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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) UPDATE ON THE PROGRESS OF THE HIGH COURT SANCTIONING
AND
(2) GRANT OF WAIVER FROM STRICT COMPLIANCE WITH
RULES 13.48(1) AND 13.49(6) OF THE LISTING RULES**

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 and 10th September, 2020 jointly issued by APL, AGL and the Offeror in relation to the update on the progress 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.

UPDATE ON THE PROGRESS OF THE HIGH COURT SANCTIONING

As at the date of this joint announcement, (i) no judgment had been handed down or delivered by the High Court to APL or its legal counsels; and (ii) APL and its legal counsels had not been advised the date on which the relevant judgment would be handed down or delivered by the High Court. The expected timetable for the Scheme, including the Effective Date and date of withdrawal of listing of APL Shares on the Stock Exchange, shall be fixed as soon as upon the judgment of the High Court having been handed down or delivered. Further announcement(s) regarding, among other things, the judgment of the High Court and the expected timetable for the Scheme will be made as and when appropriate.

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULES 13.48(1) AND 13.49(6) OF THE LISTING RULES

Pursuant to Rules 13.49(6) and 13.48(1) of the Listing Rules, APL is required to publish its interim results announcement and interim report for the six months ended 30th June, 2020 on or before 31st August, 2020 and 30th September, 2020, respectively. Application and submissions have been made by APL on 25th August, 2020, 1st September, 2020 and 17th September, 2020 to the Stock Exchange for the waiver from strict compliance with the requirements under Rules 13.49(6) and 13.48(1) of the Listing Rules to issue the interim results announcement and interim report for the six months ended 30th June, 2020 (the “**Waiver**”), subject to the Scheme becoming effective.

On 21st September, 2020, the Stock Exchange granted the Waiver to APL, subject to the Scheme becoming effective. The Waiver applies to this case only and the Stock Exchange may withdraw or change it if the situation of APL changes.

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	On behalf of the AGL Board	On behalf of the APL Board
Sunhill Investments Limited	Allied Group Limited	Allied Properties (H.K.) Limited
Edwin Lo King Yau	Edwin Lo King Yau	Mark Wong Tai Chun
<i>Director</i>	<i>Executive Director</i>	<i>Executive Director</i>

Hong Kong, 21st September, 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.