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

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

**Discloseable Transaction**



**新鴻基有限公司**  
**SUN HUNG KAI & CO. LIMITED**

*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 86)**

**Discloseable Transaction**

## **JOINT ANNOUNCEMENT LOAN TRANSACTION**

Reference is made to the Previous Announcements in relation to a loan transaction between the Lender, an indirect wholly-owned subsidiary of SHK, the Borrower and the Guarantor. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Previous Announcements.

As advised and confirmed by SHK, on 5th March, 2015, the Lender entered into a Fifth Supplemental Agreement with the Borrower and the Guarantor, pursuant to which the Lender agreed to, among other things, grant the Borrower the right to extend the repayment date for (i) Loan A to 17th June, 2015 and (ii) Loan B to 11th May, 2015. As at the date of the Fifth Supplemental Agreement, HK\$200,000,000 of each of Loan A and Loan B remained outstanding and due for repayment by the Borrower to the Lender.

As the Lender is a subsidiary of SHK, which is an indirect non wholly-owned subsidiary of APL, which in turn is a non wholly-owned subsidiary of AGL, the Transaction entered into by the Lender shall be a deemed transaction for each of SHK, APL and AGL under the Listing Rules as the definition of “listed issuer” under the Listing Rules shall include the listed issuer’s subsidiaries.

The Transaction constitutes a discloseable transaction for each of AGL and SHK on the basis that the relevant percentage ratio(s) exceeds 5% but is below 25%. As advised and confirmed by APL, the Transaction does not constitute a notifiable transaction for APL on the basis that none of the percentage ratio(s) exceed 5%.

Reference is made to the joint announcements of AGL and APL dated 17th June, 2013 and 8th May, 2014 (the “Previous Announcements”) in relation to a loan transaction between the Lender, an indirect wholly-owned subsidiary of SHK, the Borrower and the Guarantor. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Previous Announcements.

As advised and confirmed by SHK, on 5th March, 2015, the Lender entered into a Fifth Supplemental Agreement with the Borrower and the Guarantor, pursuant to which the Lender agreed to, among other things, grant the Borrower the right to extend the repayment date for (i) Loan A to 17th June, 2015 and (ii) Loan B to 11th May, 2015. As at the date of the Fifth Supplemental Agreement, HK\$200,000,000 of each of Loan A and Loan B remained outstanding and due for repayment by the Borrower to the Lender.

### **THE FIFTH SUPPLEMENTAL AGREEMENT**

Date: 5th March, 2015

Parties: (1) the Lender as the lender;  
(2) the Borrower as the borrower; and  
(3) the Guarantor as the guarantor.

As at the date of this joint announcement, as advised and confirmed by SHK, which has made all reasonable enquiries and based on the confirmations of the Borrower and the Guarantor, and to the best knowledge, information and belief of the AGL Directors and the SHK Directors, having made all reasonable enquiries, the Guarantor, the Borrower and its ultimate beneficial owners are third parties independent of AGL, APL and SHK and their respective connected persons.

### **THE TERMS OF THE FIFTH SUPPLEMENTAL AGREEMENT**

As advised and confirmed by SHK, pursuant to the Fifth Supplemental Agreement, the Loan Agreement has now been amended and supplemented, inter alia, that the date of repayment for (i) Loan A shall be extended for a further term of six months from 17th December, 2014 to 17th June, 2015 and (ii) Loan B shall be extended for a further term of nine months from 11th August, 2014 to 11th May, 2015.

As advised and confirmed by SHK, the non-refundable loan arrangement fee in respect of the Fifth Supplemental Agreement which is payable by the Borrower is HK\$16,000,000.

As advised and confirmed by SHK, save for the amendment in the Fifth Supplemental Agreement, the provisions of the Loan Agreement as amended by the Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement and the Fourth Supplemental Agreement and the rights and obligations thereunder shall remain in full force and effect.

As advised and confirmed by SHK, the Share Mortgages, the Debentures and the Deeds of Assignment shall remain and continue to remain in full force and effect.

## **REASONS FOR AND BENEFITS OF THE TRANSACTION**

As advised and confirmed by SHK, the terms of the Fifth Supplemental Agreement, including the non-refundable loan arrangement fee applicable, were arrived at after arm's length negotiations between the Lender and the Borrower. Based on the confirmation of SHK, the Fifth Supplemental Agreement was entered into by the Lender having regard to (i) the costs of borrowing in extending the repayment date for the repayment of Loan A and Loan B; (ii) the interest income to be generated by the Transaction; and (iii) the underlying securities. In addition, as advised and confirmed by SHK, the Transaction is part of the ordinary and usual course of business of the Lender. In view of the above, the SHK Directors are of the view that the terms of the Fifth Supplemental Agreement are on normal commercial terms and the Transaction is fair and reasonable, and in the interests of SHK and its shareholders taken as a whole.

Based on the information and the confirmation provided by SHK and to the best knowledge, information and belief of the AGL Directors, the AGL Directors consider that the Transaction is fair and reasonable and in the interests of AGL and its shareholders taken as a whole.

## **INFORMATION ABOUT AGL, SHK, THE LENDER, THE BORROWER AND THE GUARANTOR**

### **AGL**

AGL is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange.

The principal business activity of AGL is investment holding. The principal business activities of its major subsidiaries are property investment and development, hospitality related activities, the provision of financial services and investments in listed and unlisted securities.

## **SHK**

SHK is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange. The principal business activity of SHK is investment holding. The principal business activities of its major subsidiaries are wealth management and brokerage, capital markets, consumer finance as well as principal investments.

### **The Lender**

As advised and confirmed by SHK, the Lender is a company incorporated in Hong Kong with limited liability. The principal business activity of the Lender is the provision of loan finance.

As at the date of this joint announcement, the Lender is an indirect wholly-owned subsidiary of SHK, which is beneficially owned as to approximately 54.73% by APL, which in turn is owned as to approximately 74.99% by AGL.

### **The Borrower**

As advised and confirmed by SHK, the Borrower is a company incorporated in the BVI with limited liability. The principal business activity of the Borrower is investment holding.

### **The Guarantor**

As advised and confirmed by SHK, the Guarantor is an individual.

## **LISTING RULES IMPLICATIONS**

As the Lender is a subsidiary of SHK, which is an indirect non wholly-owned subsidiary of APL, which in turn is a non wholly-owned subsidiary of AGL, the Transaction entered into by the Lender shall be a deemed transaction for each of SHK, APL and AGL under the Listing Rules as the definition of “listed issuer” under the Listing Rules shall include the listed issuer’s subsidiaries.

The Transaction constitutes a discloseable transaction for each of AGL and SHK on the basis that the relevant percentage ratio(s) exceeds 5% but is below 25%. As advised and confirmed by APL, the Transaction does not constitute a notifiable transaction for APL on the basis that none of the percentage ratio(s) exceed 5%.

## DEFINITIONS

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Fifth Supplemental Agreement”	the fifth supplemental loan agreement to the Loan Agreement entered into between the Lender, the Borrower and the Guarantor on 5th March, 2015;
“SHK Board”	the board of SHK Directors;
“SHK Directors”	directors of SHK; and
“Transaction”	the transaction contemplated under the Fifth Supplemental Agreement.

On behalf of the AGL Board  
**Allied Group Limited**  
**Edwin Lo King Yau**  
*Executive Director*

On behalf of the SHK Board  
**Sun Hung Kai & Co. Limited**  
**Joseph Tong Tang**  
*Executive Director*

Hong Kong, 5th March, 2015

*As at the date of this joint announcement, the AGL 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 Mr. David Craig Bartlett, Mr. Alan Stephen Jones and Ms. Lisa Yang Lai Sum being the Independent Non-Executive Directors.*

*As at the date of this joint announcement, the SHK Board comprises Messrs. Lee Seng Huang (Group Executive Chairman), William Leung Wing Cheung, Joseph Tong Tang and Peter Anthony Curry being the Executive Directors; Messrs. Ahmed Mohammed Aqil Qassim Alqassim, Ho Chi Kit (Mr. Roy Kuan as his alternate) and Leung Pak To (Mr. Liu Zheng as his alternate) being the Non-Executive Directors; and Mr. David Craig Bartlett, Mr. Alan Stephen Jones, Ms. Jacqueline Alee Leung and Mr. Peter Wong Man Kong being the Independent Non-Executive Directors.*