



# 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 Plazas 1 to 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 1st August, 2006 at 10:30 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:**

- (a) the placing agreement dated 18th May, 2006 ("2nd Placing Agreement") made between AP Emerald Limited ("APE") as the vendor and Sun Hung Kai Investment Services Limited as the placing agent in relation to the placing of 79,000,000 shares in Sun Hung Kai & Co. Limited ("SHK") at a price of HK\$7.00 per share, a copy of which has been produced at the Meeting marked "A" and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified, the transactions contemplated in the 2nd Placing Agreement 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 2nd Placing Agreement; and
- (b) the subscription agreement dated 12th May, 2006 ("Subscription Agreement") (as supplemented by a letter on 17th May, 2006 ("Supplemental Letter")) made between APE and SHK in relation to the subscription for 248,000,000 new shares in SHK, copies of which have been produced at the Meeting marked "B" and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified, the transactions contemplated in the Subscription Agreement 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 Subscription Agreement (as supplemented by the Supplemental Letter)."

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

Hong Kong, 14th July, 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 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 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, and Messrs. Wong Po Yan, David Craig Bartlett, John Douglas Mackie and Alan Stephen Jones being the Independent Non-Executive Directors.*