$0.02 each of the Company pursuant to the resolution of the Shareholders passed at the annual general meeting of the Company held on 10 August 2022. Such mandate will remain in effect until:

- (i) the conclusion of the Annual General Meeting;
- (ii) the expiration of the period within which the Annual General Meeting is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) revoked or varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company,

whichever occurs first.

As at the Latest Practicable Date, a total of 701,510,000 Shares were in issue. A resolution to grant the Directors the Repurchase Mandate will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company to repurchase its issued and fully paid Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the ordinary resolution contained in proposed resolution 5(B) of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular (i.e. a total of 70,151,000 Shares, assuming that the number of issued Shares remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting). The Directors have no immediate plans to repurchase any Shares pursuant to the Repurchase Mandate.

In accordance with Rule 13.08 of the GEM Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Ms. Kwok May Han Grace and Mr. Wu Dennis Pak Kit; and the independent non-executive Directors are Professor Lam Kin Che, Ms. Wong Yee Lin Elaine, Mr. Li Wing Sum Steven and Mr. Szeto Chi Hang Clive.

According to Article 89(1) of the Articles of Association, “at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.”

LETTER FROM THE BOARD

Ms. Wong Yee Lin Elaine and Mr. Li Wing Sum Steven (collectively, the “**Retiring Directors**”) will retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of each of the Retiring Directors are set out in Appendix II to this circular.

The Nomination Committee has assessed and received the annual independence confirmations pursuant to Rule 5.09 of the GEM Listing Rules from each of the independent non-executive Directors and confirmed that each of Ms. Wong Yee Lin Elaine and Mr. Li Wing Sum Steven remains independent. With the recommendation of the Nomination Committee, the Board has recommended that all the Retiring Directors stand for re-election as Directors at the Annual General Meeting. As a good corporate governance practice, each of the Retiring Directors has abstained from voting at the relevant Board meeting on the respective resolution of their recommendations for re-election by the Shareholders.

5. RE-APPOINTMENT OF CWK CPA LIMITED AS THE INDEPENDENT AUDITOR OF THE COMPANY

The Board proposes to re-appoint CWK CPA Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor’s remuneration. CWK CPA Limited has indicated its willingness to be re-appointed as the Company’s independent auditor for the ensuing year.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

A form of proxy for use in connection with the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.asecg.com. Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or its adjournment should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

LETTER FROM THE BOARD

7. VOTING BY POLL AT GENERAL MEETINGS

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the notice of the Annual General Meeting which is put to vote at the Annual General Meeting shall be decided by poll. The Company will appoint a scrutineer to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.asecg.com as soon as possible after the conclusion of the Annual General Meeting.

8. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Thursday, 3 August 2023 to Wednesday, 9 August 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 August 2023.

9. 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 relating to the Group. 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.

10. RECOMMENDATION

The Directors consider that (1) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (2) the proposed re-election of the Retiring Directors; and (3) the proposed re-appointment of the Company's auditor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

11. GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
**Allied Sustainability and Environmental
Consultants Group Limited**
Kwok May Han Grace
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The GEM Listing Rules permit companies with primary listing on the Stock Exchange to repurchase their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the grant of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 701,510,000 Shares.

Subject to the passing of the resolution set out in proposed resolution 5(B) of the notice of the Annual General Meeting in respect of the grant of the Repurchase Mandate and assuming no Shares will be issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be allowed under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to a maximum of 70,151,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

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

3. FUNDING OF REPURCHASE

In repurchasing Shares of the Company, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the GEM Listing Rules.

It is presently proposed that any repurchase of Shares will be made out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase, and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. Subject to the Companies Act, a repurchase of Shares may also be paid out of capital.

APPENDIX I EXPLANATORY STATEMENT ON 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 audited financial statements contained in the annual report of the Company for the year ended 31 March 2023) in the event that the Repurchase Mandate is exercised in full.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices per Share traded on the Stock Exchange during the period from June 2022 to the Latest Practicable Date were as follows:

Month	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
June 2022	0.102	0.087
July 2022	0.109	0.095
August 2022	0.108	0.094
September 2022	0.108	0.092
October 2022	0.115	0.092
November 2022	0.103	0.088
December 2022	0.100	0.080
January 2023	0.098	0.085
February 2023	0.099	0.092
March 2023	0.096	0.092
April 2023	0.101	0.086
May 2023	0.110	0.073
June 2023 (up to the Latest Practicable Date)	0.095	0.087

5. DISCLOSURE OF INTERESTS

None of the Directors, nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, currently intends to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is exercised.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. IMPLICATIONS UNDER THE TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Controlling Shareholders acting in concert and together controlled 371,430,800 Shares, representing approximately 52.95% of the total issued share capital of the Company. Based on the said interest of the Controlling Shareholders as at the Latest Practicable Date, in the event that the Directors exercise in full their powers under the Repurchase Mandate to repurchase Shares, the interest of the Controlling Shareholders in the issued share capital of the Company will be increased to approximately 58.83%. To the best of the knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure the Company shall comply with the requirements of the GEM Listing Rules, including the minimum percentage of Shares being held in public hands.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months preceding the date of this circular.

The following are the particulars of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting:

INDEPENDENT NON-EXECUTIVE DIRECTORS**Ms. Wong Yee Lin Elaine (王綺蓮) (“Ms. Wong”)**

Ms. Wong, aged 68, was appointed as an Independent Non-executive Director of the Company on 23 September 2016.

Ms. Wong is a season Human Resources professional. She is a fellow member of Hong Kong Institute of Human Resources Management (“**HKIHRM**”), also member of the Talent Management Committee and Remuneration Committee of HKIHRM.

Ms. Wong is currently a member of the Human Resources Committee of Scout Association of Hong Kong, and Human Resource Advisor for master students in Hong Kong Baptist University.

Ms. Wong was the Managing Director, Head of Human Resources of CITIC Securities International Company Limited. She has served various organizations including China CITIC Bank International Limited, CITIC Capital Holdings Limited, Jardine Fleming Holdings Limited (now known as J.P. Morgan Holdings Limited), Standard Chartered Bank, Unisys Computers Limited, Tandem Computers Limited (now known as Hewlett Packard Ltd.), Enviropace Limited (now known as Ecospace Limited) and Northwest Airlines (now known as Delta Airlines).

Ms. Wong obtained a Master degree in Human Resources Management through a distance learning program from American States University in USA. She also got Certificates of Competence in Occupational Testing from the British Society of Psychology.

Ms. Wong entered into an appointment letter with the Company for a term of three years commencing from 23 September 2022. Pursuant to the appointment letter, she is entitled to director’s fee of HK\$13,000 per month. She is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. Her emolument was determined by the Board with reference to her experience, responsibilities and duties within the Company, the prevailing market conditions and the recommendation of the Remuneration Committee and shall be reviewed annually by the Remuneration Committee.

Ms. Wong is not related to any other Directors, members of the senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of SFO.

Save as disclosed above, Ms. Wong does not hold any other positions in the Company or other members of the Company, and did not hold any directorship in any other public

companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

There is no other matter in relation to the re-election of Ms. Wong that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Li Wing Sum Steven (李永森) (“Mr. Li”)

Mr. Li, aged 65, was appointed as an independent non-executive Director of the Company on 30 June 2018.

Mr. Li is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Li has accumulated over 30 years’ experience in auditing, accounting, company secretarial services, taxation and financial management. Mr. Li once served as financial controller, executive director, independent non-executive director and company secretary in several Hong Kong listed companies, and currently, he is still acting as an independent non-executive director in other two Hong Kong listed companies, namely Wang On Properties Limited (Stock Code: 1243) and Amasse Capital Holdings Limited (Stock Code: 8168). He was the independent non-executive director of Xinjiang Xinxin Mining Industry Co., Ltd. (Stock Code: 3833) for the period from 14 October 2011 to 24 May 2019.

The Company entered into a letter of appointment with Mr. Li for a term of three years commencing from 30 June 2021. Pursuant to the letter of appointment, Mr. Li is entitled to a remuneration of approximately HK\$12,000, which was subsequently adjusted. As at the Latest Practicable Date, the remuneration of Mr. Li was approximately HK\$13,000 per month. He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. His emolument was determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee and shall be reviewed annually by the Remuneration Committee.

Mr. Li is not related to any other Directors, members of the senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Li does not hold any other positions in the Company or other members of the Company, and did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

There is no other matter in relation to the re-election of Mr. Li that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



ALLIED SUSTAINABILITY AND ENVIRONMENTAL CONSULTANTS GROUP LIMITED
沛然環保顧問有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8320)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Allied Sustainability and Environmental Consultants Group Limited (the “**Company**”) will be held at 27/F., Overseas Trust Bank Building, 160 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 9 August 2023 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditor of the Company for the year ended 31 March 2023.
2. (a) To re-elect Ms. Wong Yee Lin Elaine as an independent non-executive Director.

(b) To re-elect Mr. Li Wing Sum Steven as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint CWK CPA Limited as the Company’s independent auditor and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

(A) “**THAT:**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of HK\$0.02 each in the capital of the Company (the “**Share(s)**”) and to make or grant offers, agreements and options which might require the exercise of such powers;

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- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any scrip dividend schemes or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; and
 - (iii) the exercise of any options under any share option schemes of the Company from time to time adopted by the Company in accordance with the applicable rules of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) for the grant or issue of Shares or rights to acquire Shares;

shall not exceed 20% of the total number of Shares in issue on the date of passing of this resolution; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until:

- (i) the conclusion of the Company’s next annual general meeting; or
- (ii) the expiry of the period within which the Company is required by any applicable laws or its articles of association (the “**Articles of Association**”) to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the shareholders of the Company (“**Shareholders**”) in general meeting,

whichever is the earliest.

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

(B) “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its own shares on the GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of the Stock Exchange or any other stock exchange on which the securities of the Company may be listed as amended from time to time;
- (b) the total number of Shares to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until:

- (i) the conclusion of the Company’s next annual general meeting; or
- (ii) the expiry of the period within which the Company is required by any applicable laws or the Articles of Association to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the shareholders in general meeting,

whichever is the earliest.”

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- (C) “**THAT** subject to the passing of the resolutions set out in items 5(A) and 5(B) in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5(A) of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5(B) of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

For and on behalf of the Board
**Allied Sustainability and Environmental
Consultants Group Limited**
Kwok May Han Grace
Chairman and Executive Director

Hong Kong, 30 June 2023

Registered Office:

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

Principal Place of Business

in Hong Kong:
27/F., Overseas Trust Bank Building
160 Gloucester Road
Wan Chai
Hong Kong

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.aseg.com in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. A form of proxy for use at the Annual General Meeting is enclosed with the circular of the Company dated 30 June 2023. In order to be valid, the 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 of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.

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4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
6. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 3 August 2023 to Wednesday, 9 August 2023, both dates inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 August 2023.
7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 8:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.asecg.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Ms. Kwok May Han Grace (Chairman) and Mr. Wu Dennis Pak Kit (Chief Executive Officer); and the independent non-executive Directors are Professor Lam Kin Che, Ms. Wong Yee Lin Elaine, Mr. Li Wing Sum Steven and Mr. Szeto Chi Hang Clive.

This notice, 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 notice 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 in this notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the website of the Company at www.asecg.com.