

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ALLIED GROUP LIMITED
(聯合集團有限公司)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 373)

CONDITIONAL CASH OFFER
BY
YU MING INVESTMENT MANAGEMENT LIMITED
ON BEHALF OF ALLIED GROUP LIMITED
TO REPURCHASE UP TO 36,588,363 SHARES
FOR HK\$18.50 PER SHARE,
INVOLVING AN APPLICATION FOR WHITEWASH WAIVER

DESPATCH OF OFFER DOCUMENT
AND
EXPECTED TIMETABLE OF THE OFFER

DESPATCH OF OFFER DOCUMENT

The Offer Document of the Company, containing details of, amongst others, the Offer and the Whitewash Waiver, recommendation from the Independent Board Committee to the Independent Shareholders, advice from the Independent Financial Adviser, Pelican Securities Limited, to the Independent Board Committee and the Independent Shareholders and a notice of the EGM, together with the accompanying form of proxy and Acceptance Form, will be despatched to the Independent Shareholders on 23rd October, 2009.

The EGM will be convened at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on Friday, 13th November, 2009 to consider and, if thought fit, approve the ordinary resolution in connection with the Offer and the Whitewash Waiver.

The Offer, if declared unconditional on Friday, 13th November, 2009, will remain open for acceptance until 4:00 p.m. on Friday, 27th November, 2009 unless being extended by the Company in accordance with the Takeovers Code.

IRREVOCABLE UNDERTAKING

As at the date of this announcement, the Trustees for Lee and Lee Trust were interested in 108,626,492 Shares, representing approximately 44.53% of the total issued share capital of the Company. Mr. Lee Seng Hui, one of the Trustees and an executive Director, other than those Shares held for Lee and Lee Trust, was beneficially interested in 22,921 Shares, representing approximately 0.01% of the total issued share capital of the Company. The Directors have made reasonable enquiries to the Trustees for Lee and Lee Trust, Mr. Lee Seng Hui and parties acting in concert with any of them as to their intention to accept the Offer. As at the date of this announcement, the Trustees for Lee and Lee Trust, Mr. Lee Seng Hui and parties acting in concert with any of them, holding an aggregate of 108,649,413 Shares, which represent approximately 44.54% of the total issued share capital of the Company, have given their irrevocable undertaking to the Company that they will not accept the Offer.

EXPECTED TIMETABLE

The expected timetable of the Offer is set out below.

Reference is made to the announcements of Allied Group Limited (the “Company”) dated 17th September, 2009, 24th September, 2009 and 7th October, 2009 in relation to the Offer and the Whitewash Waiver (the “Announcements”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless the context states otherwise.

DESPATCH OF OFFER DOCUMENT

The Offer Document of the Company, containing details of, amongst others, the Offer and the Whitewash Waiver, recommendation from the Independent Board Committee to the Independent Shareholders, advice from the Independent Financial Adviser, Pelican Securities Limited, to the Independent Board Committee and the Independent Shareholders and a notice of the EGM, together with the accompanying form of proxy and Acceptance Form, will be despatched to the Independent Shareholders on 23rd October, 2009.

The EGM will be convened at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on Friday, 13th November, 2009 to consider and, if thought fit, approve the ordinary resolution in connection with the Offer and the Whitewash Waiver.

The Offer, if declared unconditional on Friday, 13th November, 2009, will remain open for acceptance until 4:00 p.m. on Friday, 27th November, 2009 unless being extended by the Company in accordance with the Takeovers Code.

IRREVOCABLE UNDERTAKING

As at the date of this announcement, the Trustees for Lee and Lee Trust were interested in 108,626,492 Shares, representing approximately 44.53% of the total issued share capital of the Company. Mr. Lee Seng Hui, one of the Trustees and an executive Director, other than those Shares held for Lee and Lee Trust, was beneficially interested in 22,921 Shares, representing approximately 0.01% of the total issued share capital of the Company. The Directors

have made reasonable enquiries to the Trustees for Lee and Lee Trust, Mr. Lee Seng Hui and parties acting in concert with any of them as to their intention to accept the Offer. As at the date of this announcement, the Trustees for Lee and Lee Trust, Mr. Lee Seng Hui and parties acting in concert with any of them, holding an aggregate of 108,649,413 Shares, which represent approximately 44.54% of the total issued share capital of the Company, have given their irrevocable undertaking to the Company that they will not accept the Offer.

EXPECTED TIMETABLE

The following is the current expected timetable of the Offer, assuming the Offer is approved by the Independent Shareholders at the EGM and the Offer becomes unconditional on Friday, 13th November, 2009:

Despatch of the Offer Document and notice of EGM.	Friday, 23rd October, 2009
Latest time to lodge form of proxy for the EGM	10:00 a.m. on Wednesday, 11th November, 2009
EGM.	10:00 a.m. on Friday, 13th November, 2009
Announcement of results of the EGM and whether the Offer has become unconditional	Friday, 13th November, 2009
Latest time and date for submitting Acceptance Forms (<i>Note 2</i>)	4:00 p.m. on Friday, 27th November, 2009
First closing date of the Offer (<i>Note 2</i>)	Friday, 27th November, 2009
Record date and time for determining Accepting Shareholders' Assured Entitlement and Excess Tenders under the Offer (<i>Note 2</i>)	4:00 p.m. on Friday, 27th November, 2009
Announcement of the results of the Offer through the website of the Stock Exchange (<i>Note 2</i>)	no later than 7:00 p.m. on Friday, 27th November, 2009
Latest date for despatch of cheques to Accepting Shareholders and return of Share certificates to partly unsuccessful tenders (<i>Note 3</i>)	Monday, 7th December, 2009

Notes:

1. The above timetable assumes that the Offer is approved by the Independent Shareholders at the EGM and the Conditions are satisfied resulting in the Offer becoming unconditional on 13th November, 2009.

2. In case the total number of Shares validly acceded to the Offer is less than 36,588,363 Shares on the first closing date of the Offer, the Company reserves its right to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as it is permitted by the Executive in accordance with the Takeovers Code). The Company will issue an announcement in relation to any extension of the Offer and the extended record date and time for determining the Assured Entitlements of the Accepting Shareholders. In any event, if the Offer is extended, the Offer will remain open for acceptance for not less than 14 days after the first closing date of the Offer in accordance with the Takeovers Code.
3. Remittance for the total amounts due to Accepting Shareholders under the Offer (subject to deduction of seller's ad valorem stamp duty payable on the Shares repurchased from such Accepting Shareholders) will be made by the Company within 10 days after the close of the Offer. If the Offer is extended as mentioned in note 2 above, the latest date for despatch of cheques to Accepting Shareholders and (if applicable) return of Share certificate(s) and other document(s) for Shares not taken up will be extended accordingly.
4. All references to date and time contained in the above expected timetable refer to Hong Kong time.

WARNING

The Offer is conditional upon the passing of an ordinary resolution to approve the Offer and the Whitewash Waiver by the Independent Shareholders at the EGM by way of a poll. If the Offer does not become unconditional, the Offer will lapse.

Dealings in the Shares will continue notwithstanding the Offer has not become unconditional. During such period, persons selling or purchasing Shares will bear the risk that the Offer may lapse.

Shareholders should also note that their voting decision on the relevant resolution to be proposed at the EGM relating to the Offer shall not affect their investment decision as to whether to accept the Offer or not. If Shareholders are in any doubt as to any aspect of the Offer or as to the action to take, they should seek independent professional advice.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By order of the Board
ALLIED GROUP LIMITED
Edwin Lo King Yau
Executive Director

Hong Kong, 22nd October, 2009

As at the date of this announcement, the Board comprises Messrs. Lee Seng Hui (Chief Executive), Edwin Lo King Yau and Mak Pak Hung being the Executive Directors; Mr. Arthur George Dew (Chairman) and Ms. Lee Su Hwei 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will be published and will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the day of its publication and will be published and will remain on the website of the Company at www.alliedgroup.com.hk.