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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of The Hong Kong Building and Loan Agency (the “**Company**”) will be held at LG2, The Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Tuesday, 5 November 2013 at 11:00 a.m. to consider and, if thought fit, pass the following resolution(s) as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the first placing agreement dated 26 February 2013 (the “**First Placing Agreement**”), (a copy of which is marked as “A” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose), the supplemental placing agreement dated 15 March 2013 (the “**Supplemental Placing Agreement**”), (a copy of which is marked as “B” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose), the second supplemental placing agreement dated 22 August 2013 (the “**Second Supplemental Placing Agreement**”), (a copy of which is marked as “C” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) and the third supplemental placing agreement

dated 16 October 2013 (the “**Third Supplemental Placing Agreement**”), (a copy of which is marked as “D” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) entered into between the Company as the issuer and FT Securities Limited as the placing agent in relation to the placing of the convertible bonds (the “**Convertible Bonds**”) in the principal amount of up to an aggregate of HK\$60,750,000 on a best-effort basis (the “**Placing**”) at the conversion price of HK\$0.135 per conversion share of the Company (the “**Conversion Share**”) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) conditional upon, among others, The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares, the allotment and issuance of the Conversion Shares pursuant and subject to the terms and conditions of the Placing Agreements be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his or her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Placing and the transactions contemplated thereunder, including the allotment and issuance of the Conversion Shares, and to agree to such variations of the terms of the First Placing Agreement, the Supplemental Placing Agreement, the Second Supplemental Placing Agreement and the Third Supplemental Placing Agreement as he or she may in his or her absolute discretion consider necessary or desirable.”

By order of the Board
The Hong Kong Building and Loan Agency Limited
So Yuen Chun
Executive Director

Hong Kong, 21 October 2013

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's registered office of Unit F, 7/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting in person at the extraordinary general meeting or any adjournment.
- (4) As at the date of this notice, the Board comprises Mr. So Yuen Chun and Mr. Yeung Kwok Leung being executive Directors; Mr. Lam Kwok Hing, Wilfred being non-executive Director; and Mr. Yeung Wai Hung, Peter, Mr. Lam Raymond Shiu Cheung and Ms. Yuen Wai Man being independent non-executive Directors.