

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

RESULTS OF THE RIGHTS ISSUE OF 94,982,339 RIGHTS SHARES OF HK\$0.01 EACH ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE AT HK\$0.50 PER RIGHTS SHARE

The Board is pleased to announce that the Rights Issue and the Underwriting Agreement had become unconditional on Monday, 21 March 2011.

As at 4:00 p.m. on Thursday, 17 March 2011, being the latest time for acceptance of and payment for the Rights Shares as well as application for excess Rights Shares, a total of 44 valid acceptances and applications had been received for a total of 56,553,872 Rights Shares, which comprise: (i) 20 valid acceptances of provisional allotments for a total of 16,555,433 Rights Shares; and (ii) 24 valid applications for a total of 39,998,439 excess Rights Shares. In aggregate, they represent approximately 59.54% of the total number of Rights Shares available for subscription under the Rights Issue.

The Rights Issue was accordingly under-subscribed by 38,428,467 Rights Shares. The Underwriter has subscribed for all the unsubscribed Rights Shares in accordance with the terms of the Underwriting Agreement.

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:30 a.m. on Monday, 28 March 2011.

Reference is made to the prospectus of the Company dated 3 March 2011 (the “Prospectus”) in relation to the Rights Issue of 94,982,339 Rights Shares on the basis of one Rights Share for every two Shares held on the Record Date. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that all the conditions precedent set out in the Underwriting Agreement had been fulfilled and the Rights Issue and the Underwriting Agreement had become unconditional on Monday, 21 March 2011.

As at 4:00 p.m. on Thursday, 17 March 2011, being the latest time for acceptance of and payment for the Rights Shares as well as application for excess Rights Shares, a total of 44 valid acceptances and applications had been received for a total of 56,553,872 Rights Shares, which comprise: (i) 20 valid acceptances of provisional allotments for a total of 16,555,433 Rights Shares; and (ii) 24 valid applications for a total of 39,998,439 excess Rights Shares. In aggregate, they represent approximately 59.54% of the total number of Rights Shares available for subscription under the Rights Issue.

The Rights Issue was accordingly under-subscribed by 38,428,467 Rights Shares. The Underwriter has subscribed for all the unsubscribed Rights Shares in accordance with the terms of the Underwriting Agreement. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Underwriter and its ultimate beneficial owner(s) are third parties independent of the Company and connected persons (as defined in the Listing Rules) of the Company.

EXCESS RIGHTS SHARES

Regarding the 24 valid applications for a total of 39,998,439 excess Rights Shares, the Directors consider that it is fair and reasonable to accept all valid excess applications and allot and issue such number of excess Rights Shares as having been validly applied for under each application. Accordingly, a total of 39,998,439 excess Rights Shares have been allotted to Shareholders lodging valid applications therefor and each of them has been allotted with the number of Rights Shares for which they have validly applied.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the shareholding structure of the Company immediately before and after completion of the Rights Issue is as follows:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Directors				
Kwong Kai Sing, Benny	154,440	0.082	231,660	0.082
Ong Peter	85,953	0.045	128,929	0.045
Poon Chi Wan	11,880	0.006	17,820	0.006
Public	189,712,406	99.867	246,140,142	86.381
Underwriter	—	—	38,428,467	13.486
Total	<u>189,964,679</u>	<u>100.000</u>	<u>284,947,018</u>	<u>100.000</u>

GENERAL

Share certificates in respect of the Rights Shares will be despatched to those entitled thereto by ordinary post at their own risk on or before Thursday, 24 March 2011. Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:30 a.m. on Monday, 28 March 2011.

By order of the Board
Dr. Kwong Kai Sing, Benny
Chairman

Hong Kong, 23 March 2011

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