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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)

CONTINUING CONNECTED TRANSACTIONS

**RENEWAL OF THE
SHARING OF
ADMINISTRATIVE SERVICES AND MANAGEMENT SERVICES
AGREEMENTS AND
SHARING OF MANAGEMENT SERVICES AGREEMENT**

The Company entered into the Renewed Sharing of Administrative Services and Management Services Agreement with AGL on 31st January, 2011 pursuant to which the Company agreed to renew and extend the terms of the Sharing of Administrative Services and Management Services Agreement in relation to the Administrative Services and the Management Services provided by AGL to the Group and the reimbursement of costs payable to AGL.

SHK and AOL, each a listed subsidiary of the Company also entered into the SHK Management Services Agreement and the AOL Administrative Services and Management Services Agreement with AGL on 31st January, 2011 respectively in relation to the Management Services provided by the Management Staff to the SHK Group and the AOL Administrative Services and the Management Services provided by AGL to the AOL Group, and the reimbursement of costs payable to AGL.

In view of the fact that the Company is held as to approximately 72.34% by AGL, AGL is a connected person of the Company and accordingly, the entering into of the Renewed Sharing of Administrative Services and Management Services Agreement by the Company, the SHK Management Services Agreement by SHK and the AOL Administrative Services and Management Services Agreement by AOL and their respective transactions contemplated thereunder will constitute continuing connected transactions for the Company under Rule 14A.14 of the Listing Rules. Pursuant to Rules 14A.31(8) and 14A.33(2) of the Listing Rules, the transaction regarding the sharing of the Administrative Services between the Company and AGL contemplated under the Renewed Sharing of Administrative Services and Management Services Agreement and the transaction regarding the sharing of the AOL Administrative Services between AOL and AGL contemplated under the AOL Administrative Services and Management Services Agreement will be exempted from the reporting, annual review, announcement and independent shareholders' approval requirements under the Listing Rules.

As it is anticipated that one or more of the relevant applicable percentage ratios (other than the profits ratio) set out in Rule 14.07 of the Listing Rules in respect of the aggregated fees payable by the group of each of the Company and its listed subsidiaries, SHK and AOL, to AGL for the sharing of Management Services under the Renewed Sharing of Administrative Services and Management Services Agreement, the SHK Management Services Agreement and the AOL Administrative Services and Management Services Agreement will, on an annual basis, be less than 5%, the entering into of the Renewed Sharing of Administrative Services and Management Services Agreement by the Company, the SHK Management Services Agreement by SHK and the AOL Administrative Services and Management Services Agreement by AOL, each of which is on normal commercial terms, and the transactions regarding the sharing of Management Services contemplated thereunder will constitute continuing connected transactions for the Company under Rule 14A.34 of the Listing Rules which will be subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47, the annual review requirements set out in Rules 14A.37 to 14A.40 and the requirements set out in Rules 14A.35(1) and 14A.35(2) but will be exempted from the independent shareholders' approval requirements of Chapter 14A under the Listing Rules. Details of the SHK Management Services Agreement and the AOL Administrative Services and Management Services Agreement will be disclosed in the separate announcements of SHK and AOL dated 31st January, 2011 respectively.

Details of the Renewed Sharing of Administrative Services and Management Services Agreement, the SHK Management Services Agreement and the AOL Administrative Services and Management Services Agreement and the transactions contemplated thereunder will be included in the Company's next published annual report and accounts in accordance with Rules 14A.45 and 14A.46 of the Listing Rules.

BACKGROUND

The Company entered into the Sharing of Administrative Services and Management Services Agreement with AGL on 31st January, 2008 for a term of three years commencing from 1st January, 2008 pursuant to which AGL would provide to the Group the Administrative Services and the Management Staff would provide the Group with the Management Services and the Group would reimburse the relevant costs to AGL.

The Sharing of Administrative Services and Management Services Agreement expired on 31st December, 2010 and the parties thereto agreed to renew and extend the terms of which for a period of three years commencing from 1st January, 2011 to 31st December, 2013.

RENEWED SHARING OF ADMINISTRATIVE SERVICES AND MANAGEMENT SERVICES AGREEMENT

Date	:	31st January, 2011
Parties	:	The Company and AGL
Effective period	:	Three years commencing from 1st January, 2011 and expiring on 31st December, 2013
Nature of transaction	:	The Company agreed to reimburse AGL the costs incurred in respect of the Administrative Services and the Management Services provided by AGL to the Group.

Terms : In respect of the Administrative Services provided to the Group, the Group agreed to reimburse the actual costs incurred by AGL which will be payable by the Group on a monthly basis. The fees charged will be determined by reference to the actual use of the Administrative Services by the Group on a cost basis without margin which varies across different types of services. For instance, in respect of sharing of office space, the rent and utility charges paid by the Company to AGL will be calculated by reference to the floor area occupied by the Company. For other office administrative expenses such as postage, delivery and international telephone calls, AGL will keep a record of such uses and the Company will be charged on its actual use. The Directors consider that such cost allocation of the Administrative Services between the Group and AGL is on a fair and equitable basis and that the fees charged by AGL are comparable to market rates for similar services provided by the Independent Third Parties.

In respect of the Management Services provided to the Group, the Group agreed to reimburse a portion of the actual costs of the services incurred by AGL by reference to a specified percentage of the remuneration of members of the Management Staff providing the Management Services to the Group, which will be payable by the Group on a quarterly basis. Such percentage varies between each member of the Management Staff providing the Management Services and would be determined by reference to the percentage of the time currently estimated to be devoted by the individual members of the Management Staff to the affairs of the Group against the amount of time they would otherwise devote to the affairs of AGL as full time employees of AGL.

Annual cap : In respect of the Management Services, HK\$11,640,000, HK\$13,040,000 and HK\$14,640,000 for each of the three financial years ending 31st December, 2013 respectively

Historical figures : Prior to the signing of the Renewed Sharing of Administrative and Management Services Agreement, the amount of fees paid and payable by the Group to AGL for the Management Services provided by the Management Staff for each of the three financial years ended 31st December, 2010 were approximately HK\$9,800,000, HK\$10,780,000 and HK\$11,860,000 respectively. The historical service fees paid by the Group reflected the actual level of requirement for the Management Services that were provided by the Management Staff.

- Basis of determining the annual cap : In determining the annual cap, besides taking into account the aforementioned service fees paid by the Group for each of the three financial years ended 31st December, 2010, the Directors have also taken into consideration the existing scales of the Group's operations and, for the purpose of determining the annual cap only, the anticipated growth of the Group, the anticipated increase in the remuneration of those Management Staff who are involved in providing Management Services to the Group, and having done so, for each of the three financial years ending 31st December, 2013, the aggregate annual amount payable by the Group in respect of the Management Services under the Renewed Sharing of Administrative and Management Services Agreement is expected not to exceed HK\$11,640,000, HK\$13,040,000 and HK\$14,640,000 respectively and accordingly, the above figures have been adopted as the annual cap for the transaction in respect of the Management Services under the Renewed Sharing of Administrative Services and Management Services Agreement in respect of the same period.
- Reasons for and benefits of the transactions : The Directors consider that the sharing of Administrative Services and Management Services arrangement will benefit the Group in that both AGL and the Group can enjoy economies of scale brought by the sharing of the Administrative Services and Management Services which will maximise cost efficiency and management effectiveness. In addition, since members of the Management Staff will devote part of their time to the affairs of the Group in the course of performance of the Management Services to the Group, the Directors consider that it is reasonable for the Group to be charged for the Management Services so as to allocate the costs borne by AGL in this respect.

CONTINUING CONNECTED TRANSACTIONS

In view of the fact that the Company is held as to approximately 72.34% by AGL, AGL is a connected person of the Company and accordingly, the entering into of the Renewed Sharing of Administrative Services and Management Services Agreement by the Company, the SHK Management Services Agreement by SHK and the AOL Administrative Services and Management Services Agreement by AOL and their respective transactions contemplated thereunder will constitute continuing connected transactions for the Company under Rule 14A.14 of the Listing Rules. Pursuant to Rules 14A.31(8) and 14A.33(2) of the Listing Rules, the transaction regarding the sharing of the Administrative Services between the Company and AGL contemplated under the Renewed Sharing of Administrative Services and Management Services Agreement and the transaction regarding the sharing of the AOL Administrative Services between AOL and AGL contemplated under the AOL Administrative Services and Management Services Agreement will be exempted from the reporting, annual review, announcement and independent shareholders' approval requirements under the Listing Rules. Details of such transactions regarding the sharing of the Administrative Services between the Company and AGL have been set out in this announcement for the purpose of completeness of disclosure of the material terms of the Renewed Sharing of Administrative Services and Management Services Agreement.

As it is anticipated that one or more of the relevant applicable percentage ratios (other than the profits ratio) set out in Rule 14.07 of the Listing Rules in respect of the aggregated fees payable by the group of each of the Company and its listed subsidiaries, SHK and AOL, to AGL for the sharing of Management Services under the Renewed Sharing of Administrative Services and Management Services Agreement, the SHK Management Services Agreement and the AOL Administrative Services and Management Services Agreement will, on an annual basis, be less than 5%, the entering into of the Renewed Sharing of Administrative Services and Management Services Agreement by the Company, the SHK Management Services Agreement by SHK and the AOL Administrative Services and Management Services Agreement by AOL, each of which is on normal commercial terms, and the transactions regarding the sharing of Management Services contemplated thereunder will constitute continuing connected transactions for the Company under Rule 14A.34 of the Listing Rules which will be subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47, the annual review requirements set out in Rules 14A.37 to 14A.40 and the requirements set out in Rules 14A.35(1) and 14A.35(2) but will be exempted from the independent shareholders' approval requirements of Chapter 14A under the Listing Rules. Details of the SHK Management Services Agreement and the AOL Administrative Services and Management Services Agreement will be disclosed in the separate announcements of SHK and AOL dated 31st January, 2011 respectively.

GENERAL

The principal business activity of the Company is investment holding. The principal business activities of the Company's major subsidiaries are property investment and development, hospitality related activities, the provision of elderly care homes and the provision of financial services.

The principal business activity of AGL is investment holding. The principal business activities of its major subsidiaries are property investment and development, hospitality related activities, the provision of elderly care homes, the provision of financial services, and investments in listed and unlisted securities.

The Company will comply with the requirements under Rule 14A.36 of the Listing Rules if the aggregate value of the service fees paid for the Continuing Connected Transactions exceeds the relevant annual cap respectively, during the three financial years ending 31st December, 2013, or when the Renewed Sharing of Administrative Services and Management Services Agreement, the SHK Management Services Agreement and the AOL Administrative Services and Management Services Agreement are further renewed or where there are material changes to the terms of the said agreements. The Company will also comply with the requirements under Rules 14A.37 to 14A.41 of the Listing Rules.

The Directors (including the Independent Non-Executive Directors) are of the view that the terms of the Renewed Sharing of Administrative Services and Management Services Agreement were entered into after arm's length negotiations and reflect normal commercial terms and that the terms of the Renewed Sharing of Administrative Services and Management Services Agreement (including the respective annual cap in respect of the Management Services) are fair and reasonable so far as the Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

Mr. Lee Seng Hui (Chief Executive and Executive Director) is the chief executive and an executive director of AGL, a member of the Management Staff providing Management Services to the Group and also one of the trustees of Lee and Lee Trust, being the discretionary trust which together with himself owns approximately 53.32% interest in the issued share capital of AGL which is directly and indirectly interested in an aggregate of approximately 72.34% of the issued share capital of the Company; Mr. Arthur George Dew (Chairman and Non-Executive Director) is the chairman and a non-executive director of AGL and also a member of the Management Staff providing Management Services to the Group; Messrs. Li Chi Kong (Executive Director) and Mark Wong Tai Chun (Executive Director) are also members of the Management Staff providing Management Services to the Group; all of them are therefore deemed to be materially interested in the Renewed Sharing of Administrative Services and Management Services Agreement. Accordingly, Messrs. Lee Seng Hui, Arthur George Dew, Li Chi Kong and Mark Wong Tai Chun have abstained from voting on the relevant board resolutions of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

- “Administrative Services” the corporate secretarial services, provision of registered office address, office space, utilities, courier and delivery, telephone (including international telephone), internet, photocopying and other ancillary office services;
- “AGL” Allied Group Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 373) and is a substantial shareholder of the Company;
- “AOL” Allied Overseas Limited, formerly known as Quality HealthCare Asia Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 593) and is beneficially owned as to approximately 69.76% by the Company;
- “AOL Administrative Services” the corporate secretarial services, provision of place to keep statutory books, office space, utilities, courier and delivery, telephone (including international telephone), internet, photocopying and other ancillary office services as stipulated in the AOL Administrative Services and Management Services Agreement;
- “AOL Administrative Services and Management Services Agreement” the agreement dated 31st January, 2011 between AOL and AGL in respect of the sharing of AOL Administrative Services and Management Services;

“AOL Group”	AOL and its subsidiaries;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Board”	the board of Directors;
“Company”	Allied Properties (H.K.) Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 56), and a non wholly-owned subsidiary of AGL;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Continuing Connected Transactions”	means collectively, the transactions regarding the sharing of Management Services under the Renewed Sharing of Administrative Services and Management Services Agreement and the AOL Administrative Services and Management Services Agreement as well as the transactions contemplated under the SHK Management Services Agreement;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries, but excluding those in the SHK Group and the AOL Group;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party(ies)”	party(ies) independent of and not connected with the Directors, chief executives or substantial shareholders of the Company or its subsidiaries, or their respective associate(s) (as defined in the Listing Rules) or not otherwise a connected person of the Company within the meaning of the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Management Services”	the management, consultancy, strategic and business advice services provided by the Management Staff;
“Management Staff”	the senior management and the selected staff of AGL;

“Renewed Sharing of Administrative Services and Management Services Agreement”	the agreement dated 31st January, 2011 between the Company and AGL in respect of the renewal of the Sharing of Administrative Services and Management Services Agreement;
“Sharing of Administrative Services and Management Services Agreement”	the agreement dated 31st January, 2008 between the Company and AGL in respect of the sharing of Administrative Services and Management Services (as amended and supplemented by two supplemental letters from AGL to the Company dated 13th June, 2008 and 27th May, 2009 respectively);
“SHK”	Sun Hung Kai & Co. Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 86) and is beneficially owned as to approximately 62.72% by the Company;
“SHK Group”	SHK and its subsidiaries;
“SHK Management Services Agreement”	the agreement dated 31st January, 2011 between SHK and AGL in respect of the sharing of Management Services;
“Shareholder(s)”	the shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules; and
“%”	per cent.

On behalf of the Board
Allied Properties (H.K.) Limited
Li Chi Kong
Executive Director

Hong Kong, 31st January, 2011

As at the date of this announcement, the Board 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 a Non-Executive Director and Messrs. John Douglas Mackie, Steven Samuel Zoellner and Alan Stephen Jones being the Independent Non-Executive Directors.