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**ALLIED GROUP LIMITED**  
( 聯合集團有限公司 )

*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 373)



**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)

*The Offeror*

**SUNHILL INVESTMENTS LIMITED**  
( 陽山投資有限公司 )

*(Incorporated in Hong Kong with limited liability)*

## **JOINT ANNOUNCEMENT**

### **PROPOSED PRIVATISATION OF APL BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT (UNDER SECTION 673 OF THE COMPANIES ORDINANCE)**

#### **(1) REVISED EXPECTED TIMETABLE AND (2) PROPOSED WITHDRAWAL OF LISTING OF APL SHARES**

*Financial Adviser to the Offeror*



**YU MING INVESTMENT MANAGEMENT LIMITED**  
禹銘投資管理有限公司

*Independent Financial Adviser to APL*



**PELICAN FINANCIAL**  
百利勤金融

References are made to (i) the scheme document dated 19th June, 2020 (the “**Scheme Document**”); (ii) the results announcement dated 15th July, 2020, both jointly issued by Allied Properties (H.K.) Limited (“**APL**”), Allied Group Limited (“**AGL**”) and Sunhill Investments Limited (the “**Offeror**”) in relation to, among other things, the proposed privatisation of APL by way of a scheme of arrangement under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong); and (iii) the announcement of APL dated 28th July, 2020 in relation to the change in board lot size of the APL Shares. Capitalised terms used herein shall have the same meanings as they were defined in the Scheme Document unless the context otherwise specified.

## **REVISED EXPECTED TIMETABLE**

The High Court fixed a time and date of 10:00 a.m. on Monday, 24th August, 2020 for the substantive hearing of the petition to sanction the Scheme. The expected timetable for the Scheme has therefore been revised accordingly as set out below. Unless otherwise specified, all times and dates refer to Hong Kong local times and dates.

Expected latest time for trading of

APL Shares on the Stock Exchange ..... 4:10 p.m. on  
Friday, 14th August, 2020

Effective date of the change in board lot size of APL Shares

from 2,000 APL Shares to 800,000 APL Shares ..... Monday, 17th August, 2020

Latest time for lodging transfers of APL Shares

in order to qualify for entitlements under the Scheme ..... 4:30 p.m. on  
Friday, 21st August, 2020

Register of members of APL closed for determining

entitlement to qualify under the Scheme (*Note 1*) ..... from Monday, 24th August, 2020  
onwards

High Court hearing of the petition for the

sanction of the Scheme (*Note 2*) ..... 10:00 a.m. on  
Monday, 24th August, 2020

Scheme Record Date ..... Monday, 24th August, 2020

Announcement of

- (1) the results of the High Court hearing  
for the petition for the sanction of the Scheme;
- (2) the expected Effective Date; and
- (3) the expected date of withdrawal of listing of  
the APL Shares on the Stock Exchange posted on  
the website of the Stock Exchange ..... no later than 7:00 p.m. on  
Monday, 24th August, 2020

Announcement of

- (1) the Effective Date and
- (2) the withdrawal of listing of the APL Shares  
on the Stock Exchange posted on the website  
of the Stock Exchange ..... before 8:30 a.m. on  
Friday, 28th August, 2020

Effective Date (*Note 2*) ..... Friday, 28th August, 2020

Withdrawal of listing of the APL Shares

on the Stock Exchange becomes effective ..... 9:00 a.m. on  
Monday, 31st August, 2020

Cheques for the cash payment under the Proposal

to be despatched (*Note 3*) ..... on or before  
Tuesday, 8th September, 2020

*Notes:*

1. The register of members of APL will be closed during such period for the purpose of determining the Scheme Shareholders, who are qualified for entitlements under the Scheme.
2. The High Court hearing will be held at the High Court at the High Court Building, 38 Queensway, Hong Kong. The Scheme shall become effective when an office copy of the order of the High Court sanctioning the Scheme (with or without modification) and confirming the reduction of the share capital of APL involved in the Scheme is registered by the Registrar of Companies under Part 2 of the Companies Ordinance.
3. Cheques for entitlements of Scheme Shareholders (including the Scheme Consideration and the Special Dividend) will be despatched by ordinary post in postage pre-paid envelopes addressed to Scheme Shareholders at their respective addresses as appearing in the register of members of APL as at the Scheme Record Date or, in the case of joint holders, at the address appearing in the register of members of APL as at the Scheme Record Date of the joint holder whose name then stands first in the register of members of APL in respect of the relevant joint holding as soon as possible but in any event within 7 business days (as defined in the Takeovers Code) following the Effective Date. Cheques shall be posted at the risk of the addressees and none of the Offeror, AGL, APL, Yu Ming, the Independent APL Financial Adviser and the APL Share Registrar and their respective directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible for any loss or delay in transmission.

## **PROPOSED WITHDRAWAL OF LISTING OF APL SHARES**

The Company has applied to the Stock Exchange for, and the Stock Exchange has approved, the withdrawal of the listing of APL Shares from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules. Subject to the Proposal becoming effective, the listing of APL Shares on the Stock Exchange is expected to be withdrawn at 9:00 a.m. on Monday, 31st August, 2020.

## **WARNINGS**

**AGL Shareholders and potential investors of AGL should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented and the Scheme may or may not become effective. AGL Shareholders and potential investors of AGL should therefore exercise caution when dealing in securities of AGL. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

**APL Shareholders and potential investors of APL should be aware that the Scheme and the Special Dividend are inter-conditional, and the payment of the Special Dividend is subject to, among others, the Scheme having become binding and effective in accordance with its terms and conditions. The Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented and the Scheme may or may not become effective. Accordingly, the Special Dividend may or may not materialise. APL Shareholders and potential investors of APL should therefore exercise caution when dealing in securities of APL. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

On behalf of the board  
**Sunhill Investments Limited**  
**Edwin Lo King Yau**  
*Director*

On behalf of the AGL Board  
**Allied Group Limited**  
**Edwin Lo King Yau**  
*Executive Director*

On behalf of the APL Board  
**Allied Properties (H.K.) Limited**  
**Mark Wong Tai Chun**  
*Executive Director*

Hong Kong, 5th August, 2020

*As at the date of this joint announcement, the AGL Board comprises Messrs. Lee Seng Hui (Chief Executive), Edwin Lo King Yau and Mak Pak Hung being the Executive Directors, Mr. Arthur George Dew (Chairman) and Ms. Lee Su Hwei being the Non-Executive Directors, and Mr. David Craig Bartlett, Mr. Alan Stephen Jones, Ms. Lisa Yang Lai Sum and Mr. Kelvin Chau Kwok Wing being the Independent Non-Executive Directors.*

*The AGL Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the APL Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of APL) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are Messrs. Edwin Lo King Yau and Kelvin Lam Kam Wing.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the APL Group and AGL) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the respective directors of APL and AGL) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the APL Board 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.*

*The APL Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to AGL and the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the respective directors of AGL and the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*