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**The Hong Kong Building and  
Loan Agency Limited**  
香港建屋貸款有限公司  
(Incorporated in Hong Kong  
with limited liability)  
(Stock code: 145)

**Hyde Park Group Limited**  
(Incorporated in the British Virgin Islands  
with limited liability)

**JOINT ANNOUNCEMENT**

**(1) AGREEMENT IN RELATION TO  
THE SALE AND PURCHASE OF THE ENTIRE ISSUED SHARE CAPITAL  
OF  
ISLAND NEW FINANCE LIMITED;**

**(2) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER BY  
SUN HUNG KAI INTERNATIONAL LIMITED  
ON BEHALF OF  
HYDE PARK GROUP LIMITED  
FOR ALL THE ISSUED SHARES IN  
THE HONG KONG BUILDING AND LOAN AGENCY LIMITED  
(OTHER THAN THOSE ALREADY OWNED  
OR AGREED TO BE ACQUIRED  
BY HYDE PARK GROUP LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT);**

**AND**

**(3) RESUMPTION OF TRADING IN THE SHARES OF  
THE HONG KONG BUILDING AND LOAN AGENCY LIMITED**

**Financial adviser to Hyde Park Group Limited**



**Independent Financial Adviser to the Independent Board Committee of  
The Hong Kong Building and Loan Agency Limited**



**The Agreement**

Pursuant to the Agreement dated 21 August 2009 between the Offeror and the Vendor, the Vendor agreed to sell and the Offeror agreed to acquire the Sale Share, representing the entire issued share capital of Island New. The total consideration for the Sale Share is HK\$308,812,500, which was agreed between the Offeror and the Vendor after arm's length negotiations. The sole asset of Island New is its interests in 168,750,000 Shares, representing 75% of the issued share capital of the Company.

**Possible mandatory unconditional cash offer**

As at the date of this joint announcement and prior to Completion, the Offeror and parties acting in concert with it do not hold any Shares. Upon Completion, the Offeror and parties acting in concert with it will become interested in a total of 168,750,000 Shares, representing 75% of the issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional general offer in cash for all the issued Shares other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it.

Sun Hung Kai, the financial adviser to the Offeror, will make the Offer, which is unconditional in all respects, on behalf of the Offeror in compliance with the Takeovers Code on the following terms:

For every Offer Share . . . . . HK\$1.83 in cash

On the basis of the Offer Price of HK\$1.83 per Offer Share and 225,000,000 Shares in issue as at the date of this joint announcement, the entire issued share capital of the Company is valued at HK\$411,750,000. As the Offeror and parties acting in concert with it will hold 168,750,000 Shares immediately after Completion, the remaining 56,250,000 Shares will be subject to the Offer and the Offer is valued at HK\$102,937,500 based on the Offer Price.

**General**

It is the intention of the Offeror and the Board that the offer document will be combined with the offeree board circular, and a composite offer document containing, among other things, details of the Offer (including the expected timetable of the Offer), the recommendation from the Independent Board Committee to the Independent Shareholders and the advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer, will be despatched to the Shareholders within 7 days after Completion.

The Independent Board Committee comprising all the independent non-executive Directors, who have no direct or indirect interest in the Offer, has been established to advise the Independent Shareholders in respect of the Offer. Somerley Limited has been appointed by the Company to advise the Independent Board Committee in respect of the Offer. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee.

### **Suspension and resumption of trading**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:30 a.m. on 19 August 2009 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 31 August 2009.

**Warning: The Offer will only be made if completion of the sale and purchase of the Sale Share takes place. Completion is subject to satisfaction or waiver of the condition contained in the Agreement and described below in this joint announcement and accordingly the Offer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

Further announcement will be made by the Company and the Offeror upon Completion.

## **THE AGREEMENT**

Pursuant to the Agreement dated 21 August 2009 between the Offeror and the Vendor, the Vendor agreed to sell and the Offeror agreed to acquire the Sale Share, representing the entire issued share capital of Island New. The principal terms of the Agreement are summarised below.

### **Date**

21 August 2009

### **Parties**

Vendor : Mercurius Partners Investments Limited

Purchaser : Hyde Park Group Limited, which is beneficially and wholly-owned by Mr. Tang

## **Subject of the Agreement**

Pursuant to the Agreement, the Vendor agreed to sell and the Offeror agreed to acquire the Sale Share, representing the entire issued share capital of Island New as at the date of this joint announcement.

The sole asset of Island New is its interests in 168,750,000 Shares, representing 75% of the issued share capital of the Company.

The Sale Share is sold free from all liens, charges, mortgages, pledges, encumbrances or security arrangements and other options, restrictions, conditions, claims or third party rights, interest or equity of any kind and together with all rights and benefits now and thereafter attaching thereto.

## **Consideration**

The total consideration for the Sale Share is HK\$308,812,500 which was agreed between the Vendor and the Offeror after arm's length negotiations, and represents a price of HK\$1.83 per Share for the 168,750,000 Shares in which Island New is interested.

On the signing of the Agreement, the Offeror has paid HK\$30,881,250 to the Vendor as the Initial Deposit. The Further Deposit of HK\$92,643,750 has been paid by the Offeror on 28 August 2009 to the Vendor as further deposit. The Initial Deposit and the Further Deposit shall be applied in partial satisfaction of the aggregate consideration under the Agreement. The balance of the consideration in the sum of HK\$185,287,500 shall be payable by the Offeror to the Vendor on Completion.

In the case of a termination of the Agreement by the Offeror pursuant to the terms of the Agreement which is due solely to a default of the Vendor, the Initial Deposit and the Further Deposit shall be refunded in full, without interest, to the Offeror and, all rights, obligations and liabilities of the parties to the Agreement shall cease and terminate and neither party shall have any claim against the other in respect of the Agreement save for (i) the obligations of the Vendor to refund the Initial Deposit and the Further Deposit to the Offeror; and (ii) the Vendor shall indemnify the Offeror for all reasonable costs incurred by the Offeror in respect of and incidental to the negotiation, implementation, execution or termination of the Agreement.

In the case of a termination by the Vendor pursuant to the terms of the Agreement which is due solely to a default of the Offeror, the Vendor shall be entitled to forfeit and retain for its sole benefit, (i) in the case of a default of the Offeror's obligations to pay the Further Deposit, the full amount of the Initial Deposit; or (ii) in the case of a default of the Offeror's obligations to complete the Agreement, the full aggregate amount of the Initial Deposit and the Further Deposit, and all rights, obligations and liabilities of the parties to the Agreement shall cease and terminate and neither party shall have any claim against the other in respect of the Agreement save for (i) the right of the Vendor to retain the Initial Deposit and the Further Deposit; and (ii) the Offeror shall indemnify

the Vendor against all reasonable costs properly incurred by the Vendor in respect of and incidental to the negotiation, preparation, execution or termination of the Agreement or the fulfilment of the condition of the Agreement.

### **Condition**

Completion is conditional upon satisfaction of the following condition, namely, that the Company shall, from the date of the Agreement up to (and including) the Completion Date, retain its listing status, with the trading in the Shares not having been suspended from listing, other than for any suspensions relating to any unusual price movements or for the purpose of effecting the transactions and matters referred to in the Agreement (inclusive of the Offer).

If the condition is not fulfilled at any time during the period up to the Completion Date (unless waived by the Offeror), the Vendor shall forthwith refund the Initial Deposit and the Further Deposit in full, without interest, to the Offeror and all rights, obligations and liabilities of the parties under the Agreement shall cease and terminate and neither party to the Agreement shall have any claim against the other in respect of the Agreement save for the obligation to refund the Initial Deposit and the Further Deposit and claims in respect of any antecedent breaches of the Agreement.

### **Completion**

Subject to fulfillment of the condition set out in the Agreement, Completion shall take place on the Completion Date. Further announcement will be made by the Company and the Offeror upon Completion.

### **POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER**

As at the date of this joint announcement and prior to Completion, the Offeror and parties acting in concert with it do not hold any Shares. Upon Completion, the Offeror and parties acting in concert with it will become interested in a total of 168,750,000 Shares, representing 75% of the issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional general offer in cash for all the issued Shares other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it.

As at the date hereof, the Company has 225,000,000 Shares in issue and does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

### **Principal terms of the Offer**

Sun Hung Kai, the financial adviser to the Offeror, will make the Offer, which is unconditional in all respects, on behalf of the Offeror in compliance with the Takeovers Code on the following terms:

For every Offer Share . . . . . HK\$1.83 in cash

The Offer Shares to be acquired under the Offer shall be fully paid and free from all liens, charges, mortgages, pledges, encumbrances or security arrangements and other options, restrictions, conditions, claims or third party rights, interest or equity of any kind and together with all rights and benefits now and thereafter attaching thereto as at the date of the Agreement, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date of the Agreement.

### **Comparison of value**

The Offer Price of HK\$1.83 is equal to the effective price per Share paid by the Offeror under the Agreement and represents:

- (i) a premium of approximately 47.58% over the closing price of HK\$1.24 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 61.95% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the 5 trading days up to and including the Last Trading Day of approximately HK\$1.13 per Share;
- (iii) a premium of approximately 75.96% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day of HK\$1.04 per Share; and
- (iv) a premium of approximately 79.41% over the audited consolidated total equity attributable to Shareholders of approximately HK\$1.02 per Share as at 31 December 2008.

### **Highest and lowest Share prices**

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period immediately preceding the Last Trading Day were HK\$1.26 per Share on 13 August 2009 and HK\$0.55 per Share on 1 April 2009 and 9 April 2009 respectively.

### **Value of the Offer**

On the basis of the Offer Price of HK\$1.83 per Offer Share and 225,000,000 Shares in issue as at the date of this joint announcement, the entire issued share capital of the Company is valued at HK\$411,750,000. As the Offeror and parties acting in concert with it will hold 168,750,000 Shares immediately after Completion, the remaining 56,250,000 Shares will be subject to the Offer and the Offer is valued at HK\$102,937,500 based on the Offer Price.

### **Financial resources available to the Offeror**

Sun Hung Kai is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptances of the Offer. The Offer will be financed by credit facilities provided by Sun Hung Kai Investment Services Limited to the Offeror.

### **Stamp duty**

Seller's ad valorem stamp duty payable by the Independent Shareholders who accept the Offer and calculated at a rate of 0.1% of the market value of the Offer Shares or the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable by the Offeror to the relevant Independent Shareholder on acceptance of the Offer. The Offeror will arrange for payment of the sellers' ad valorem stamp duty on behalf of the accepting Independent Shareholders and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Shares.

### **Payment**

Payment in cash in respect of acceptances of the Offer will be made as soon as practicable but in any event within 10 days of the date on which the relevant documents of title are received by the Offeror to render each such acceptance complete and valid.

### **Other arrangements**

As at the date of this joint announcement, there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or the Company and which might be material to the Offer. There is no agreement or arrangement to which the Offeror is a party which relate to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer.

As at the date of this joint announcement, none of the Offeror nor the parties acting in concert with it has received any irrevocable commitment to accept the Offer.

### **Overseas Shareholders**

The Offer will be in respect of securities of a company incorporated in Hong Kong and will be subject to the procedure and disclosure requirements of Hong Kong, which may be different from other jurisdictions. The ability of Shareholders outside Hong Kong wishing to participate in the Offer will also be subject to, and may be limited by, the laws and regulations of their respective jurisdictions.



## SHAREHOLDING STRUCTURE

Set out below is a table showing the shareholding structure of the Company (i) as at the date of this joint announcement and immediately prior to Completion; and (ii) immediately after Completion:

	<b>As at the date of this joint announcement and immediately prior to Completion</b>		<b>Immediately after Completion</b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Island New and parties acting in concert with it	168,750,000	75	168,750,000	75
Public Shareholders	56,250,000	25	56,250,000	25
Total	<u>225,000,000</u>	<u>100</u>	<u>225,000,000</u>	<u>100</u>

*Note:*

*As at the date of this joint announcement and immediately prior to Completion, Island New is wholly-owned by the Vendor. Immediately after Completion, Island New will be wholly-owned by the Offeror.*

## INFORMATION ON THE OFFEROR

The Offeror is an investment holding company and is beneficially and wholly-owned by Mr. Tang. The principal activity of the Offeror is investment holding. As at the date of this joint announcement, Mr. Tang and Ms. Wu Hoi Shan are the only directors of the Offeror. Ms. Wu Hoi Shan is the spouse of Mr. Tang.

Mr. Tang, aged 39, is a managing director of Shikumen Capital Management Limited. He is responsible for its investment activity, operations and business development.

Prior to co-founding Shikumen Capital Management Limited, Mr. Tang, from 1992 to 2007, spent 15 years in financial asset management industry. Mr. Tang was an active investor in publicly traded companies, PIPEs, pre-IPOs, private equities and structured transactions.

Mr. Tang graduated from Wharton School, University of Pennsylvania with a bachelor of science and economics degree majoring in finance and accounting in 1992.

Save for being a director of the Offeror which has entered into the Agreement with the Vendor, Mr. Tang does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this joint announcement, save for the 168,750,000 Shares held by Island New, Mr. Tang does not have any interest in the Shares within the meaning of Part XV of the SFO.



Upon Completion, Mr. Tang has the intention of entering into a service contract with the Company, details of which will be disclosed in an announcement to be issued by the Company. Mr. Tang will be appointed as an executive Director and the director of all of the subsidiaries of the Company with effect from the date immediately after the composite offer document has been posted as required by the Takeovers Code.

Save for the shareholding interest in the Company held by the Offeror and parties acting in concert with it as disclosed in the section headed "Shareholding structure" above, the Offeror and its beneficial owner are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

The Offeror and parties acting in concert with it have not dealt in the Shares in the six-month period up to the date of this joint announcement. The Offeror and parties acting in concert with it have not entered into any contracts in relation to the outstanding derivatives in respect of securities in the Company nor borrowed or lent any relevant securities (as defined in Note 4 of Rule 22 of the Takeovers Code) in the Company.

#### **INFORMATION ON THE GROUP**

The Company is an investment holding company with its subsidiaries principally engaged in investment holding, provision of mortgage finance and other related services and treasury investments.

The Group recorded audited loss attributable to equity holders of the Company of approximately HK\$2,711,000 and approximately HK\$1,465,000 for the two financial years ended 31 December 2007 and 2008 respectively. The audited consolidated total equity attributable to equity holders of the Company as at 31 December 2007 and 31 December 2008 were approximately HK\$229,260,000 and approximately HK\$228,580,000 respectively.

#### **OFFEROR'S INTENTION ON THE GROUP**

It is the intention of the Offeror that the Group will continue its existing principal activities. The Offeror does not intend to introduce any major changes to the existing operation and business of the Company by reason only of the Offer. The Offeror will explore other business opportunities and consider whether any assets and/or business acquisitions by the Group will be appropriate in order to enhance its growth. The Offeror will conduct a more detailed review on the operations of the Group with a view to developing a comprehensive corporate strategy to broaden the income stream of the Group. In the event that any of such opportunities materialise, further announcement(s) will be made by the Company as and when required by the Listing Rules. As at the date of this joint announcement, the Offeror has no intention or concrete plan for any acquisition or disposal of assets and/or business by the Group.

## **PROPOSED CHANGE OF BOARD COMPOSITION**

The Board is currently made up of seven Directors, comprising four executive Directors and three independent non-executive Directors.

The Offeror currently intends to nominate one new executive Director, being Mr. Tang, to the Board with effect from the date immediately after the composite offer document has been posted as required by the Takeovers Code. The Offeror has not yet decided any further nomination to the Board. Any changes to the Board will be made in compliance with the Takeovers Code and the Listing Rules and further announcement(s) will be made accordingly.

## **MAINTAINING THE LISTING STATUS OF THE COMPANY**

The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offer.

**The Stock Exchange has stated that if, upon closing of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25%, of the issued Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, then it will consider exercising its discretion to suspend trading in the Shares.**

## **DEALING DISCLOSURE**

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code) of the Company and the Offeror (within the meaning of the Takeovers Code) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

### ***“Responsibilities of stockbrokers, banks and other intermediaries***

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediates are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediates will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **GENERAL**

Under Rule 8.2 of the Takeovers Code, an offer document containing, among other things, details of the Offer, together with the relevant forms of acceptance and transfer, should be despatched to the Shareholders as soon as practicable, but in any event within 21 days of the date of this joint announcement or such later date as the Executive may approve. An application will be made by the Offeror for the Executive’s consent to extend the deadline for despatch of the composite offer document to within 7 days after Completion.

In accordance with the Takeovers Code, the Company is required to send the offeree board circular in relation to the Offer to the Shareholders within 14 days of the posting of the offer document, or such later date as the Executive may approve.

It is the intention of the Offeror and the Board that the offer document will be combined with the offeree board circular, and a composite offer document containing, among other things, details of the Offer (including the expected timetable), the recommendation from the Independent Board Committee to the Independent Shareholders and the advice from the Independent Financial Advisor to the Independent Board Committee in respect of the Offer, will be despatched to the Shareholders within 7 days after Completion.

The Independent Board Committee comprising all the independent non-executive Directors, who have no direct or indirect interest in the Offer, has been established to advise the Independent Shareholders in respect of the Offer. Somerley Limited has been appointed by the Company to advise the Independent Board Committee in respect of the Offer. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee.

## **Warning**

**The Offer will only be made if completion of the sale and purchase of the Sale Share takes place. Completion is subject to satisfaction or waiver of the condition contained in the Agreement and described under the paragraph headed “Condition” in the section headed “The Agreement” above and accordingly the Offer may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

## **SUSPENSION AND RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:30 a.m. on 19 August 2009 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 31 August 2009.

## **DEFINITIONS**

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

“acting in concert”	has the meaning ascribed thereto in the Takeovers Code
“Agreement”	the sale and purchase agreement dated 21 August 2009 entered into between the Offeror and the Vendor in relation to the sale and purchase of the Sale Share
“associates”	has the meanings ascribed to it under the Listing Rules
“Board”	the board of Directors
“BVI”	British Virgin Islands
“Company”	The Hong Kong Building and Loan Agency Limited (stock code: 145), a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the sale and purchase of the Sale Share in accordance with the terms of the Agreement
“Completion Date”	the date of Completion, being 25 September 2009 or such earlier date as the Offeror and the Vendor may agree
“Directors”	directors of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegates of the executive director
“Further Deposit”	the further deposit in the amount of HK\$92,643,750 payable by the Offeror to the Vendor within seven days from the date of the Agreement

“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board comprising all the independent non-executive Directors to advise the Independent Shareholders on the terms of the Offer
“Independent Financial Adviser”	Somerley Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the independent financial adviser to the Independent Board Committee in relation to the Offer
“Independent Shareholders”	Shareholders other than the Offeror and parties acting in concert with it
“Initial Deposit”	the initial deposit in the amount of HK\$30,881,250 paid by the Offeror to the Vendor on the signing of the Agreement
“Island New”	Island New Finance Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Vendor as at the date of this joint announcement and immediately prior to Completion
“Last Trading Day”	18 August 2009, being the last trading day of the Shares immediately prior to their being suspended from trading on the Stock Exchange on 19 August 2009 pending the release of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Tang”	Mr. Tang Yu Ming, Nelson, the sole beneficial owner and one of the directors of the Offeror, and who is expected to be appointed as an executive Director with effect from the date immediately after the composite offer document has been posted as required by the Takeovers Code

“Offer”	the possible mandatory unconditional cash offer to be made by Sun Hung Kai on behalf of the Offeror for all the issued Shares other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it pursuant to Rule 26.1 of the Takeovers Code
“Offeror”	Hyde Park Group Limited, a company incorporated in the BVI with limited liability which is beneficially and wholly-owned by Mr. Tang, being the purchaser of the Sale Share under the Agreement
“Offer Price”	the price at which the Offer will be made, i.e. at HK\$1.83 per Offer Share
“Offer Share(s)”	issued Shares other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it
“PRC”	the People’s Republic of China which, for the purpose of this joint announcement, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Sale Share”	one share of US\$1.00 in the capital of Island New agreed to be acquired by the Offeror from the Vendor pursuant to the terms and conditions of the Agreement
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$1.00 each in the issued share capital of the Company
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sun Hung Kai”	Sun Hung Kai International Limited, a licensed corporation under the SFO permitted to engage in type 1 (dealings in securities) and type 6 (advising on corporate finance) regulated activities, and the financial adviser to the Offeror

“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Vendor”	Mercurius Partners Investments Limited, a company incorporated in the BVI with limited liability, which holds the Sale Share as at the date of the joint announcement and immediately prior to Completion
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

By order of the board of directors of  
**Hyde Park Group Limited**  
**Nelson Yu Ming Tang**  
*Director*

By order of the Board  
**The Hong Kong Building and  
Loan Agency Limited**  
**John Zwaanstra**  
*Chairman*

Hong Kong, 28 August 2009

*As at the date of this joint announcement, the Board comprises Mr. John Zwaanstra, Mr. John Pridjian, Mr. Todd David Zwaanstra and Mr. Jonathon Jarrod Lawless being executive Directors; and Mr. Alan Howard Smith, JP, Mr. Stephen King Chang-Min and Mr. Patrick Smulders being independent non-executive Directors.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. Tang Yu Ming, Nelson and Ms. Wu Hoi Shan.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it, the terms and conditions of the Offer and Offeror’s intention regarding the Group), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendor and parties acting in concert with them but including the Offeror’s intention regarding the Group), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.*