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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)

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 28 MAY 2010**

The Board is pleased to announce that the ordinary resolutions proposed at the SGM were duly passed by the Shareholders by way of poll.

Reference is made to the circular dated 5 May 2010 (the “Circular”) of the Company. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular.

Pursuant to Rule 13.39(5) of the Listing Rules, the Company is required to announce the results of any voting at the special general meeting taken on a poll.

The Board is pleased to announce that the ordinary resolutions proposed at the SGM were duly passed by the Shareholders by way of poll. Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company, acted as the scrutineer at the SGM.

In accordance with Rules 13.36(4)(a) and 13.39(4) of the Listing Rules, the Grant of Issue Mandate requires the approval of the Independent Shareholders by way of poll at the SGM at which the controlling Shareholders and their associates or if there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates to abstain from voting in favour of the resolution to be proposed in respect of the Grant of Issue Mandate. As at the date of the SGM, to the best knowledge of the Directors, the Company did not have any controlling Shareholders. Accordingly, Dr. Kwong Kai Sing, Benny (being an executive Director) held 1,544,400 Shares, representing approximately 0.17% of the issued share capital in the Company, Mr. Ong, Peter (being an executive Director) held 859,536 Shares, representing approximately 0.09% of the issued share capital in the Company and Ms. Poon Chi Wan (being an executive Director) held 118,800 Shares, representing approximately 0.01% of the issued share capital in the Company, Dr. Kwong Kai Sing, Benny, Mr. Ong, Peter and Ms. Poon Chi Wan and their respective associates are required to abstain from voting in favour of the resolution relating the Grant of Issue Mandate at the SGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Placing Agreement and the transactions contemplated thereto (including the issue and allotment of the Placing Shares), therefore, no Shareholder is required to abstain from voting the relevant resolution in the SGM.

Further, no Shareholder will be required to abstain from voting at the SGM in respect of the resolution relating to the proposed refreshment of the Scheme Mandate Limit.

The results of the voting are as follows:

Ordinary resolutions	Number of shares (approximate % of votes cast)	
	For	Against
1. To confirm, approve and ratify (a) the Placing Agreement and (b) the transactions contemplated thereby including the allotment and issue of the Placing Shares in accordance with the terms and conditions of the Placing Agreement and being granted under a specific mandate.	374,209,519 (100%)	0 (0%)
2. To approve the Grant of Issue Mandate.	374,209,519 (100%)	0 (0%)
3. To approve the refreshment of the Scheme Mandate Limit.	374,209,519 (100%)	0 (0%)

As at the date of SGM, the total number of issued Shares of the Company was 910,032,494 Shares of HK\$0.10 each. There were 907,509,758 Shares entitling Independent Shareholders to vote for or against the resolution to approve the Grant of Issue Mandate at the SGM. The Directors and their respective associates who holds the Shares totaling 2,522,736 Shares as mentioned above were entitled to attend and vote only against the resolution to approve the Grant of Issue Mandate. There were 910,032,494 Shares entitling the Shareholders to attend and vote for or against the resolution to approve the Placing Agreement and the transactions contemplated thereby and the refreshment of the Scheme Mandate Limit. None of the Shareholders were entitled to attend and vote only against the resolution to approve the Placing Agreement and the transactions contemplated thereby and the refreshment of the Scheme Mandate Limit.

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

Hong Kong, 28 May 2010

*As at the date of this announcement, the Company has five executive directors, being Dr. Kwong Kai Sing, Benny, Mr. Wong Chun Hung, Mr. Ong Peter, Ms. Poon Chi Wan and Mr. Chow Chi Wah, Vincent and five independent non-executive directors, being Mr. Chan Sze Hung, Mr. To Shing Chuen, Mr. Ha Kee Choy, Eugene, Mr. Chung Yuk Lun and Mr. Lo Wong Fung.*

*\* For identification purposes only*