



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)

**JOINT ANNOUNCEMENT PURSUANT TO
RULE 13.16 OF THE LISTING RULES**

This announcement is jointly made by APL and AGL pursuant to Rule 13.16 of the Listing Rules.

This joint announcement is made by APL and AGL pursuant to Rule 13.16 of the Listing Rules in view of the fact that the aggregate financial assistance to affiliated companies exceed 8% of the APL Market Capitalisation and the AGL Market Capitalisation respectively.

As at the date of this announcement, SHK is held as to approximately 74.99% by APL which in turn is held as to approximately 74.82% by AGL.

FINANCIAL ASSISTANCE TO AFFILIATED COMPANIES

In accordance with Rule 13.16 of the Listing Rules, each of APL and AGL set out below in details the aggregate financial assistance to affiliated companies which exceed 8% of the APL Market Capitalisation and the AGL Market Capitalisation respectively. No guarantee for facilities have been provided by APL or AGL to any of their respective affiliated companies.

Name of affiliated companies	Approximate	Approximate	Approximate	Approximate
	attributable interest held by APL (%)	advances as at the date of this announcement (HK\$)	attributable interest held by AGL (%)	advances as at the date of this announcement (HK\$)
The Redhill Peninsula Club Limited	50.00	22,000 (Note 2)	37.41	22,000 (Note 2)
Tian An China Investments Company Limited ("Tian An China")	36.45	178,978,000 (Note 1a)	27.27	180,166,000 (Note 1b)
Omicron International Limited	32.92	63,960,000 (Note 2)	24.63	63,960,000 (Note 2)
Silver York Development Limited	30.00	16,705,000 (Note 2)	22.45	16,705,000 (Note 2)
Start Hold Limited	24.97	515,000 (Note 2)	18.68	515,000 (Note 2)
Quality HealthCare Asia Limited	25.80	639,000 (Note 3)	19.30	639,000 (Note 3)
Fairwood (Macau) Development Limited	18.75	2,125,000 (Note 2)	14.03	2,125,000 (Note 2)
Total		<u>262,944,000</u>		<u>264,132,000</u>

Notes:

- 1a. This amount comprises the following: (i) a loan note issued by Tian An China in the sum of HK\$78,000,000 to SHK on 29 August 2003 which is unsecured and bears interest at 2.5% per annum payable on an annual basis. The loan note will mature on 29 August 2008; (ii) loans of HK\$100,000,000 drawn from a revolving credit facility of HK\$280,000,000 granted from a direct wholly-owned subsidiary of SHK to an indirect wholly-owned subsidiary of Tian An China pursuant to a loan agreement dated 2 March 2005 as supplemented by a supplemental loan agreement dated 7 November 2005 which is secured and bears interest at the rate of prime rate plus 1% per annum. Repayment of loan under this credit facility should not be later than 36 months from the date of the supplemental loan agreement; (iii) current account and trade balance of HK\$956,000 due from Tian An China and its subsidiaries as recorded in the books of SHK; and (iv) current account balance of HK\$22,000 as recorded in the books of APL.
- 1b. This amount comprises the amounts detailed in note 1a above plus the current account and trade balance of HK\$1,188,000 as recorded in the books of AGL.
2. These advances to affiliated companies are unsecured, non-interest bearing and have no fixed term of repayment.
3. This amount represents insurance premium receivable and trade receivable relating to corporate secretarial service provided by a subsidiary of SHK.

Save as disclosed above, there are no other financial assistance and/or guarantees given by APL or AGL (or any of their respective subsidiaries) to their respective affiliated companies as at the date of this announcement.

GENERAL

Each of APL and AGL respectively confirms that it will comply with the relevant disclosure requirements pursuant to Rule 13.22 of the Listing Rules where the circumstances giving rise to such disclosure obligations continue to exist at its respective interim period end or annual financial year end.

DEFINITIONS

For the purposes of this announcement, capitalised terms appearing herein shall, unless the context otherwise admits, have the meanings set out below:

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| “AGL” | Allied Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 373) |
| “AGL Market Capitalisation” | the market capitalisation of AGL as at the date of this announcement amounts to approximately HK\$2,773,127,000 based on the total number of 256,771,030 shares of AGL in issue as at the date of this announcement and the average closing price of HK\$10.80 for the five business days immediately preceding the date of this announcement |
| “APL” | Allied Properties (H.K.) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 56) |

“APL Market Capitalisation”	the market capitalisation of APL as at the date of this announcement amounts to approximately HK\$2,368,840,000 based on the total number of 537,151,901 shares of APL in issue as at the date of this announcement and the average closing price of HK\$4.41 for the five business days immediately preceding the date of this announcement
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SHK”	Sun Hung Kai & Co. Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 86)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

On behalf of the Board
Allied Properties (H.K.) Limited
Li Chi Kong
Executive Director

Hong Kong, 28 November 2005

As at the date of this announcement, the board of directors of Allied Group Limited comprises Messrs. Lee Seng Hui (Chief Executive) and Edwin Lo King Yau being the executive directors, Ms. Lee Su Hwei and Mr. Arthur George Dew being the non-executive directors, Sir Gordon Macwhinnie (Non-Executive Chairman), Messrs. Wong Po Yan, David Craig Bartlett and John Douglas Mackie being the independent non-executive directors.

As at the date of this announcement, the board of directors of Allied Properties (H.K.) Limited comprises Messrs. Patrick Lee Seng Wei (Chief Executive) and Li Chi Kong being the executive directors, Messrs. Henry Lai Hin Wing and Steven Lee Siu Chung being the non-executive directors, Sir Gordon Macwhinnie (Non-Executive Chairman), John Douglas Mackie and Steven Samuel Zoellner being the independent non-executive directors.