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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)**

**JUDGMENT OF THE HIGH COURT ON THE SCHEME**

*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**”) 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); (ii) the results announcement dated 15th July, 2020 jointly issued by APL, AGL and the Offeror in relation to the results of the Court Meeting and the APL General Meeting; (iii) the joint announcements dated 5th August, 2020, 24th August, 2020 and 31st August, 2020 jointly issued by APL, AGL and the Offeror in relation to, among other things, the change in expected timetable of the Proposal; and (iv) the joint announcements dated 7th September, 2020, 10th September, 2020, 21st September, 2020, 28th September, 2020, 5th October, 2020 and 9th October, 2020 jointly issued by APL, AGL and the Offeror in relation to, among other things, the update on the progress and result of the High Court hearing and sanctioning. Capitalised terms used herein shall have the same meanings as they were defined in the Scheme Document unless the context otherwise specified.

## **JUDGMENT OF THE HIGH COURT ON THE SCHEME**

On Friday, 9th October, 2020, the High Court handed down a judgment (the “**Judgment**”), in which it declined to sanction the Scheme on the principal grounds that (i) the Explanatory Statement and the Letter from the Independent APL Financial Adviser under the Scheme Document did not set out the comparison of value regarding the Scheme Consideration against the share price performance of APL as well as the alternative scenarios regarding the Special Dividend in case the Scheme was not implemented; and (ii) the High Court has concerns about whether the votes at the Court Meeting were properly accounted for and whether the headcount test was met.

Please refer to the following hyperlink for the full content of the Judgment:

[https://legalref.judiciary.hk/lrs/common/search/search\\_result\\_detail\\_frame.jsp?DIS=131280&QS=%28hcmp%7C1033%2F2020%29&TP=JU](https://legalref.judiciary.hk/lrs/common/search/search_result_detail_frame.jsp?DIS=131280&QS=%28hcmp%7C1033%2F2020%29&TP=JU)

APL, AGL and the Offeror are currently taking legal advice on the appropriate actions to be taken in relation to the Judgment, including the feasibility of an appeal against the Judgment.

According to the Rules of the High Court, APL may appeal against the Judgment to the Court of Appeal within 28 days from the date of the Judgment (i.e. on or before Friday, 6th November, 2020).

Trading in APL Shares will remain suspended until further notice. APL is required to comply with relevant Listing Rules, inter alia, publishing of its interim results announcement and interim report for the six months ended 30th June, 2020, and shall consider to revert the changes made in board lot size, if trading are to be resumed.

APL, AGL and the Offeror will make further announcement(s) in compliance with the Listing Rules and the Takeovers Code as and when appropriate to keep the APL Shareholders, the AGL Shareholders and the potential investors of APL and AGL informed.

**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, 14th October, 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.*