



# ALLIED GROUP LIMITED

## ( 聯合集團有限公司 )

(Incorporated in Hong Kong with limited liability)

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Allied Group Limited (聯合集團有限公司) ("Company") will be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 3rd June, 2002 at 9:30 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st December, 2001.
2. To re-elect Directors who are subject to retirement by rotation.
3. To re-appoint Messrs Deloitte Touche Tohmatsu as Auditors and authorise the Board of Directors to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:
  - (A) "THAT:
    - (a) the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares, subject to and in accordance with paragraphs (b) and (c) of this Resolution and all applicable laws and regulations, be and is hereby generally and unconditionally approved;
    - (b) the aggregate nominal amount of shares to be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution; and the approval granted under paragraph (a) of this Resolution shall be limited accordingly; and
    - (c) for the purpose of this Resolution, 'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier of:
      - (i) the conclusion of the next Annual General Meeting of the Company;
      - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
      - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."
  - (B) "THAT:
    - (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of HK\$0.20 each in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements or options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
    - (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
    - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares pursuant to the Articles of Association of the Company from time to time; or (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly;
    - (d) for the purpose of this Resolution, 'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier of:
      - (i) the conclusion of the next Annual General Meeting of the Company;
      - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
      - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
    - (e) for the purpose of this Resolution, 'Rights Issue' means the allotment, issue or grant of shares pursuant to an offer of shares open for a period fixed by the Directors to holders of shares of the Company whose names stand on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."
  - (C) "THAT conditional upon the passing of Resolutions (A) and (B) as set out in the notice convening this Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional shares pursuant to Resolution (B) as set out in the notice convening this Meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to Resolution (A) as set out in the notice convening this Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of Resolution (A)."
  - (D) "THAT:
    - (a) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, any ordinary shares in the capital of the Company with a nominal value of HK\$0.20 each (the "Shares") which may fall to be issued pursuant to the exercise of options to be granted under the new share option scheme, a copy of which has been produced to this Meeting marked "A" and signed by the chairman of this Meeting for the purpose of identification (the "New Share Option Scheme"), the New Share Option Scheme be and is hereby approved and adopted; and
    - (b) the Directors be and are hereby authorised to grant options to the eligible participants under the New Share Option Scheme and to allot and issue Shares upon the exercise of any options granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the New Share Option Scheme."
  - (E) "THAT, conditional upon the passing of Resolution (D) as set out in the notice convening this Meeting, the share option scheme of the Company adopted on 29th June, 1992 be terminated with immediate effect."

By Order of the Board  
**Allied Group Limited**  
**Phoebe Lau Mei Yi**  
Company Secretary

Hong Kong, 29th April, 2002

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

**Notes:**

1. A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, the form of proxy, together with any 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 deposited at the Company's registered office at 22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
4. Where there are joint holders of a share of the Company, any one of such holders may vote at the Meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the Meeting personally or by proxy, that one of such holders so present whose name stands first on the Register of Members of the Company shall alone be entitled to vote in respect of such share.
5. The general purpose of the authority to be conferred on the Directors by Resolution 4(A) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase shares representing up to a maximum of 10% of the share capital of the Company in issue at the date of the passing of the resolution on The Stock Exchange of Hong Kong Limited.
6. In respect of Resolution 4(B) above, the Directors wish to state that they have no immediate plans to issue any new shares in the Company under this mandate. Approval is being sought from members as a general mandate, in compliance with the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities in the Company up to 20% of the existing issued share capital.