



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 Wednesday, 9th 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** (i) the agreement for sale and purchase dated 13th June, 2006 (“Agreement”) made between AG Capital Holding Limited as vendor, the Company as warrantor, Swan Islands Limited as purchaser and Sun Hung Kai & Co. Limited as guarantor, relating to the sale and purchase of the entire issued share capital of UAF Holdings Limited (together with the assignment of the accompanying shareholder’s loan) at an aggregate consideration of HK\$4,328,000,000, 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; (ii) the transactions contemplated in the Agreement be and are hereby approved; and (iii) 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 Agreement.”

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

Hong Kong, 30th 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 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 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.

“Please also refer to the published version of this announcement in The Standard.”