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Hyde Park Group Limited

*(Incorporated in the British Virgin Islands
with limited liability)*

**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)

- (1) CLOSE OF THE MANDATORY UNCONDITIONAL CASH OFFER BY
SUN HUNG KAI INTERNATIONAL LIMITED
ON BEHALF OF
HYDE PARK GROUP LIMITED
FOR ALL THE ISSUED SHARES IN
THE HONG KONG BUILDING AND LOAN AGENCY LIMITED
(OTHER THAN THOSE ALREADY OWNED
OR AGREED TO BE ACQUIRED BY
HYDE PARK GROUP LIMITED
AND PARTIES ACTING IN CONCERT WITH IT);**
- (2) RESIGNATION OF DIRECTORS;**
- (3) RE-DESIGNATION OF DIRECTOR;**
- (4) CHANGES OF COMPOSITIONS OF BOARD COMMITTEES;**
- (5) CHANGE OF COMPANY SECRETARY;**
- (6) RESIGNATION OF QUALIFIED ACCOUNTANT;**
- AND**
- (7) CHANGE OF AUTHORIZED REPRESENTATIVES**

Reference is made to the joint announcements dated 28 August 2009 (the “First Joint Announcement”), 25 September 2009 and 2 October 2009 and the offer document dated 2 October 2009 (the “Offer Document”) issued by the Offeror and the Company in relation to the mandatory unconditional cash offer for all the issued shares in the Company other than those already owned by the Offeror and parties acting in concert with it.

CLOSE OF THE OFFER AND LEVEL OF ACCEPTANCE

The Offer closed on 23 October 2009. Up to 4:00 p.m. on 23 October 2009, being the latest time and date for acceptance of the Offer, 5 valid acceptances have been received in respect of a total of 575,000 Shares (representing approximately 0.26% of the entire issued share capital of the Company). Immediately following the close of the Offer, the Offeror, through holding Island New and parties acting in concert with it, were interested in an aggregate of 169,325,000 Shares, representing approximately 75.26% of the entire issued share capital of the Company. As at the date of this joint announcement, there were 55,675,000 Shares in the hands of the public, representing approximately 24.74% of the entire issued share capital of the Company. The Company has made an application to the Stock Exchange for a waiver from the strict compliance of Rule 8.08 of the Listing Rules. Each of the Company and the Offeror has undertaken to the Stock Exchange that it shall use all reasonable endeavours to take appropriate steps to ensure restoration of the minimum percentage of Shares to public hands within one month from the date of this joint announcement.

RESIGNATION OF DIRECTORS, RE-DESIGNATION OF DIRECTOR AND CHANGES OF COMPOSITIONS OF BOARD COMMITTEES

The Board wishes to announce that, with effect from 4:00 p.m. on 23 October 2009, (i) Mr. John Zwaanstra resigned as executive Director, chairman of the Board and member of the Executive Committee, (ii) Mr. John Pridjian resigned as executive Director, chief executive officer of the Company, member of the Remuneration Committee and chairman of the Executive Committee, (iii) Mr. Todd David Zwaanstra resigned as executive Director, member of the Executive Committee and the Nomination Committee, chairman of the Remuneration Committee and authorized representative of the Company, (iv), Mr. Jonathon Jarrod Lawless resigned as executive Director, member of the Executive Committee and chairman of the Nomination Committee, (v) Mr. Alan Howard Smith, *J.P.* resigned as independent non-executive Director, chairman of the Audit Committee and member of the Nomination Committee and the Remuneration Committee, (vi) Mr. Stephen King Chang-Min resigned as independent non-executive Director and member of the Remuneration Committee, Nomination Committee and Audit Committee, and (vii) Mr. Patrick Smulders resigned as independent non-executive Director and member of the Remuneration Committee, Nomination Committee and Audit Committee.

The Board is pleased to announce that Mr. Tang Yu Ming, Nelson has been appointed as the chairman of the Board with effect from 4:00 p.m. on 23 October 2009. The Board also announces the new compositions of the Audit Committee, Nomination Committee and Remuneration Committee following the resignations of Mr. John Zwaanstra, Mr. John Pridjian, Mr. Todd David Zwaanstra, Mr. Jonathon Jarrod Lawless, Mr. Alan Howard Smith, *J.P.* Mr. Stephen King Chang-Min and Mr. Patrick Smulders.

Following the re-designation of Mr. Au Tin Fung as an executive Director, the Company has two independent non-executive Directors and is not in full compliance with Rule 3.10 of the Listing Rules. The Company will identify a suitable candidate for appointment as independent non-executive director and member of the Audit Committee as soon as possible so as to comply with the requirements of Rule 3.10 of the Listing Rules.

CHANGE OF COMPANY SECRETARY AND RESIGNATION OF QUALIFIED ACCOUNTANT

The Board also wishes to announce that Mr. Ho Chi Yuen Brian resigned as the company secretary and the qualified accountant of the Company, and Ms. Chow Man Ngan has been appointed as the company secretary of the Company with effect from 4:00 p.m. on 23 October 2009.

CHANGE OF AUTHORISED REPRESENTATIVES

The Board announces that, with effect from 4:00 p.m. on 23 October 2009, Mr. Ho Chi Yuen Brian and Mr. Todd David Zwaanstra have ceased to act as the Authorized Representatives for the purposes of Rule 3.06(1) of the Listing Rules, and Mr. Au Tin Fung and Ms. Chow Man Ngan have been appointed as the Authorized Representatives.

Reference is made to the joint announcements dated 28 August 2009 (the “First Joint Announcement”), 25 September 2009 and 2 October 2009 and the offer document dated 2 October 2009 (the “Offer Document”) issued by the Offeror and the Company in relation to the mandatory unconditional cash offer for all the issued shares in the Company other than those already owned by the Offeror and parties acting in concert with it.

CLOSE OF THE OFFER AND LEVEL OF ACCEPTANCE

The Offer closed on 23 October 2009. Up to 4:00 p.m. on 23 October 2009, being the latest time and date for acceptance of the Offer, 5 valid acceptances have been received in respect of a total of 575,000 Shares (representing approximately 0.26% of the entire issued share capital of the Company). Immediately following the close of the Offer, the Offeror, through holding Island New and parties acting in concert with it, were interested in an aggregate of 169,325,000 Shares, representing approximately 75.26% of the entire issued share capital of the Company. As at the date of this joint announcement, there were 55,675,000 Shares in the hands of the public, representing approximately 24.74% of the entire issued share capital of the Company.

Save for the interests in the 168,750,000 Shares (representing 75% of the entire issued share capital of the Company) acquired by the Offeror pursuant to the Agreement, no other Shares or options, warrants or other securities convertible into Shares were held, controlled or directed by the Offeror and parties acting in concert with it before the offer period commencing on the date of the First Joint Announcement. Save for the acceptances of the Shares under the Offer, none of the Offeror or parties acting in concert with it has acquired or agreed to acquire any Shares during the offer period commencing on the date of the First Joint Announcement and up to the date of this joint announcement. As a result, the Offeror, through holding Island New and parties acting in concert with it, are interested in an aggregate of 169,325,000 Shares, representing approximately 75.26% of the entire issued share capital of the Company) immediately following the close of the Offer. The Offeror and parties acting in concert with it have not borrowed or lent any relevant securities (as defined in Note 4 of Rule 22 of the Takeovers Code) in the Company during the offer period commencing on the date of the First Joint Announcement and up to the date of this joint announcement. The Offeror and parties acting in concert with it have not dealt in value of the Shares since the commencement of the period beginning six months prior to the date of the First Joint Announcement and up to the date of this joint announcement. As at the date of this joint announcement, to the best of the knowledge, information and belief of the directors of the Offeror and having made all reasonable enquiries, there were 55,675,000 Shares in the hands of the public, representing approximately 24.74% of the entire issued share capital of the Company. The Company has made an application to the Stock Exchange for a waiver from the strict compliance of Rule 8.08 of the Listing Rules. Each of the Company and the Offeror has undertaken to the Stock Exchange that it shall use all reasonable endeavours to take appropriate steps to ensure restoration of the minimum percentage of Shares to public hands within one month from the date of this joint announcement.

The Stock Exchange has stated that at any time when the percentage of the Shares in the public hands is less than 25%, and the Stock Exchange has permitted trading in the Shares to continue if, among other things, the Stock Exchange believes a false market in the trading of the Shares exists or may exist, or that there are insufficient Shares in public hands to maintain an orderly market, the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares until a sufficient public float is attained.

SETTLEMENT

The amounts due to each of the Shareholders who have accepted the Offer as referred to above, less the relevant seller's ad valorem duty payable by them in respect of the Shares tendered by them under the Offer, will be paid by the Offeror to such Shareholders as soon as possible but in any event within 10 days of the date on which the relevant documents of title are received by Tricor Tengis Limited, the share registrar of the Company, to render such acceptance complete and valid.

RESIGNATION OF DIRECTORS, RE-DESIGNATION OF DIRECTOR AND CHANGES OF COMPOSITIONS OF BOARD COMMITTEES

The Board wishes to announce that, with effect from 4:00 p.m. on 23 October 2009:

1. Mr. John Zwaanstra, Mr. John Pridjian, Mr. Todd David Zwaanstra and Mr. Jonathon Jarrod Lawless resigned as executive Directors;
2. Mr. Alan Howard Smith, *J.P.* Mr. Stephen King Chang-Min and Mr. Patrick Smulders resigned as independent non-executive Directors;
3. Mr. John Pridjian resigned as the chairman of the executive committee of the Company (the “Executive Committee”), and Mr. John Zwaanstra, Mr. Todd David Zwaanstra and Mr. Jonathon Jarrod Lawless resigned as members of the Executive Committee;
4. Mr. John Zwaanstra resigned as chairman of the Board and Mr. Tang Yu Ming, Nelson has been appointed as chairman of the Board;
5. Mr. John Pridjian resigned as chief executive officer of the Company;
6. Mr. Au Tin Fung has been re-designated from an independent non-executive Director to an executive Director;
7. Mr. Alan Howard Smith, *J.P.* resigned as chairman of the audit committee (the “Audit Committee”) of the Board, Mr. Stephen King Chang-Min and Mr. Patrick Smulders resigned as members of the Audit Committee. Mr. Chan Chi Yuen has been appointed as the chairman of the Audit Committee and Mr. Yu Kam Kee, Lawrence has been appointed as a member of the Audit Committee;
8. Mr. Jonathon Jarrod Lawless resigned as chairman of the nomination committee (the “Nomination Committee”) of the Board, Mr. Todd David Zwaanstra, Mr. Alan Howard Smith, *J.P.* Mr. Stephen King Chang-Min and Mr. Patrick Smulders resigned as members of the Nomination Committee. Mr. Tang Yu Ming, Nelson has been appointed as the chairman of the Nomination committee and Mr. Chan Chi Yuen and Mr. Yu Kam Kee, Lawrence have been appointed as members of the Nomination Committee; and
9. Mr. Todd David Zwaanstra resigned as chairman of the remuneration committee of the Board (“Remuneration Committee”) of the Board, and Mr. John Pridjian, Mr. Alan Howard Smith, *J.P.* Mr. Stephen King Chang-Min and Mr. Patrick Smulders resigned as members of the Remuneration Committee. Mr. Tang Yu Ming, Nelson has been appointed as the chairman of the Remuneration Committee and Mr. Chan Chi Yuen and Mr. Yu Kam Kee, Lawrence have been appointed as members of the Remuneration Committee.

Each of Mr. John Zwaanstra, Mr. John Pridjian, Mr. Todd David Zwaanstra, Mr. Jonathon Jarrod Lawless, Mr. Alan Howard Smith, *J.P.* Mr. Stephen King Chang-Min and Mr. Patrick Smulders has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders in relation to his resignation.

The Board takes this opportunity to thank Mr. John Zwaanstra, Mr. John Pridjian, Mr. Todd David Zwaanstra, Mr. Jonathon Jarrod Lawless, Mr. Alan Howard Smith, *J.P.* Mr. Stephen King Chang-Min and Mr. Patrick Smulders for their valuable contributions to the Company during their tenure of office.

Following the re-designation of Mr. Au Tin Fung from an independent non-executive Director to an executive Director, the service contract entered into between the Company and Mr. Au Tin Fung on 2 October 2009 with reference to Mr. Au's appointment as independent non-executive Director has been rescinded with mutual consent and has no further effect with effect from 4:00 p.m. on 23 October 2009. At present, there is neither any proposed length of service with the Company in respect of Mr. Au's directorship nor any service contract between the Company and Mr. Au. The Company shall make further announcement as and when necessary.

Mr. Au, aged 51, graduated from the business management department of the Hong Kong Baptist University. He holds a master degree in business administration from the Upper Iowa University, the United States of America. He has worked for Wong's Kong Kin International (Holdings) Limited as the corporate assistant general manager and the director general of Shenzhen Dengcheng Realities Development Company Limited. Mr. Au was an independent non-executive director of China Conservational Power Holdings Limited (currently known as China Fortune Group Limited), a company listed on the Main Board, from 23 December 2005 to 10 May 2006. Mr. Au was also an independent non-executive director and a member of the audit committee and the remuneration committee of China Public Procurement Limited (formerly known as Sunny Global Holdings Limited) from 27 August 2007 to 30 September 2009.

Save as disclosed above, Mr. Au does not hold any directorships in other listed public companies in the last three years. There is no information relating to Mr. Au's re-designation which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Save as disclosed above and in the announcement of the Company dated 2 October 2009, there is no other information concerning each of the Directors newly appointed or re-designated to the various positions or committees of the Board which needs to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

Following the re-designation of Mr. Au Tin Fung as an executive Director, the Company has two independent non-executive Directors and is not in full compliance with Rule 3.10 of the Listing Rules. The Company will identify a suitable candidate for appointment as independent non-executive director and member of the Audit Committee as soon as possible so as to comply with the requirements of Rule 3.10 of the Listing Rules.

CHANGE OF COMPANY SECRETARY AND RESIGNATION OF QUALIFIED ACCOUNTANT

The Board also announces that Mr. Ho Chi Yuen Brian resigned as the company secretary and the qualified accountant of the Company with effect from 4:00 p.m. on 23 October 2009. Ms. Chow Man Ngan has been appointed as the company secretary of the Company with effect from 4:00 p.m. on 23 October 2009. Ms. Chow is a member of The Hong Kong Institute of Chartered Secretaries and has over 10 years' of experience in publicly listed companies in Hong Kong.

CHANGE OF AUTHORISED REPRESENTATIVES

The Board announces that, with effect from 4:00 p.m. on 23 October 2009, Mr. Ho Chi Yuen Brian and Mr. Todd David Zwaanstra have ceased to act as authorized representatives of the Company (the "Authorized Representatives") for the purposes of Rule 3.06(1) of the Listing Rules, and Mr. Au Tin Fung and Ms. Chow Man Ngan have been appointed as the Authorized Representatives.

DEFINITIONS

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise:

"acting in concert"	has the meaning ascribed thereto in the Takeovers Code
"Agreement"	the sale and purchase agreement dated 21 August 2009 entered into between the Offeror and the Vendor in relation to the sale and purchase of the Sale Share
"Board"	the board of Directors
"BVI"	British Virgin Islands
"Company"	The Hong Kong Building and Loan Agency Limited (stock code: 145), a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange

“Completion”	completion of the sale and purchase of the Sale Share in accordance with the terms of the Agreement
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Island New”	Island New Finance Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Offeror as at the date of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offer”	the mandatory unconditional cash offer being made by Sun Hung Kai International Limited on behalf of the Offeror for all the issued Shares other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it pursuant to Rule 26.1 of the Takeovers Code
“Offeror”	Hyde Park Group Limited, a company incorporated in the BVI with limited liability which is beneficially and wholly-owned by Mr. Tang Yu Ming, Nelson who has been appointed as non-executive Director
“PRC”	the People’s Republic of China which, for the purpose of this joint announcement, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Sale Share”	one share of US\$1.00 in the capital of Island New acquired by the Offeror from the Vendor pursuant to the terms and conditions of the Agreement
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$1.00 each in the issued share capital of the Company
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

“Vendor”	Mercurius Partners Investments Limited, a company incorporated in the BVI with limited liability, which held the Sale Share immediately prior to Completion
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

By order of the board of directors of
Hyde Park Group Limited
Tang Yu Ming, Nelson
Director

By order of the Board
**The Hong Kong Building and
Loan Agency Limited**
Tang Yu Ming, Nelson
Chairman

Hong Kong, 23 October 2009

As at the date of this joint announcement, taking into account the aforesaid changes, the Board comprises Mr. Lau Yu Fung, Wilson, Mr. Chan Chun Wai and Mr. Au Tin Fung being executive Directors; Mr. Tang Yu Ming, Nelson (Chairman) being non-executive Director; and Mr. Yu Kam Kee, Lawrence and Mr. Chan Chi Yuen being independent non-executive Directors.

As at the date of this joint announcement, the directors of the Offeror are Mr. Tang Yu Ming, Nelson and Ms. Wu Hoi Shan.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it and the terms and conditions of the Offer), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendor and parties acting in concert with them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.