



# ALLIED PROPERTIES (H.K.) LIMITED

(聯合地產(香港)有限公司)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 56)

## EXTRAORDINARY GENERAL MEETING FORM OF PROXY

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of Allied Properties (H.K.) Limited ("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 ("Meeting") to be held at Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 15th July, 2020 at 10:30 a.m. (Hong Kong time) (or as soon thereafter as the meeting of the holders of Scheme Shares (as defined in the scheme document dated 19th June, 2020 ("Scheme Document")) convened at the direction of the High Court of the Hong Kong Special Administrative Region on the same place and day ("Court Meeting") shall have concluded or adjourned) and at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments) as set out in the notice convening the Meeting ("Notice") and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Scheme (with or without modification, as my/our proxy may approve) as hereunder indicated, and if no indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
1.	<p>(a) To approve the scheme of arrangement dated 19th June, 2020 under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("Scheme") between Sunhill Investments Limited, the Company and the Scheme Shareholders (as defined in the Scheme);</p> <p>(b) To approve the implementation of the Scheme, including (i) the reduction of the share capital of the Company; (ii) the increase in the share capital of the Company; and (iii) the issue and allotment of new shares in the capital of the Company to the Offeror (as defined in the Scheme) as more particularly set out in the Notice (Note 5);</p> <p>(c) To approve the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited be withdrawn, subject to the Scheme taking effect; and</p> <p>(d) To authorise any one of the directors of the Company to do all acts and things and/or sign such documents as considered to be necessary, appropriate, desirable or expedient for or in connection with the implementation of the Scheme.</p>		
ORDINARY RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
2.	<p>(a) To declare and approve the payment of a special dividend of HK\$1.50 per share in the Company ("Special Dividend") to the shareholders of the Company (other than to the Offeror, Allied Group Limited, Capscor Limited and Citiwealth Investment Limited who have irrevocably and unconditionally agreed to waive and surrender their entitlements to the Special Dividend pursuant to the AGL Waiver (as defined in the Scheme)) on the terms as contained in the Scheme Document) subject to the Scheme being approved and becoming binding and effective in accordance with its terms and conditions; and</p> <p>(b) To authorise any one of the directors of the Company to do all acts and things and to take such steps as considered to be necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Dividend.</p>		

Signature (Note 6): \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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 of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting or" herein 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 will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company, but must attend the Meeting to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE PUT A TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE PUT A TICK IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the relevant resolutions. Your proxy will also be entitled to vote at his or her discretion or abstain on any other resolution properly put to the Meeting other than that referred to in the Notice.
- The Notice of the Meeting is set out in the Scheme Document.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- 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 share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting (i.e. on or before Monday, 13th July, 2020 at 10:30 a.m. (Hong Kong time) or any adjournment thereof, provided that no account is to be taken of any part of a day that is a public holiday).
- Shareholders of the Company with their own name registered in the register of members of the Company, i.e. holding physical share certificate in their own name, who wish to attend the Meeting by telephone conference are requested to register their interest and provide the following details by email at attendmeeting@aphk.com during the period from the date of the Scheme Document (i.e. Friday, 19th June, 2020) to Monday, 13th July, 2020 at 10:30 a.m.:
  - full name and address (as shown on the mailing label on the envelope of the Scheme Document to the shareholders of the Company); and
  - contact phone number (for better co-ordination).
- Shareholders of the Company are further reminded that the deadline to submit this completed form of proxy is Monday, 13th July, 2020 at 10:30 a.m. For the shareholders of the Company who wish to attend the Meeting by telephone conference and vote, this completed form of proxy are subject to the same deadline and format, and shall be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the Meeting either personally or by proxy in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- 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.

### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information may result in the Company being unable to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.