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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 Limited (the “**Company**”) will be held at Guo Fu Lou, LG2, The Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong, at 11:30 a.m. on Wednesday, 17 September 2014 to consider and, if thought fit, pass the following resolution(s) as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. **“THAT:**

- (a) the convertible bond lending and subscription agreement dated 27 May 2014 (the “**CB Lending and Subscription Agreement**”) (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification purpose) entered into between the Company, Sina Winner Investment Limited and FT Securities Limited with the instrument constituting the New CB to be executed by the Company in the form of deed (the “**New CB Instrument**”) (a copy of which has been produced to the meeting marked “B” and initiated by the chairman of the meeting for the purpose of identification purpose) in relation to the issuance of new convertible bonds of an aggregate principal amount of HK\$5,400,000 (the “**New CB**”), at the conversion price of HK\$0.135

(subject to adjustments) per conversion share (the “**New Conversion Shares**”) of the Company (the “**CB Subscription**”) 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 New Conversion Shares, the allotment and issuance of the New Conversion Shares pursuant and subject to the terms and conditions of the CB Lending and Subscription Agreement and the New CB Instrument 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 or she may in his or her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the CB Lending and Subscription Agreement and the New CB Instrument and the transactions contemplated thereunder, including the allotment and issuance of the New Conversion Shares upon conversion of the New CB.”
2. (i) To re-elect Ms. Diana Liu He as an executive director of the Company.
- (ii) To re-elect Mrs. Chu Ho Miu Hing as an independent non-executive director of the Company.

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

Hong Kong, 1 September 2014

*Registered Office:*

Unit F, 7/F

China Overseas Building

139 Hennessy Road

Wanchai, Hong Kong

*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) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the extraordinary general meeting, the meeting will be postponed. The Company will post an announcement on the Company's website <http://www.hkbla.com.hk> and the "Latest Company Announcements" page of the Stock Exchange website to notify Shareholders of the date, time and place of the rescheduled meeting
- (5) As at the date of this notice, the Board comprises Mr. So Yuen Chun and Ms. Diana Liu He being executive Directors; Mr. Lam Kwok Hing, Wilfred and Mr. Huang Lizhi being non-executive Directors; and Mr. Yeung Wai Hung, Peter, Ms. Yuen Wai Man and Mrs. Chu Ho Miu Hing being independent non-executive Directors.