



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer The Hong Kong Building and Loan Agency Limited

Date Submitted 5 June 2014

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00145</u>	Description : <u>HK BLDG & LOAN</u>		
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
(2) Stock code : <u>N/A</u>	Description : _____		
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

_____ N/A _____

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>607,641,866</u>	<u>--</u>	<u>--</u>	<u>--</u>
Increase/ (decrease) during the month	<u>29,754,000</u>	<u>--</u>	<u>--</u>	<u>--</u>
Balance at close of the month	<u>637,395,866</u>	<u>--</u>	<u>--</u>	<u>--</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1.Exercise Price HK\$0.273 Date of grant: 28 December 2012 Option Scheme approved on 22/05/2008 Ordinary shares	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>13,053,600</u>
(Note 1)						
2. -- (/ /) shares	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>
(Note 1)						
3. -- (/ /) shares	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>
(Note 1)						
			Total A. (Ordinary shares)	<u>0</u>		
			(Preference shares)	<u>--</u>		
			(Other class)	<u>--</u>		
Total funds raised during the month from exercise of options (State currency)				<u>0</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____				_____	_____	_____

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bonds						
	HK\$	1,566,000	2,975,400	1,566,000	29,754,000	15,660,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	Originally HK\$0.18 and was subsequently further adjusted to HK\$0.10 with effect from 17 February 2014					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. Convertible Bonds						
	HK\$	41,850,000	0	41,850,000	0	310,000,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.135					
EGM approval date (if applicable) (dd/mm/yyyy)	(5/11/2013)					
3. --	--	--	--	--	--	--
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. --	--	--	--	--	--	--
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
			Total C. (Ordinary shares)		29,754,000	
			(Preference shares)		--	
			(Other class)		--	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. In accordance with the terms and conditions of the Second Placing Agreement, the Second Placing was completed on 8 October 2012 and a total of 100 Options had been successfully placed to not less than six Placees at the premium of HK\$7,830 per Option. Upon exercise of each of the Option, the Optionholder is entitled to subscribe for the Convertible Bonds in the principal amount of HK\$156,600 at the Subscription Price of HK\$156,600. 10 Options had been converted into Convertible Bonds in the principal amount of HK\$1,566,000.00 in November 2013. 4 Options had also been converted into Convertible Bonds in the principal amount of HK\$626,400.00 in December 2013. 17 Options had also been converted into Convertible Bonds in the principal amount of HK\$2,662,200.00 in April 2014. 19 Options had also been converted into Convertible Bonds in the principal amount of HK\$2,975,400.00 in May 2014. Assuming exercise of all of the 50 remaining Options, the Option holders are entitled to subscribe for, in aggregate, the Convertible Bonds in the principal amount of up to HK\$7,830,000 at the Subscription Price of HK\$7,830,000. Since the Capital Reorganisation became effective, the Convertible Bonds are convertible at the Conversion Price of HK\$0.14 per Conversion Share as adjusted with effect from 19 December 2013. As a result of the completion of the Placing, the conversion price of the Possible Convertible Bonds may be subject to relevant adjustments under the terms of the Possible Convertible Bonds. According to the findings of the independent accountant engaged by the Company regarding the relevant adjustments, the conversion price of the Possible Convertible Bonds has been further adjusted from HK\$0.14 to HK\$0.10 per Conversion Share with effect from 17 February 2014. (See Remark 1) (/ /) shares (Note 1)</p>	0	78,300,000

<p>2. On 27 May 2014, the Company and the Joint Placing Agents entered into the Placing Agreement pursuant to which, the Company has conditionally agreed to place, through the Joint Placing Agents on a best effort basis, up to 397,000,000 Placing Shares in Tranches at the Placing Price of HK\$0.8 per Placing Share, to not less than six Placers who and whose beneficial owners are independent third parties to the Company.</p> <p>Pursuant to the Stock Lending and Subscription Agreement, which is to be entered into between the Company, the Other Vendors, and Pacific Foundation Securities Ltd., the Other Vendors would conditionally agree to lend or otherwise make available the PF Placing Shares to Pacific Foundation Securities Ltd. for the purpose of the PF Placing, and Pacific Foundation Securities Ltd. shall be authorised to deal with the PF Placing Shares in such manner in the PF Placing under the Placing as it deems fit and appropriate. The Other Vendors would also undertake to subscribe for up to 87,000,000 GM Subscription Shares as is equivalent to the exact number of PF Placing Shares placed in the PF Placing, and the GM Subscription shall be governed and regulated by the provisions under the Stock Lending and Subscription Agreement. The GM Subscription Shares will be issued under the General Mandate.</p> <p>On 27 May 2014, the Company, the First Vendor, and FT Securities Limited entered into the CB Lending and Subscription Agreement pursuant to which, the First Vendor has conditionally agreed to lend or otherwise make the Convertible Bonds available to FT Securities Limited at the principal amount of the Convertible Bonds, and FT Securities Limited may convert the principal amount of the Convertible Bonds or any part thereof into such number of Shares for the purpose of the FT Placing. The Company shall use its best endeavours to ensure the issuance of the New CB, and FT Securities Limited shall subscribe for the New CB in accordance with the CB Lending and Subscription Agreement, and the Transfer shall take place immediately after the completion of the CB Subscription. FT Securities Limited shall subscribe for the New CB in such principal amount as is equivalent to the aggregate principal amount of the Convertible Bonds being converted into FT Placing Shares for the purpose of the FT Placing to be issued by the Company, and in any event, the principal amount of the New CB shall not exceed HK\$41,850,000, and the terms and conditions of the New CB shall be exactly identical to those of the Convertible Bonds. The New CB under the CB Subscription will be issued under the Specific Mandate. Based on the initial conversion price of HK\$0.135 of the New CB, a maximum number of 310,000,000 New Conversion Shares will be allotted and issued upon exercise of the conversion rights attaching to the New CB in full. (See Remark 2)</p> <p style="text-align: right;">(/ /) shares (Note 1)</p>	0	397,000,000
<p>3. (/ /) shares (Note 1)</p> <p style="text-align: right;">Total D. (Ordinary shares)</p> <p style="text-align: right;">(Preference shares)</p> <p style="text-align: right;">(Other class)</p>	0 -- --	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (/ /) (dd/mm/yyyy)	_____	_____
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (/ /) (dd/mm/yyyy)	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (/ /) (dd/mm/yyyy)	_____	_____
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (/ /) (dd/mm/yyyy)	_____	_____

			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue					
5.	Scrip dividend	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
6.	Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
7.	Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
		Total E. (Ordinary shares) _____	_____
		(Preference shares) _____	_____
		(Other class) _____	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>29,754,000</u>
	(2)	<u>--</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>--</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>--</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

(1) For details, please refer to the Company's announcements dated 24 July 2012, 8 October 2012, 18 December 2012, 31 December 2013, 25 February 2014 and circular dated 18 March 2014.

(2) For details, please refer to the Company's announcement dated 27 May 2014.

Submitted by: Tricor Tengis Limited

Title: Share Registrar
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet*