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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)**

### **FRAMEWORK AGREEMENT**

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board is pleased to announce that on 30 November 2010 (after trading hours), Wise Planner, a wholly-owned subsidiary of the Company, entered into the Framework Agreement in relation to the Possible Acquisition.

The Target Group is principally engaged in the design and provision of energy saving solutions for offices as well as commercial and residential buildings to enhance the overall energy consumption efficiency of central air-conditioning system.

**The Board wishes to emphasize that the Possible Acquisition is subject to, among others, the signing of the Formal Agreement, the terms and conditions of which are yet to be agreed. The Framework Agreement may or may not lead to the entering into of the Formal Agreement, as such, the Possible Acquisition may or may not proceed, shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

In the event that the Possible Acquisition materialises, the Possible Acquisition may constitute a notifiable transaction under Chapter 14 of the Listing Rules. The Company will comply with its disclosure requirements and make further announcement(s) pursuant to the Listing Rules in respect of the Possible Acquisition, as and when appropriate.

This announcement is made pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board of directors (the “**Board**”) is pleased to announce that on 30 November 2010 (after trading hours), Wise Planner Limited (“**Wise Planner**”), a wholly-owned subsidiary of the Hong Kong Building and Loan Agency Limited (the “**Company**”), entered into a framework agreement (the “**Framework Agreement**”) in relation to the possible acquisition (the “**Possible Acquisition**”) of equity interest in Weldtech Technology Co. Limited (the “**Target Company**”).

Pursuant to the Framework Agreement, Wise Planner is granted a right of first refusal, for an exclusive period of three months from the date of the Framework Agreement (the “**Exclusivity Period**”), to acquire not less than 50% equity interest in the Target Company. The aggregate consideration for the Possible Acquisition shall not be higher than the valuation of the Subsidiary set out in the valuation report to be prepared by a valuer jointly appointed by Wise Planner and the Target Company. The valuation for the entire 100% equity interest of the Subsidiary shall not be less than HK\$3,000,000,000. No payment is required to be made upon execution of the Framework Agreement.

During the Exclusivity Period, the Target Company undertakes, among others, not to engage in any negotiation with any other third party in relation to any acquisition of shares of the Target Company.

The Target Company, a company incorporated in Hong Kong with limited liability, is an investment holding company, which, together with its wholly-owned subsidiary (the “**Subsidiary**”) incorporated in the People’s Republic of China (the “**Target Group**”), are principally engaged in the design and provision of energy saving solutions for offices as well as commercial and residential buildings to enhance the overall energy consumption efficiency of central air-conditioning system.

**The Board wishes to emphasize that the Possible Acquisition is subject to, among others, the signing of a formal agreement (the “Formal Agreement”) for the sale and purchase of shares in the Target Company, the terms and conditions of which are yet to be agreed. The Framework Agreement may or may not lead to the entering into of the Formal Agreement, as such, the Possible Acquisition may or may not proceed, shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

In the event that the Possible Acquisition materialises, the Possible Acquisition may constitute a notifiable transaction under Chapter 14 of the Listing Rules. The Company will comply with its disclosure requirements and make further announcement(s) pursuant to the Listing Rules in respect of the Possible Acquisition as and when appropriate.

By order of the Board  
**The Hong Kong Building and Loan Agency Limited**  
**Au Tin Fung**  
*Executive Director*

Hong Kong, 30 November 2010

*As at the date of this announcement, the Board comprises Mr. Lau Yu Fung, Wilson, Mr. Chan Chun Wai and Mr. Au Tin Fung being executive Directors; Mr. Chan Chi Yuen, Mr. So Yuen Chun and Mr. Ng Cheuk Fan, Keith being independent non-executive Directors.*