



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer The Hong Kong Building and Loan Agency Limited

Date Submitted 3 February 2015

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|                                     |   |  |  |
|-------------------------------------|---|--|--|
| (1) Stock code : <u>00145</u>       | Description : <u>HK BLDG &amp; LOAN</u> |  |  |
|                                     | No. of ordinary<br>shares               | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>shares               | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>( <i>State currency</i> ) | Authorised share capital<br>( <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<br>( <i>State currency</i> ) | Authorised share capital<br>( <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>1,025,749,466</u>   | <u>--</u> | <u>--</u>               | <u>--</u>                      |
| Increase/ (decrease) during the month | <u>0</u>               | <u>--</u> | <u>--</u>               | <u>--</u>                      |
| Balance at close of the month         | <u>1,025,749,466</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<br>HK\$0.273<br>Option Scheme approved on<br>22/05/2008<br>Ordinary shares             | <u>0</u>                  | <u>0</u>  | <u>0</u>                   | <u>0</u> | <u>0</u>   | <u>0</u>  |
| (Note 1)   |                           |           |                            |          |  |   |
| 2. Exercise Price<br>HK\$0.9<br>Option Scheme approved on<br>22/05/2008<br>Ordinary shares               | <u>4,000,000</u>          | <u>0</u>  | <u>0</u>                   | <u>0</u> | <u>0</u>   | <u>4,000,000</u><br>(vesting period until<br>22 January 2016)                             |
| (Note 1)   |                           |           |                            |          |  |   |
| 2. Exercise Price<br>HK\$1.5<br>Option Scheme approved on<br>22/05/2008<br>Ordinary shares               | <u>4,000,000</u>          | <u>0</u>  | <u>0</u>                   | <u>0</u> | <u>0</u>   | <u>4,000,000</u><br>(vesting period until<br>22 January 2017)                             |
| (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<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| <del>1.</del>  |                                 |   |                                  |   |  |  |
| <del>( / / )</del>                                       |                                 |   |                                  |   |  |  |
| <del>Stock code (if listed) _____</del>                  |                                 |   |                                  |   |  |  |
| <del>Class of shares _____</del>                         |                                 |   |                                  |   |  |  |
| <del>issuable (Note 1) _____</del>                       |                                 |   |                                  |   |  |  |
| <del>Subscription price _____</del>                      |                                 |   |                                  |   |  |  |
| <del>EGM approval date _____</del>                       |                                 |   |                                  |   |  |  |
| <del>(if applicable) _____</del>                         |                                 |   |                                  |   |  |  |
| <del>(dd/mm/yyyy) ( / / ) _____</del>                    |                                 |   |                                  |   |  |  |
| <del>2.</del>  |                                 |   |                                  |   |  |  |
| <del>( / / )</del>                                       |                                 |   |                                  |   |  |  |
| <del>Stock code (if listed) _____</del>                  |                                 |   |                                  |   |  |  |
| <del>Class of shares _____</del>                         |                                 |   |                                  |   |  |  |
| <del>issuable (Note 1) _____</del>                       |                                 |   |                                  |   |  |  |
| <del>Subscription price _____</del>                      |                                 |   |                                  |   |  |  |
| <del>EGM approval date _____</del>                       |                                 |   |                                  |   |  |  |
| <del>(if applicable) _____</del>                         |                                 |   |                                  |   |  |  |
| <del>(dd/mm/yyyy) ( / / ) _____</del>                    |                                 |   |                                  |   |  |  |
| <del>3.</del>  |                                 |   |                                  |   |  |  |
| <del>( / / )</del>                                       |                                 |   |                                  |   |  |  |
| <del>Stock code (if listed) _____</del>                  |                                 |   |                                  |   |  |  |
| <del>Class of shares _____</del>                         |                                 |   |                                  |   |  |  |
| <del>issuable (Note 1) _____</del>                       |                                 |   |                                  |   |  |  |
| <del>Subscription price _____</del>                      |                                 |   |                                  |   |  |  |
| <del>EGM approval date _____</del>                       |                                 |   |                                  |   |  |  |
| <del>(if applicable) _____</del>                         |                                 |   |                                  |   |  |  |
| <del>(dd/mm/yyyy) ( / / ) _____</del>                    |                                 |   |                                  |   |  |  |
| <del>4.</del>  |                                 |   |                                  |   |  |  |
| <del>( / / )</del>                                       |                                 |   |                                  |   |  |  |
| <del>Stock code (if listed) _____</del>                  |                                 |   |                                  |   |  |  |
| <del>Class of shares _____</del>                         |                                 |   |                                  |   |  |  |
| <del>issuable (Note 1) _____</del>                       |                                 |   |                                  |   |  |  |
| <del>Subscription price _____</del>                      |                                 |   |                                  |   |  |  |
| <del>EGM approval date _____</del>                       |                                 |   |                                  |   |  |  |
| <del>(if applicable) _____</del>                         |                                 |   |                                  |   |  |  |
| <del>(dd/mm/yyyy) ( / / ) _____</del>                    |                                 |   |                                  |   |  |  |
|  |                                 |   |                                  |   | 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 |
|--|---|------------------------------------|----------------------------|------------------------------|--|---|
| <b>1. Convertible Bonds</b>                    |   |                                    |                            |                              |  |   |
|  | HK\$  | 1,566,000                          | 0                          | 1,566,000                    | 0  | 15,660,000  |
| Stock code (if listed)                         | N/A   |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | 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) | ( / / )   |                                    |                            |                              |  |   |
| <b>2. Convertible Bonds</b>                    |   |                                    |                            |                              |  |   |
|  | HK\$  | 41,850,000                         | 0                          | 41,850,000                   | 0  | 310,000,000   |
| Stock code (if listed)                         | N/A   |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary  |                                    |                            |                              |  |   |
| Subscription price                             | HK\$0.135   |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | (5/11/2013)   |                                    |                            |                              |  |   |
| <b>3. Convertible Bonds</b>                    |   |                                    |                            |                              |  |   |
|  | HK\$  | 434,980,010                        | 0                          | 434,980,010                  | 0  | 543,725,012   |
| Stock code (if listed)                         | N/A   |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary  |                                    |                            |                              |  |   |
| Subscription price                             | HK\$0.80  |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | (30/04/2014)  |                                    |                            |                              |  |   |
| <b>4. Convertible Bonds</b>                    |   |                                    |                            |                              |  |   |
|  | HK\$  | 827,520,000                        | 0                          | 827,520,000                  | 0  | 1,034,400,000   |
| Stock code (if listed)                         | N/A   |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary  |                                    |                            |                              |  |   |
| Subscription price                             | HK\$0.80  |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | (30/04/2014)  |                                    |                            |                              |  |   |
|  |   |                                    |                            | Total C. (Ordinary shares)   | 0  |   |
|  |   |                                    |                            | (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 |
|---|--|---|
| 1. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)  |  |   |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)  |  |   |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)  |  |   |
| Total D. (Ordinary shares)  |  |   |
| (Preference shares)   |  |   |
| (Other class)   |  |   |

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 _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 2. Open offer   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 3. Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 4. Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>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 |
|-------------------------|---------------------------------|--|---|
| 5. Scrip dividend       | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)                           |   |
|                         |                                 | Issue and allotment date : (dd/mm/yyyy) ( / / )                      |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|                         |                                 |  | _____   |
| 6. Repurchase of shares |                                 | Class of shares repurchased (Note 1) _____                           |   |
|                         |                                 | Cancellation date : (dd/mm/yyyy) ( / / )                             |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|                         |                                 | _____  |   |
| 7. Redemption of shares |                                 | Class of shares redeemed (Note 1) _____                              |   |
|                         |                                 | Redemption date : (dd/mm/yyyy) ( / / )                               |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|                         |                                 | _____  |   |
| 8. Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)                           |   |
|                         |                                 | Issue and allotment date : (dd/mm/yyyy) ( / / )                      |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|                         |                                 |  | _____   |



For Main Board and GEM listed issuers

|   |  | 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   |  |  |   |
| 9. Capital reorganisation                                       | Class of shares issuable _____<br>(Note 1) | ( / / )  |   |
|   | 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 _____<br>(Note 1) | ( / / )  |   |
|   | 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) | 0  |
|   | (2) | -- |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | -- |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | -- |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |    |

Remarks (if any):

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Submitted by: Tricolor Tengis Limited

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

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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*