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## **ALLIED PROPERTIES (H.K.) LIMITED**

**( 聯合地產(香港)有限公司 )**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 56)**

### **NOTICE OF APL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Allied Properties (H.K.) Limited (the “**Company**”) will be held at Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 15th July, 2020 at 10:30 a.m. (Hong Kong time) (or if later immediately after the conclusion or adjournment of the meeting of the holders of Scheme Shares (as defined in the Scheme referred to below) convened at the direction of the High Court of the Hong Kong Special Administrative Region for the same place and day (the “**Court Meeting**”)) for the purpose of considering and, if thought fit, passing with or without modification, the special resolution and the ordinary resolution set out below:

#### **SPECIAL RESOLUTION**

1. “**THAT:**

- (a) the proposed scheme of arrangement dated 19th June, 2020 under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Scheme**”) between Sunhill Investments Limited, the Company and the Scheme Shareholders (as defined in the Scheme) in the form of the print contained in the composite scheme document dated 19th June, 2020 (the “**Scheme Document**”) which has been produced to this Meeting, a print of which has for the purposes of identification been signed by the Chairman of this Meeting and marked “A”, with any modification of or addition to it, or any condition, as may be approved or imposed by the High Court (as defined in the Scheme), be and is hereby approved;

- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
- (i) the share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);
  - (ii) subject to and forthwith upon such reduction of share capital taking effect, the share capital of the Company be increased to its former amount by the issue to Sunhill Investments Limited (the “**Offeror**”), credited as fully paid, of the same number of new shares in the capital of the Company as is equal to the number of Scheme Shares (as defined in the Scheme) cancelled and extinguished; and
  - (iii) the Company shall apply the entire amount of the credit arising in its books of account as a result of its reduction of share capital in paying up the new shares of the Company to be allotted and issued, credited as fully paid, to the Offeror, and the directors of the Company be and are hereby unconditionally authorised to allot and issue the same accordingly;
- (c) the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) be withdrawn, subject to the Scheme taking effect; and
- (d) any one of the directors of the Company be and is hereby unconditionally authorised to do all acts and things and/or sign such documents as considered to be necessary, appropriate, desirable or expedient for or in connection with the implementation of the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the shares of the Company on the Stock Exchange, subject to the Scheme taking effect; (ii) the reduction of the share capital of the Company; (iii) the allotment and issue of the shares of the Company referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the High Court (as defined in the Scheme) may see fit to impose and to do all other acts and things and/or sign such documents considered to be necessary for or desirable in connection with the implementation of the Scheme and in relation to the proposed privatisation of the Company by the Offeror by way of the Scheme as a whole.”

## ORDINARY RESOLUTION

2. “**THAT** conditional upon the special resolution (1) above being passed:
- (a) subject to the Scheme being approved and becoming binding and effective in accordance with its terms and conditions, the special dividend of HK\$1.50 per share in the Company (the “**Special Dividend**”) be and is hereby declared and approved to be paid to the shareholders of the Company (other than to the Offeror, Allied Group Limited, Capscore Limited and Citiwealth Investment Limited who have irrevocably and unconditionally agreed to waive and surrender their entitlements to the Special Dividend pursuant to the AGL Waiver (as defined in the Scheme)) on the terms as contained in the Scheme Document; and
  - (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and to take such steps as considered to be necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Dividend.”

By Order of the Board  
**Allied Properties (H.K.) Limited**  
**Lau Tung Ni**  
*Company Secretary*

Hong Kong, 19th June, 2020

*Registered Office:*

22nd Floor  
Allied Kajima Building  
138 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
2. The resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Hong Kong Code on Takeovers and Mergers and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
3. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
4. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the **white** form of proxy in respect of the Meeting in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
5. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must 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, not less than 48 hours before the time fixed for holding the Meeting (i.e. on or before Monday, 13th July, 2020 at 10:30 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.
6. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares 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 on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
7. Shareholders of the Company 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 10:30 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).

**Shareholders of the Company are further reminded that the deadline to submit completed white form of proxy is Monday, 13th July, 2020 at 10:30 a.m.. For the shareholders of the Company who wish to attend the Meeting by telephone conference and vote, the completed white 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.**

8. For 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), during which period no transfer of share of the Company will be registered. In order for a shareholder of the Company to be eligible 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, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 8th July, 2020.
9. 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 shareholders of the Company, the Company encourages its shareholders to consider appointing the chairman of the Meeting as his/her/its proxy to vote on the relevant resolutions at the Meeting as an alternative to attending the Meeting in person.

*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.*