



# ALLIED GROUP LIMITED

(聯合集團有限公司)

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 373)

## PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

At the board meeting of Allied Group Limited ("Company") held on 15th April, 2004, the board of directors of the Company ("Board" or "Directors") approved, amongst other things, to submit a proposal for amendments to the existing articles of association of the Company ("Articles") to the shareholders of the Company ("Shareholders") for approval by way of special resolution at the forthcoming annual general meeting of the Company.

The proposed major amendments to the Articles include, amongst other things, consequential amendments in view of the recent amendments to the Companies Ordinance, Chapter 32 of the Laws of Hong Kong ("Companies Ordinance") which came into effect on 13th February, 2004 and the amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") which came into effect on 31st March, 2004.

Details regarding the proposed amendments to the Articles to be considered by the Shareholders at the forthcoming annual general meeting of the Company will be set out in the circular which is currently expected to be despatched to the Shareholders on or about 29th April, 2004.

The Board announces that at a meeting of the Board held on 15th April, 2004, the Board had approved, amongst other things, to submit a proposal for amendments to the Articles to the Shareholders for approval by way of special resolution at the forthcoming annual general meeting of the Company.

The major amendments to the existing Articles include, amongst other things, consequential amendments in view of the recent amendments to the Companies Ordinance which came into effect on 13th February, 2004 and the amendments to the Listing Rules which came into effect on 31st March, 2004. The proposed amendments mainly involve the followings:

1. **CHANGES INTRODUCED TO REFLECT CERTAIN AMENDMENTS TO THE LISTING RULES**
  - (i) new definition of "associate(s)" under the Listing Rules is introduced;
  - (ii) where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted;
  - (iii) Directors shall abstain from voting at the board meetings on any matter in which they or any of their associates have a material interest and are not to be counted towards the quorum of the relevant board meetings except otherwise provided in the Articles and the Listing Rules; and
  - (iv) the period for lodgment by Shareholders of the notice to nominate a Director shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.
2. **CHANGES INTRODUCED TO REFLECT AMENDMENTS TO THE COMPANIES ORDINANCE**
  - (i) a Shareholder of the Company shall be entitled without payment to receive within ten business days after lodgment of a transfer one certificate for all his shares;
  - (ii) an alternate Director (including another Director acting in that capacity) shall be vicariously liable for any tort committed by himself in the course of the execution of the duties of his office or otherwise in relation thereto;
  - (iii) the Company may by ordinary resolution remove any Director before the expiration of his office;
  - (iv) special notice is required of a resolution to remove a Director or to appoint somebody in place of a Director so removed at the meeting at which he is removed; and
  - (v) the Company may purchase and maintain for any Director, secretary, officer and auditor of the Company insurance against certain types of liabilities.

Details regarding the proposed amendments to the Articles to be considered by the Shareholders at the forthcoming annual general meeting of the Company will be set out in the circular which is currently expected to be despatched to the Shareholders on or about 29th April, 2004.

By Order of the Board  
**Allied Group Limited**  
**Sir Gordon Macwhinnie**  
Chairman

Hong Kong, 15th April, 2004

*As at the date of this announcement, the Board of the Company comprises Messrs. Lee Seng Hui and Edwin Lo King Yau, being the executive Directors, Ms. Lee Su Hwei and Mr. Arthur George Dew, being the non-executive Directors, Sir Gordon Macwhinnie, Messrs. Wong Po Yan, David Craig Bartlett and John Douglas Mackie, being the independent non-executive Directors.*