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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 LG2, The Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 3 April 2014 at 11:30 a.m. to consider and, if thought fit, pass the following resolution(s) as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the issuance and allotment of any additional conversion shares in the share capital of the Company (the “**Further Conversion Shares**”) as a result of the adjustment to the conversion price of the convertible bonds up to the principal amount of HK\$1,566,000 (the “**Option Convertible Bonds**”) and the convertible bonds up to the principal amount of HK\$13,467,000 to be subscribed upon exercise of the existing 86 options issued by the Company to subscribe for convertible bonds (the “**Possible Convertible Bonds**”) due to exercise of the rights attaching to the Option Convertible Bonds and the Possible Convertible Bonds, and any subsequent adjustments on or before the maturity date of the Option Convertible Bonds and the Possible Convertible Bonds in accordance with the terms and conditions of the Option Convertible Bonds and the Possible Convertible Bonds be and is hereby approved, confirmed and ratified; and

- (b) the Directors be and are hereby authorised, as a specific mandate, to allot, issue and otherwise deal with the Further Conversion Shares which may be issued by the Company upon full exercise of the conversion rights attaching to the Option Convertible Bonds and the Possible Convertible Bonds based on the conversion price and any subsequent adjustments on or before the maturity date of the Option Convertible Bonds and the Possible Convertible Bonds in accordance with its terms and conditions.”

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

Hong Kong, 18 March 2014

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 Mr. Yeung Kwok Leung being executive Directors; Mr. Lam Kwok Hing, Wilfred, J.P. 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.