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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)**

### **CONDITIONAL CASH OFFER**

**BY**

**YU MING INVESTMENT MANAGEMENT LIMITED**

**ON BEHALF OF ALLIED GROUP LIMITED**

**TO REPURCHASE UP TO 36,588,363 SHARES**

**FOR HK\$18.50 PER SHARE,**

**INVOLVING AN APPLICATION FOR WHITEWASH WAIVER**

**POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING**

**HELD ON 13TH NOVEMBER, 2009**

**AND**

**FULFILLMENT OF CONDITIONS IN RESPECT OF THE OFFER**

The Board is pleased to announce that the Ordinary Resolution as set out in the notice of EGM in connection with the Offer and the Whitewash Waiver was duly passed by the Independent Shareholders at the EGM by way of a poll.

The conditions of the Offer have been fulfilled and the Offer has become unconditional on 13th November, 2009 and will remain open for acceptance until 4:00 p.m. (Hong Kong time) on Friday, 27th November, 2009. In case the total number of Shares validly acceded to the Offer is less than 36,588,363 Shares on the first closing date of the Offer, being Friday, 27th November, 2009, the Company reserves its right to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as it is permitted by the Executive in accordance with the Takeovers Code). The Company will issue an announcement in relation to any extension of the Offer. If the Offer is extended, the Offer will remain open for acceptance for not less than 14 days after the first closing date of the Offer in accordance with the Takeovers Code.

**Independent Shareholders are strongly advised to consider carefully the information contained in the Offer Document including the “Letter from the Board”, the recommendation from the Independent Board Committee in the “Letter from the Independent Board Committee” and the advice from the independent financial adviser in the “Letter from Pelican Securities” before deciding whether to accept the Offer. Independent Shareholders should also note that their voting decision on the Ordinary Resolution proposed at the EGM shall not affect their investment decision as to whether to accept the Offer or not. If Shareholders are in any doubt as to any aspect of the Offer or as to the action to take, they should seek independent professional advice.**

Reference is made to the offer document (the “Offer Document”) and the notice of the extraordinary general meeting (the “EGM”) of Allied Group Limited (the “Company”) dated 23rd October, 2009. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

### **POLL RESULT OF THE EGM**

The Board is pleased to announce that the ordinary resolution as set out in the notice of the EGM in connection with the Offer and the Whitewash Waiver (the “Ordinary Resolution”) was duly passed by the Independent Shareholders at the EGM by way of a poll.

As at the date of the EGM, there were 243,922,423 Shares in issue. The number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolution at the EGM is 135,273,010 Shares. The Trustees for Lee and Lee Trust, Mr. Lee Seng Hui and parties acting in concert with any of them, holding an aggregate of 108,649,413 Shares, have abstained from voting of the Ordinary Resolution at the EGM as required.

The Registrar of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM. The poll result of the Ordinary Resolution was as follows:

<b>ORDINARY RESOLUTION</b>	<b>Number of votes (% of total votes cast)</b>	
	<b>For</b>	<b>Against</b>
To approve the resolution in respect of the Offer and the Whitewash Waiver as set out in the notice of the EGM	90,960,254 (99.86%)	128,363 (0.14%)

### **WHITEWASH WAIVER**

The Whitewash Waiver had been granted by the Executive and was approved by the Independent Shareholders at the EGM. Consequently, the Trustees for Lee and Lee Trust, Mr. Lee Seng Hui and parties acting in concert with any of them will not be obliged to make a general offer for all the Shares other than those already owned by them pursuant to Rule 26 of the Takeovers Code upon completion of the Offer. However, there may be circumstances where there are changes in the make-up of the group consisting of the Trustees for Lee and Lee Trust, Mr. Lee Seng Hui and parties acting in concert with any of them and the holdings of each party in this group may change from time to time. These being the case, any party in this group holding less than 50% of the issued share capital of the Company may incur an obligation to make a mandatory general offer under Rule 26.1 of the Takeovers Code upon further acquisition of the Shares by any of them unless a waiver from the Executive is granted.

## FULFILLMENT OF THE CONDITIONS OF THE OFFER

As set out in the Offer Document, the Offer is conditional upon the Offer being approved by the Independent Shareholders voting by way of a poll at the EGM. Accordingly, the conditions of the Offer have been fulfilled and the Offer has become unconditional on 13th November, 2009 and will remain open for acceptance until 4:00 p.m. (Hong Kong time) on Friday, 27th November, 2009. In case the total number of Shares validly acceded to the Offer is less than 36,588,363 Shares on the first closing date of the Offer, being Friday, 27th November, 2009, the Company reserves its right to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as it is permitted by the Executive in accordance with the Takeovers Code). The Company will issue an announcement in relation to any extension of the Offer. If the Offer is extended, the Offer will remain open for acceptance for not less than 14 days after the first closing date of the Offer in accordance with the Takeovers Code.

## WARNING

**Independent Shareholders are strongly advised to consider carefully the information contained in the Offer Document including the “Letter from the Board”, the recommendation from the Independent Board Committee in the “Letter from the Independent Board Committee” and the advice from the independent financial adviser in the “Letter from Pelican Securities” before deciding whether to accept the Offer. Independent Shareholders should also note that their voting decision on the Ordinary Resolution proposed at the EGM shall not affect their investment decision as to whether to accept the Offer or not. If Shareholders are in any doubt as to any aspect of the Offer or as to the action to take, they should seek independent professional advice.**

By order of the Board  
**ALLIED GROUP LIMITED**  
**Edwin Lo King Yau**  
*Executive Director*

Hong Kong, 13th November, 2009

*As at the date of this announcement, the 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 Messrs. Wong Po Yan, David Craig Bartlett, John Douglas Mackie and Alan Stephen Jones being the Independent Non-Executive Directors.*

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

*This announcement will be published and will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its publication and will be published and will remain on the website of the Company at [www.alliedgroup.com.hk](http://www.alliedgroup.com.hk).*