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## **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)**

### **Notice of Extraordinary General Meeting**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Allied Properties (H.K.) Limited (the “Company”) will be held at Plazas 1 and 2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 18th June, 2010 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the agreement dated 19th April, 2010 entered into between China Elite Holdings Limited (as purchaser), Sun Hung Kai & Co. Limited (“SHK”) (as vendor) and the Company (as guarantor) in relation to, *inter alia*, the conditional sale and purchase of 573,589,096 shares (the “Acquisition”), representing approximately 38.06% of the total issued share capital in Tian An China Investments Company Limited (“Tian An”) as at the date of this resolution, with the consideration to be satisfied by issue of the share entitlement note (“SEN”) by Joy Club Enterprises Limited to SHK which confers the right to call for the issue of 2,293,561,833 fully paid shares of the Company (the “Acquisition Agreement”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification); and further details which are set out in the circular of the Company dated 24th May, 2010 (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for the purpose of identification) and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed;
- (b) the issue of the SEN to SHK as consideration for the Acquisition and the issue and allotment of 2,293,561,833 fully paid shares of Company pursuant to exercise of the SEN in accordance to the terms and conditions of the SEN be and are hereby approved; and

- (c) any one director of the Company (the “Director”) be and is hereby authorised for and on behalf of the Company, amongst other matters, to sign, seal, execute, perfect, deliver, do or to authorise signing, executing, perfecting and delivering and doing all such documents, deeds, acts, matters and things as the Director may in his/her discretion consider necessary, expedient or desirable to issue the SEN, to issue and allot 2,293,561,833 fully paid shares of the Company pursuant to exercise of the SEN in accordance with the terms set out therein and to give effect to and implement the terms of the Acquisition Agreement and the SEN and to make and agree such variations, amendments, waiver relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Acquisition Agreement and the SEN) as the Director may in his/her discretion consider to be desirable and in the interest of the Company and its shareholders as a whole.”

By Order of the Board  
**Allied Properties (H.K.) Limited**  
**Li Chi Kong**  
Company Secretary

Hong Kong, 24th May, 2010

*Registered office:*

22nd Floor, Allied Kajima Building  
138 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

- 1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either executed under its common seal or under the hand of any officer, attorney or other person duly authorized to sign the same.*
- 2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint not more than two proxies (who must be an individual or individuals) to attend and vote instead of him/her on the same occasion. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent him/her.*
- 3. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's share registrars, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof (as the case may be). Such prescribed form of proxy for use at the EGM is also published on the HKExnews website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.alliedproperties.com.hk](http://www.alliedproperties.com.hk).*
- 4. Completion and return of the form of proxy will not preclude any shareholders from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.*

5. *Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the EGM or at any adjourned meeting thereof (as the case may be), either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or at any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.*

*As at the date of this announcement, the board of Directors comprises Messrs. Patrick Lee Seng Wei (Chief Executive) and Li Chi Kong being the Executive Directors; Messrs. Arthur George Dew (Chairman), Henry Lai Hin Wing and Steven Lee Siu Chung being the Non-Executive Directors; and Messrs. John Douglas Mackie, Steven Samuel Zoellner and Alan Stephen Jones being the Independent Non-Executive Directors.*