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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  
AND  
RULE 13.09(2)(a) OF THE LISTING RULES  
AND  
INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF  
THE SECURITIES AND FUTURES ORDINANCE**

This joint announcement is made by Allied Group Limited (“AGL”), Allied Properties (H.K.) Limited (“APL”) and Allied Overseas Limited (“AOL”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”) and Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and the Inside Information Provision under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The boards of directors of AGL, APL and AOL wish to inform their respective shareholders that approaches to APL, the controlling shareholder of AOL, raising the possibility of acquisition of APL’s interests in AOL have been made by independent third parties not connected with any of AGL, APL and AOL and their respective directors, chief executives, substantial shareholders, subsidiaries and associates. APL, the controlling shareholder of AOL, has not made any commitment nor entered into any agreements with any such independent third parties. The preliminary discussions with the independent third parties have only just commenced and these approaches may or may not lead to a definitive agreement.

As at the date of this joint announcement, AOL is a subsidiary of APL which in turn is a subsidiary of AGL. The controlling shareholder of AGL is Lee and Lee Trust, holding 124,265,413 shares (inclusive of Mr. Lee Seng Hui's personal interests) in AGL, representing approximately 65.02% of the entire issued share capital of AGL and, accordingly Lee and Lee Trust, AGL and APL are the controlling shareholders of AOL under the Listing Rules and are deemed to be parties acting in concert within the meaning of the Takeovers Code. As at the date of this joint announcement, AGL held 5,101,211,521 shares in APL, representing approximately 74.99% of the total issued share capital of APL and APL held 166,165,776 shares in AOL, representing approximately 74.51% of the total issued share capital of AOL.

The boards of directors of each of AGL and APL confirm that they have not received any firm offers for its interest in AOL and have not entered into any agreements in respect of a disposal of the same. The board of directors of AOL confirms that it has not received any notification of any offer in respect of the interests of any of its substantial shareholders in AOL.

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).

In compliance with Rule 3.8 of the Takeovers Code, associates (including persons holding 5% or more of a class of relevant securities) of AGL, APL and AOL are hereby reminded to disclose their dealings in the securities of AOL pursuant to the requirements of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by AOL comprised 222,982,538 shares and 21,104,586 units of warrants in issue as at the date of this joint announcement. 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 accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and others persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

**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 AGL. 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 August, 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 Caldow 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.*