



# ALLIED GROUP LIMITED

( 聯合集團有限公司 )

(Incorporated in Hong Kong with limited liability)

(Stock Code: 373)

## Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting ("Meeting") of Allied Group Limited ("Company") will be held at Plaza 5, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 21st July, 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolution of the Company:

### ORDINARY RESOLUTION

"**THAT** (i) the taking of the option under the option agreement ("Option Agreement") dated 3rd April, 2006 (as amended by a supplemental letter dated 18th May, 2006 ("Supplemental Letter")) made between Wah Cheong Development (B.V.I.) Limited ("Wah Cheong"), a direct wholly-owned subsidiary of Sun Hung Kai & Co. Limited which in turn is an indirect non wholly-owned subsidiary of the Company) and CLSA Capital Limited, pursuant to which CLSA Capital Limited agreed to grant the option to Wah Cheong, a copy of both of which have been produced at the Meeting marked "A" and signed by the chairman of the Meeting for identification purpose; and (ii) the exercise of the option under the Option Agreement (as amended by the Supplemental Letter), be and are hereby approved, confirmed and ratified and that the transactions contemplated in the Option Agreement (as amended by the Supplemental Letter) be and are hereby approved, and the directors of the Company be and are hereby authorised to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Option Agreement (as amended by the Supplemental Letter) and the exercise of the option accordingly."

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

Hong Kong, 29th June, 2006

#### *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 this 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 notorially 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 any share, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint 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.

*As at the date of this notice, the Board of Directors of the Company comprises Messrs. Lee Seng Hui (Chief Executive), Edwin Lo King Yau and Mak Pak Hung being the Executive Directors, Ms. Lee Su Hwei and Mr. Arthur George Dew being the Non-Executive Directors, Messrs Alan Stephen Jones, Wong Po Yan, David Craig Bartlett and John Douglas Mackie being the Independent Non-Executive Directors.*