



**ALLIED GROUP LIMITED**  
**( 聯合集團有限公司 )**

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

**Extraordinary General Meeting**  
**Form of Proxy**

Form of proxy for the Extraordinary General Meeting of Allied Group Limited ("Company") to be held at Plaza 5, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 22nd July, 2004 at 9:00 a.m.:

I/We, (Note 1) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.20 each in the capital of the Company,

HEREBY APPOINT (Note 3) the Chairman of the Meeting or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to act for me/us and on my/our behalf at the Extraordinary General Meeting to be held at Plaza 5, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 22nd July, 2004 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the Ordinary Resolution (with or without amendments) as set out in the Notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the Ordinary Resolution as hereunder indicated, and if no indication is given, as my/our proxy thinks fit.

	FOR (Note 4)	AGAINST (Note 4)
To adopt the Ordinary Resolution on the Notice convening the Extraordinary General Meeting.		

Signature (Note 5) \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2004

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** 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, but must attend the Meeting to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick the boxes will entitle your proxy to cast your votes at his discretion or abstain for the resolution. Your proxy will also be entitled to vote at his discretion or abstain on any other resolution properly put to the Meeting other than that referred to in the Notice convening the Meeting.
5. The full text of this resolution appears in the Notice of Extraordinary General Meeting contained in a circular to the shareholders of the Company dated 30th June, 2004.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this 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.
8. 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 was 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.
9. Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.