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HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

(Warrant Code: 1248)

RESULTS OF THE RIGHTS ISSUE AND ADJUSTMENTS TO THE WARRANTS

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that the Rights Issue and the Underwriting Agreement became unconditional at 4:30 p.m. on Thursday, 30 May 2013.

As at 4:30 p.m. on Monday, 27 May 2013, being the latest time for acceptance of and payment for the Rights Shares as well as application for excess Rights Shares, a total of 39 valid acceptances and applications had been received for a total of 866,257,708 Rights Shares, which comprise: (i) 21 valid acceptances of provisional allotments for a total of 852,245,723 Rights Shares; and (ii) 18 valid applications for excess Rights Shares under the EAFs for a total of 14,011,985 Rights Shares. In aggregate, these represent approximately 92.18% of the total number of 939,739,198 Rights Shares available for subscription under the Rights Issue.

The Rights Issue was accordingly under-subscribed by 73,481,490 Rights Shares. The Underwriter has procured places to subscribe for all the unsubscribed Rights Shares in accordance with the terms of the Underwriting Agreement.

* For identification purposes only

Share certificates for fully-paid Rights Shares in respect of valid acceptances of Rights Shares under the PALs and successful applications for excess Rights Shares under the EAFs are expected to be dispatched by ordinary post to those entitled thereto, at their own risk, on or before Wednesday, 5 June 2013. Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence from 9:00 a.m. on Thursday, 6 June 2013.

ADJUSTMENTS TO THE WARRANTS

As a result of the Rights Issue, the subscription price of the Warrants has been adjusted from HK\$0.200 to HK\$0.192 under the terms and conditions thereof and took effect retroactively on 10 May 2013. No adjustment to subscription rights of the Warrants will be required.

Reference is made to the prospectus dated 10 May 2013 issued by Heritage International Holdings Limited (the “**Company**”) in relation to the Rights Issue (the “**Prospectus**”). Terms defined in this announcement shall have the same meanings as those defined in the Prospectus unless the context otherwise requires.

RESULTS OF THE RIGHTS ISSUE

The board of directors (the “**Board**”) is pleased to announce that as at 4:30 p.m. on Monday, 27 May 2013, being the latest time for acceptance of and payment for Rights Shares and for application and payment for excess Rights Shares, a total of 39 valid acceptances and applications had been received for a total of 866,257,708 Rights Shares, which comprise: (i) 21 valid acceptances of the provisional allotment under the PALs in respect of a total of 852,245,723 Rights Shares; and (ii) 18 valid applications for excess Rights Shares under the EAFs in respect of a total of 14,011,985 Rights Shares. In aggregate, these represent approximately 92.18% of the total number of 939,739,198 Rights Shares available under the Rights Issue. Based on the above, the Rights Issue was under-subscribed by a shortfall of 73,481,490 Rights Shares (the “**Untaken Rights Shares**”), representing approximately 7.82% of the total number of 939,739,198 Rights Shares available for subscription under the Rights Issue.

The Rights Issue became unconditional at 4:30 p.m. on Thursday, 30 May 2013.

In accordance with the terms of the Underwriting Agreement, the Underwriter had procured placees (the “**Placees**”) to subscribe for all the Untaken Rights Shares. To the best of the Directors’ knowledge, information and belief having made reasonable enquiries, each of the Placees and their respective ultimate beneficial owners (if any) are third parties independent of the Company and its connected persons. None of the Placees has become a substantial shareholder (as defined in the Listing Rules) of the Company upon taking up the Untaken Rights Shares.

Given the under-subscription of the Rights Shares, the Directors consider that it is fair and reasonable to resolve to accept all valid excess applications for a total of 14,011,985 Rights Shares and to allot and issue such number of the Rights Shares to the relevant applicants in full. Shareholders applying for excess Rights Shares under the EAFs in respect of a total of 14,011,985 Rights Shares have been fully allotted with the excess Rights Shares they have applied for.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, set out below is the shareholding structure of the Company immediately before and after completion of the Rights Issue:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Directors				
Kwong Kai Sing, Benny	1,269,496	0.07	1,904,244	0.07
Ong Peter	706,530	0.04	1,059,795	0.04
Wu Jian	25,000,000	1.33	25,000,000	0.89
Public				
Placees	–	–	73,481,490	2.60
Other public Shareholders	1,852,502,371	98.56	2,717,772,066	96.40
Total	<u>1,879,478,397</u>	<u>100.00</u>	<u>2,819,217,595</u>	<u>100.00</u>

DISPATCH OF CERTIFICATES FOR FULLY-PAID RIGHTS SHARES

Share certificates for fully-paid Rights Shares in respect of valid acceptances of Rights Shares under the PALs and successful applications for excess Rights Shares under the EAFs are expected to be dispatched by ordinary post to those entitled thereto, at their own risk, on or before Wednesday, 5 June 2013.

COMMENCEMENT OF DEALINGS IN RIGHTS SHARES

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence from 9:00 a.m. on Thursday, 6 June 2013.

ADJUSTMENTS TO THE WARRANTS

As a result of the Rights Issue, the subscription price of the Warrants has been adjusted from HK\$0.200 to HK\$0.192 under the terms and conditions thereof and took effect retroactively on 10 May 2013. No adjustment to subscription rights of the Warrants will be required. The adjustment to the subscription price of the Warrants has been reviewed by Fortune Financial Capital Limited.

If you are in any doubt as to the above arrangements, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

By order of the Board
Heritage International Holdings Limited
Dr. Kwong Kai Sing, Benny
Chairman

Hong Kong, 4 June 2013

As at the date of this announcement, the Board comprises:

Executive Directors:

Dr. Kwong Kai Sing, Benny
(Chairman and Chief Executive Officer)
Mr. Ong, Peter *(Managing Director)*
Mr. Chow Chi Wah, Vincent
Dr. Wu Jian

Independent Non-Executive Directors:

Mr. To Shing Chuen
Mr. Ha Kee Choy, Eugene
Mr. Chung Yuk Lun
Mr. Lo Wong Fung