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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)

ALLIED OVERSEAS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 593)

JOINT ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

References are made to the joint announcement of AGL, APL and AOL dated 16th August, 2013 (the “First Joint Announcement”) in relation to, among others, the possible acquisition of APL’s interests in AOL (the “Possible Acquisition”) by independent third parties (the “Potential Purchaser”) and the announcement of AOL dated 9th September, 2013 in relation to unusual price and trading movements pursuant to Rule 13.10 of the Listing Rules. Terms used in this joint announcement, unless otherwise defined, shall have the same meanings as ascribed to them in the First Joint Announcement.

The boards of directors of AGL, APL and AOL wish to inform their respective shareholders that, as at the date of this joint announcement, APL was still in the process of preliminary discussions in relation to the Possible Acquisition as referred to in the First Joint Announcement. The board of directors of each of AGL and APL confirm that they had not received any firm offers for the interests of APL in AOL and, as at the date of this joint announcement, no formal or legally binding agreement has been entered into between APL and any Potential Purchaser in respect of the Possible Acquisition. Accordingly, the proposal for Possible Acquisition has yet to be materialized and the discussions are still in progress and the Possible Acquisition may or may not proceed.

Save as aforesaid, each of AGL, APL and AOL is not aware of any material new development in relation to the Possible Acquisition which should be brought to the attention of their respective shareholders.

On 16th September, 2013, a total of 48 shares of AOL were allotted following the exercise of warrant by a warrant holder. Accordingly, as at the date of this joint announcement, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by AOL comprised 222,982,586 shares and 21,104,538 units of warrants in issue. Save for the aforesaid, AOL has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until any announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by AGL, APL and AOL as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

There is no assurance that any transaction mentioned in this joint announcement will materialize or eventually be consummated and the discussions may or may not lead to an offer for the shares in AOL. Shareholders of AGL, APL and AOL and public investors are urged to exercise extreme caution when dealing in the shares and warrants and/or other securities of AGL, APL and AOL.

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
Li Chi Kong
Executive Director

On behalf of the AOL Board
Allied Overseas Limited
Mark Wong Tai Chun
Executive Director

Hong Kong, 16th September, 2013

As at the date of this joint announcement, the board of directors of AGL 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 Messrs. David Craig Bartlett and Alan Stephen Jones being the Independent Non-Executive Directors.

All the directors of AGL jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that in respect of APL and AOL) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by APL and AOL) 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 statements in this joint announcement misleading.

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

All the directors of APL jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that in respect of AGL and AOL) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by AGL and AOL) 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 statements in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of AOL comprises Mr. Mark Wong Tai Chun (Chief Executive Officer) being the Executive Director; Mr. Arthur George Dew (Chairman) being the Non-Executive Director; and Messrs. Francis J. Chang Chu Fai (Deputy Chairman), Li Chak Hung and Carlisle Caldwell Procter being the Independent Non-Executive Directors.

All the directors of AOL jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that in respect of AGL and APL) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by AGL and 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 statements in this joint announcement misleading.