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HCMP No. 657/2020

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 657 OF 2020

IN THE MATTER OF

ALLIED PROPERTIES (H.K.) LIMITED
聯合地產(香港)有限公司

AND

IN THE MATTER OF
THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION

SCHEME OF ARRANGEMENT
Under Section 673 of the Companies Ordinance,
Chapter 622 of the Laws of the Hong Kong Special Administrative Region

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) dated 15th June, 2020 made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed that a meeting of the holders of Scheme Shares (as defined in the Scheme referred to below) be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme**”) proposed to be made between Sunhill Investments Limited, Allied Properties (H.K.) Limited 聯合地產(香港)有限公司 (the “**Company**”) and the Scheme Shareholders (as defined in the Scheme) (the “**Meeting**”), and that the Meeting will be held at Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 15th July, 2020 at 10:00 a.m..

A copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme required to be furnished pursuant to section 671 of the Companies Ordinance, are incorporated in the composite scheme document dated 19th June, 2020 (the “**Scheme Document**”) and sent to the shareholders of the Company, of which this notice forms part. A copy of the Scheme Document can also be obtained by any person entitled to attend the Meeting between the hour of 10:00 a.m. and 4:00 p.m. on any weekday (other than a Saturday, a Sunday or a public holiday in Hong Kong) prior to the day appointed for the said meeting at (a) the Company at 22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong and (b) at the office of the Company’s legal adviser at 12th Floor, Prince’s Building, 10 Chater Road, Central, Hong Kong. The Scheme Document is also available at www.alliedproperties.com.hk.

In compliance with the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), shares of the Company held by the Offeror and parties acting in concert (as defined in the Takeovers Code) with it may not be voted at the Meeting. Only shares of the Company held by holders of Scheme Shares (other than the Offeror and parties acting in concert (as defined in the Takeovers Code) with it) (i.e. the Scheme Shareholders) are eligible for voting thereat.

Scheme Shareholders may vote in person at the Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A **pink** form of proxy for use at the Meeting is enclosed with the Scheme Document.

Scheme Shareholders with their own name registered in the register of members of the Company, i.e. holding physical share certificate in their own name, who wish to attend the Meeting by telephone conference are requested to register their interest and provide the following details by email at attendmeeting@aphk.com during the period from the date of the Scheme Document (i.e. Friday, 19th June, 2020) to Monday, 13th July, 2020 at 10:00 a.m.:

1. full name and address (as shown on the mailing label on the envelope of the Scheme Document to the shareholders of the Company); and
2. contact phone number (for better co-ordination).

Scheme Shareholders are further reminded that the deadline to submit completed pink form of proxy is Monday, 13th July, 2020 at 10:00 a.m.. For the Scheme Shareholders who wish to attend the Meeting by telephone conference and vote, the completed pink form of proxy are subject to the same deadline and format, and shall be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

It is requested that the form appointing proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof (in the case of a corporation either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting (i.e. on or before Monday, 13th July, 2020 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof, provided that no account is to be taken of any part of a day that is a public holiday. Form of proxy sent electronically will not be accepted.

Completion and return of the form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Meeting or any adjournment thereof. In the event that a Scheme Shareholder attends and votes at the Meeting or any adjournment thereof after having lodged his/her/its form of proxy, his/her/its form of proxy shall be deemed to be revoked by operation of law.

Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) of the Company as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share(s) of the Company shall alone be entitled to vote in respect thereof.

For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 9th July, 2020 to Wednesday, 15th July, 2020, both days inclusive, and during such period, no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar as stated above no later than 4:30 p.m. (Hong Kong time) on Wednesday, 8th July, 2020.

In order to facilitate the prevention and control of the spread of the Novel Coronavirus (COVID-19) epidemic and to safeguard the health and safety of the Scheme Shareholders, the Company encourages the Scheme Shareholders to consider appointing the chairman of the Meeting as his/her/its proxy to vote on the relevant resolution at the Meeting as an alternative to attending the Meeting in person.

By the same Order, the High Court has appointed Mr. Mark Wong Tai Chun or, failing him, Mr. Li Chi Kong, all being directors of the Company, to act as Chairman of the Meeting and has directed the Chairman of the Meeting to report the result of it to the High Court.

If approved at the Meeting, the Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated this 19th day of June, 2020.

P.C. WOO & CO.

Solicitors

12th Floor, Prince's Building

10 Chater Road, Central

Hong Kong

Solicitors to

ALLIED PROPERTIES (H.K.) LIMITED

As at the date of this notice, the board of directors of the Company comprises Messrs. Lee Seng Hui (Chief Executive) and Mark Wong Tai Chun being the Executive Directors; Messrs. Arthur George Dew (Chairman) and Li Chi Kong being the Non-Executive Directors; and Messrs. Steven Samuel Zoellner, Alan Stephen Jones and David Craig Bartlett being the Independent Non-Executive Directors.

Please also refer to the published version of this notice in the South China Morning Post on 19th June, 2020.