



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)

Proxy Form for the extraordinary general meeting to be held at LG2, The Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 3 April 2014, at 11:30 a.m. (or any adjournment thereof)

I/We¹, _____
of _____

being a member of The Hong Kong Building and Loan Agency Limited (the “**Company**”) and the registered holder(s) of _____ share(s)² in the capital of the Company,

HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or³ _____
of _____

as my/our proxy to vote and act for me/us at the extraordinary general meeting (and at any adjournment thereof) of the Company (the “**Meeting**”) to be held at LG2, The Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 3 April 2014 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the resolutions set out in the notice convening the Meeting (the “**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 resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR⁴	AGAINST⁴
1.	To approve, confirm and ratify the issuance and allotment the Further Conversion Shares (as defined in the circular) and to authorise the directors of the Company, as a specific mandate, to allot, issue and otherwise deal with the Further Conversion Shares (as defined in the circular) which may be issued by the Company upon full exercise of the conversion rights attaching to the Option Convertible Bonds (as defined in the circular) and the Possible Convertible Bonds (as defined in the circular) based on the Further Adjusted Conversion Price (as defined in the circular) and any subsequent adjustments on or before the maturity date of the Option Convertible Bonds (as defined in the circular) and the Possible Convertible Bonds (as defined in the circular).		

Dated this _____ day of _____ 2014 Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of is preferred, strike out “Chairman of the meeting” 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to the Notice convening the Meeting.
5. The form of proxy must be signed by you or your attorney duly authorized in writing, or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. 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 thereof, must be deposited at the Company’s registered office, Unit F, 7/F, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong no later than 48 hours before the appointed time for the holding of the Meeting (or any adjournment thereof).
8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in case of such event, this form of proxy shall be deemed to be revoked.