
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Heritage International Holdings Limited (the “Company”), you should at once hand the Prospectus Documents to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Dealings in Shares and the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

A copy of each of the Prospectus Documents, having attached hereto the written consent referred to under the paragraph headed “Expert and Consent” in appendix III to this Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). If required, a copy of each of the Prospectus Documents will also be filed with the Registrar of Companies in Bermuda. Neither the Securities and Futures Commission, the Registrar of Companies in Hong Kong nor the Registrar of Companies in Bermuda takes any responsibility as to the contents of any of the Prospectus Documents.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus, 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 Prospectus.



HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

(Warrant Code: 1248)

RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE

Underwriter of the Rights Issue



Financial Adviser to the Company



It should be noted that the Shares have been dealt in on an ex-entitlement basis since Tuesday, 30 April 2013. Dealings in the Rights Shares in their nil-paid form are expected to take place from Tuesday, 14 May 2013 to Wednesday, 22 May 2013 (both dates inclusive). Any person contemplating buying or selling of the Shares from now up to the date on which all conditions of the Rights Issue are fulfilled and dealings in the Rights Shares in their nil-paid form between Tuesday, 14 May 2013 to Wednesday, 22 May 2013 (both dates inclusive) will bear the risk that the Rights Issue may not become unconditional and may not proceed. Investors should seek professional advice regarding dealings in the Shares and nil-paid Rights Shares if they are in any doubt.

The latest time for acceptance of and payment for the Rights Shares is 4:30 p.m. on Monday, 27 May 2013. The procedures for application of Rights Shares are set out on pages 10 to 13 of this Prospectus.

* For identification purposes only

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter shall have the right to terminate the arrangements set out in the Underwriting Agreement by notice in writing given to the Company at any time prior to 4:30 p.m. on the third Business Day after the Acceptance Date, if:

- a) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - i. the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - ii. the occurrence of any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement, of a political, financial, economic, currency market or other nature (whether or not ejusdem generis with any of the foregoing) or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - iii. any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
 - iv. any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - v. there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
 - vi. the commencement or taking by any third party of any litigation or claim or other action against any member of the Group which is or might be material to the Group taken as a whole; or
- b) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, Bermuda, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or

TERMINATION OF THE UNDERWRITING AGREEMENT

- c) the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which in the reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue or might cause a prudent investor not to accept the Rights Shares provisionally allotted to it; or
- d) the Company commits any material breach of or omits to observe any of the material obligations or material undertakings expressed to be assumed by it under the Underwriting Agreement;
- e) if, at or prior to the Latest Time for Termination:
 - i. any material breach of any of the warranties or undertakings of the Company contained under the Underwriting Agreement comes to the knowledge of the Underwriter; or
 - ii. any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties of the Company contained under the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter,

the Underwriter shall be entitled by notice in writing to the Company prior to the Latest Time for Termination to elect to rescind the Underwriting Agreement.

Upon the giving of such notice, all obligations of the Underwriter under the Underwriting Agreement shall cease and determine (save for any antecedent breaches thereof) and no party to the Underwriting Agreement shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement. If the Underwriter exercises such right, the Rights Issue will not proceed.

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EXPECTED TIMETABLE

The expected timetable for the Rights Issue is set out below:

2013

First day of dealing in nil-paid Rights Shares	Tuesday, 14 May
Latest time for splitting nil-paid Rights Shares	4:30 p.m. on Thursday, 16 May
Last day of dealing in nil-paid Rights Shares	Wednesday, 22 May
Latest time for acceptance of and payment for Rights Shares	4:30 p.m. on Monday, 27 May
Latest time for the Rights Issue to become unconditional	4:30 p.m. on Thursday, 30 May
Announcement of the results of the Rights Issue to be posted on the Stock Exchange's website	Tuesday, 4 June
Refund cheques for wholly and partially unsuccessful excess applications to be posted	Wednesday, 5 June
Share certificates for fully-paid Rights Shares to be posted	Wednesday, 5 June
Dealing in fully-paid Rights Shares commences	9:00 a.m. on Thursday, 6 June

All times and dates in this Prospectus refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetable above are indicative only. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.

EXPECTED TIMETABLE

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place if there is:

1. a tropical cyclone warning signal number 8 or above, or
2. a “black” rainstorm warning
 - i. in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
 - ii. in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares does not take place on the Acceptance Date, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following terms shall have the following meanings:

“Acceptance Date”	27 May 2013 (or such other date as the Underwriter may agree in writing with the Company as the latest date for acceptance of, and payment for, Rights Shares and application and payment for excess Rights Shares)
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and public holidays) on which banks are generally open for business more than five hours in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act 1981 of Bermuda as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong
“Company”	Heritage International Holdings Limited (stock code: 412), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“EAF”	the form of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares, being in such usual form as may be agreed between the Company and the Underwriter
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Last Trading Day”	11 April 2013, being the date of the Underwriting Agreement
“Latest Practicable Date”	6 May 2013, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information contained herein
“Latest Time for Termination”	4:30 p.m. on the third Business Day following the Acceptance Date
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholder(s)”	those Overseas Shareholders whom the Directors, based on legal opinions provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is (are) outside Hong Kong
“PAL”	the renounceable provisional allotment letter(s) proposed to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Posting Date”	such date as maybe designated by the Company for the posting of the Prospectus Documents, which is currently expected to be 10 May 2013
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus to be issued by the Company in relation to the Rights Issue
“Prospectus Documents”	the Prospectus, PAL and EAF
“Qualifying Shareholders”	Shareholder(s) whose name(s) appear on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholders
“Record Date”	9 May 2013, the record date to determine entitlements to the Rights Issue

DEFINITIONS

“Registrar”	the share registrar and transfer office of the Company in Hong Kong, being Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Rights Issue”	the proposed issue by way of rights on the basis of one Rights Share for every two Shares in issue and held on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents
“Rights Shares”	Shares to be issued and allotted under the Rights Issue, being 939,739,198 Shares
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under Share Option Scheme
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company on 28 September 2004
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.215 per Rights Share
“Underwriter”	Enerchine Securities Limited, a corporation licensed to carry out type 1 (dealing in securities) regulated activities within the meaning of the SFO
“Underwriting Agreement”	the underwriting agreement dated 11 April 2013 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue
“Underwritten Shares”	being 939,739,198 Rights Shares underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement

DEFINITIONS

“Warrant(s)”	the outstanding warrant(s) issued by the Company on 26 October 2011 of nominal value of HK\$1,169,260.08 which confers rights on the holder(s) thereof to subscribe for up to an aggregate of 5,846,300 Shares at a subscription price of HK\$0.20 per Share (subject to adjustment) on the terms and subject to the conditions set out in the warrant instrument
“%” or “per cent.”	percentage or per centum

LETTER FROM THE BOARD



HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

(Warrant Code: 1248)

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

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-Executive Directors

Mr. To Shing Chuen

Mr. Ha Kee Choy, Eugene

Mr. Chung Yuk Lun

Mr. Lo Wong Fung

Principal place of business in

Hong Kong:

29/F., China United Centre

28 Marble Road

North Point

Hong Kong

10 May 2013

To the Qualifying Shareholders

Dear Sir/Madam,

RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR TWO SHARES HELD ON THE RECORD DATE

INTRODUCTION

On 11 April 2013, the Board announced that the Company proposed to raise approximately HK\$202.04 million before expenses by issuing 939,739,198 Rights Shares to the Qualifying Shareholders by way of the Rights Issue at a Subscription Price of HK\$0.215 per Rights Share on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date.

* For identification purposes only

LETTER FROM THE BOARD

RIGHTS ISSUE

Basis of the Rights Issue	:	One (1) Rights Share for every two (2) Shares held on the Record Date
Number of Shares in issue as at the Latest Practicable Date	:	1,879,478,397 Shares
Number of Rights Shares	:	939,739,198 Rights Shares
Subscription Price	:	HK\$0.215 per Rights Share with nominal value of HK\$0.001 each

Note:

As at the Latest Practicable Date:

- i. there are unutilised Shares from Scheme Mandate Limit for amounts of 3,799,293 Shares; and
- ii. there are 29,231,500 outstanding Warrants to subscribe for up to an aggregate of 5,846,300 Shares.

Save as disclosed, as at the Latest Practicable Date, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

Under the Rights Issue, 939,739,198 nil-paid Rights Shares proposed to be provisionally allotted and issued, representing approximately 50% of the Company's issued share capital as at the Latest Practicable Date and approximately 33.3% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Qualifying Shareholders

The Company will send the Prospectus Documents to Qualifying Shareholders only. To qualify for the Rights Issue, a Shareholder must:

- i. be registered as a member of the Company at the close of business on the Record Date; and
- ii. be a Qualifying Shareholder.

In order to be registered as members of the Company at the close of business on the Record Date, Shareholders must lodge any transfers of Shares (together with the relevant share certificates) with the Registrar by no later than 4:30 p.m. on Thursday, 2 May 2013.

LETTER FROM THE BOARD

Rights of Overseas Shareholders

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong and if required by Bermuda law, Bermuda.

According to the register of members of the Company, as at the Latest Practicable Date, there was one Shareholder whose registered address was in Macau. The Company has been advised by its Macau legal adviser that there is no legal restriction under the applicable legislation of the relevant jurisdiction or requirement of any relevant regulatory body or stock exchange with respect to the offer of the Rights Issue to the Overseas Shareholder with registered address in Macau. In view of this, the Directors have decided to extend the Rights Issue to the Overseas Shareholder with registered address in Macau and the Prospectus Documents will be sent to such Overseas Shareholder. According to the register of members of the Company, there was no other Overseas Shareholders, as at the Latest Practicable Date, there is no Non-Qualifying Shareholder for the purpose of the Rights Issue.

Subscription Price

The subscription price for the Rights Shares is HK\$0.215 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 41.89% to the closing price of HK\$0.370 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 47.43% to the average closing price of HK\$0.409 per Share as quoted on the Stock Exchange for the five consecutive trading days prior to the Last Trading Day;
- (iii) a discount of approximately 32.39% to the theoretical ex-rights price of approximately HK\$0.318 per Share based on the closing price of HK\$0.370 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (iv) a discount of approximately 31.75% to the closing price of HK\$0.315 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Subscription Price was determined after arm's length negotiation between the Company and the Underwriter with reference to the prevailing market price of the Shares. The Directors consider the terms of the Rights Issue, including the Subscription Price which has been set as a discount to the closing price of the Shares on the Last Trading Day with an objective to encourage existing Qualifying Shareholders to take up their entitlements so as to participate in the potential growth of the Company, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole. The net price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares will be approximately HK\$0.208.

LETTER FROM THE BOARD

Basis of provisional allotment

The basis of the provisional allotment shall be one (1) Rights Share for every two (2) Shares in issue and held on Record Date. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for.

As at the Latest Practicable Date, the Board had not received any information from any of the Shareholders of its intention to take up all or any of the Rights Shares provisionally allotted to it. Furthermore, the Company had not received any undertaking from any Shareholders to subscribe for all or any of the Rights Shares provisionally allotted to them.

Status of the Rights Shares

The Rights Shares (when allotted, issued and fully paid) will rank pari passu with the then existing Shares in issue in all respects. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid after the date of allotment and issue of the Rights Shares.

Fractions of Rights Shares

The Company will not provisionally allot fractions of Rights Shares in nil-paid form. The aggregate of fractions of the Rights Shares in nil-paid form will be sold by the Company in the market, and, if a net premium can be obtained the proceeds will be retained by the Company for its own benefit. Any unsold aggregate of fractions of the Rights Shares in nil-paid form will be made available for excess application by the Qualifying Shareholders under EAFs. No odd lot matching services will be provided.

Procedure for acceptance and payment or transfer

Qualifying Shareholders will find enclosed with this Prospectus a PAL which entitles them to subscribe for the number of Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PAL, they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar by no later than 4:30 p.m. on Monday, 27 May 2013. All remittances must be made by cheque or cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "HERITAGE INTERNATIONAL HOLDINGS LIMITED — PAL A/C" and crossed "Account Payee Only".

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been received by the Registrar by 4:30 p.m. on Monday, 27 May 2013, whether by the original allottee or any person to whom the rights have been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by the Qualifying Shareholders.

LETTER FROM THE BOARD

If the Qualifying Shareholders wish to accept only part of their provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or to transfer their rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Thursday, 16 May 2013 with the Registrar who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the Registrar after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques and cashier's orders accompanying completed PALs will be presented for payment immediately upon receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of the PAL will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares, whether by a Qualifying Shareholder or by any nominated transferee, will constitute a warranty by the subscriber that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque and/or cashier's order is dishonoured on first presentation, and, in such event, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

No action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any jurisdiction other than Hong Kong. Accordingly, no person receiving a copy of this Prospectus, the PAL or the EAF in any jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdictions, such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements. It is the responsibility of anyone outside Hong Kong wishing to make on his/its behalf an application for the Rights Shares to satisfy himself/itself as to the observance of the laws and regulations of all relevant jurisdiction, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such jurisdiction in connection therewith. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities or other laws or regulations of any jurisdiction. No application for the Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder.

If the Underwriter exercises the rights to terminate the Underwriting Agreement or if the conditions of the Rights Issue are not fulfilled or waived (as applicable), the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the nil-paid Rights Shares shall have been validly transferred, without interest by means of cheques despatched by ordinary post to their respective registered addresses at their own risk as soon as practicable thereafter.

Application for excess Rights Shares

Qualifying Shareholders may apply, by way of excess application, for any unsold entitlements of the Non-Qualifying Shareholders and for any Rights Shares provisionally allotted but not accepted.

LETTER FROM THE BOARD

Any Qualifying Shareholder wishing to apply for any Rights Shares in addition to his/her/its provisional allotment must complete and sign the enclosed EAF as indicated thereon and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Registrar so as to be received by no later than 4:30 p.m. on Monday, 27 May 2013. All remittances must be made by cheque or cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "HERITAGE INTERNATIONAL HOLDINGS LIMITED — EAF A/C" and crossed "Account Payee Only".

The Directors will allocate the excess Rights Shares at their discretion on a fair and equitable basis on the following principles:

1. preference will be given to applications for less than a board lot of Rights Shares where they appear to the Directors that such applications are made to round up odd-lot holdings to whole-lot holdings and that such applications are not made with the intention to abuse this mechanism; and
2. subject to availability of excess Rights Shares after allocation under principle (1) above, the excess Rights Shares will be allocated to Qualifying Shareholders based on a sliding scale with reference to the number of the excess Rights Shares applied by them (i.e. Qualifying Shareholders applying for a smaller number of Rights Shares are allocated with a higher percentage of successful application but will receive a lesser number of Rights Shares; whereas Qualifying Shareholders applying for a larger number of Rights Shares are allocated with a smaller percentage of successful application but will receive a higher number of Rights Shares), and with board lot applications to be made on a best effort basis.

In applying principle (1) & (2) above, reference will only be made to the number of excess Rights Shares applied for. No reference will be made to Rights Shares comprised in applications by PAL or the existing number of Shares held by Qualifying Shareholders.

Investors with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually.

The allocation of excess Rights Shares (if any) to the Qualifying Shareholders will be announced by the Company on or about Tuesday, 4 June 2013. If no excess Rights Shares are allotted to the Qualifying Shareholders, it is expected that the amount tendered on application will be refunded in full without interest on or before Wednesday, 5 June 2013. If the number of excess Rights Shares allotted to the Qualifying Shareholders is less than that applied for, the surplus application monies are also expected to be refunded to them without interest on or before Wednesday, 5 June 2013.

LETTER FROM THE BOARD

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the EAF will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the EAF and any acceptance of it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. Completion and return of the EAF together with a cheque or cashier's order in payment for excess Rights Shares applied for will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. If any cheque or cashier's order accompanying a completed EAF is dishonoured on first presentation, without prejudice to the other rights of the Company, such EAF is liable to be rejected.

The EAF is for use only by the person(s) to whom it is addressed and is not transferable. All documents, including refund cheques for wholly or partially unsuccessful applications for excess Rights Shares, will be despatched by ordinary post at the risk of the persons entitled thereto to their respective registered addresses as shown in the register of members of the Company on the Record Date.

If the Underwriter exercises the right to terminate the Underwriting Agreement or if the conditions of the Rights Issue are not fulfilled or waived (as applicable), the monies received in respect of the relevant applications for excess Rights Shares will be returned to the applicants, without interest by means of cheques despatched by the ordinary post to their respective addresses at their own risk as soon as practicable thereafter.

Share certificates and refund cheques for Rights Issue

Subject to the fulfillment of the conditions of the Rights Issue share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Wednesday, 5 June 2013. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Wednesday, 5 June 2013 by ordinary post to the applicants at their own risk. Applicant(s) will receive one share certificate for all the fully-paid Rights Shares issued and allotted to him/her/it.

The first day of dealing in the Rights Shares in their fully-paid form is expected to commence on Thursday, 6 June 2013.

Application for listing

The Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealing in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second Settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

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Both nil-paid Rights Shares and fully-paid Rights Shares will be traded in board lots of 10,000 Shares.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the register of members of the Company in Hong Kong, will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

TAXATION

Qualifying Shareholders are recommended to consult their professional advisers if they are in any doubt as to the tax implications of the holding or disposal of, or dealing in the Rights Shares in both their nil-paid and fully-paid forms. It is emphasised that none of the Company, its Directors or any other parties involved in the Rights Issue accepts responsibility for any tax effects or liabilities of holders of the Rights Shares resulting from the purchase, holding or disposal of, or dealing in the Rights Shares in both their nil-paid and fully-paid forms.

Conditions of the Rights Issue

The Rights Issue is conditional upon the following being fulfilled:

- (i) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the listing of and permission to deal in all the Rights Shares, in both nil-paid and fully-paid forms, by no later than the Business Day prior to the commencement of trading of the Rights Shares (in their nil-paid and fully paid forms respectively);
- (ii) the delivery to the Stock Exchange and registration by the Registrar of Companies in Hong Kong of one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by a resolution of the Directors (and all other documents required to be attached thereto) not later than the Posting Date and otherwise in compliance with the Listing Rules and the Companies Ordinance;
- (iii) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting, to the extent reasonably practicable, of the Prospectus for information purposes only to the Non-Qualifying Shareholder; and
- (iv) compliance with and performance of all the undertakings and obligations of the Company under the terms of the Underwriting Agreement.

In the event that the above conditions have not been fulfilled and/or waived in whole or in part by the Underwriter on or before 31 July 2013 (or such other date as the Underwriter and the Company may agree), all liabilities of the parties to the Underwriting Agreement shall cease and determine and no party shall have any claim against the other party save for any antecedent breach of the Underwriting Agreement and the Rights Issue will not proceed.

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UNDERWRITING ARRANGEMENT

The Underwriting Agreement

Date	:	11 April 2013
Underwriter	:	Enerchine Securities Limited
Total number of Rights Shares being underwritten by the Underwriter	:	The Underwriter has conditionally agreed pursuant to the Underwriting Agreement to underwrite the Rights Shares not subscribed by the Qualifying Shareholders on a fully underwritten basis to a maximum extent, being 939,739,198 Rights Shares, subject to the terms and conditions of the Underwriting Agreement
Commission	:	2.5% of the aggregate Subscription Price of the Underwritten Shares as determined on the Record Date

The underwriting commission was determined after arm's length negotiations between the Company and the Underwriter with reference to the prevailing market rate. The Directors (including independent non-executive Directors) consider that the terms of the Underwriting Agreement (including the underwriting commission) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Termination of the Underwriting Agreement

The Underwriter shall have the right to terminate the arrangements set out in the Underwriting Agreement by notice in writing given to the Company at any time prior to 4:30 p.m. on the third Business Day after the Acceptance Date, if:

- a) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - i. the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - ii. the occurrence of any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement, of a political, financial, economic, currency market or other nature (whether or not ejusdem generis with any of the foregoing) or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

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- iii. any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
 - iv. any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - v. there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
 - vi. the commencement or taking by any third party of any litigation or claim or other action against any member of the Group which is or might be material to the Group taken as a whole; or
- b) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, Bermuda, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or
 - c) the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which in the reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue or might cause a prudent investor not to accept the Rights Shares provisionally allotted to it; or
 - d) the Company commits any material breach of or omits to observe any of the material obligations or material undertakings expressed to be assumed by it under the Underwriting Agreement; or
 - e) if, at or prior to the Latest Time for Termination:
 - i. any material breach of any of the warranties or undertakings of the Company contained under the Underwriting Agreement comes to the knowledge of the Underwriter; or
 - ii. any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties of the Company contained under the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter,

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the Underwriter shall be entitled by notice in writing to the Company prior to the Latest Time for Termination to elect to rescind the Underwriting Agreement.

Upon the giving of such notice, all obligations of the Underwriter under the Underwriting Agreement shall cease and determine (save for any antecedent breaches thereof) and no party to the Underwriting Agreement shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement. If the Underwriter exercises such right, the Rights Issue will not proceed.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Shares have been dealt on an ex-entitlement basis from Tuesday, 30 April 2013. Dealing in the Rights Shares in the nil-paid form will take place from Tuesday, 14 May 2013 to Wednesday, 22 May 2013 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled and/or waived (as applicable) or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed.

Any Shareholders or other persons dealing in the Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during such period will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

FUND RAISING EXERCISE OF THE COMPANY IN THE PAST TWELVE MONTHS

Date of announcement	Fund raising activities	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of proceeds
20 April 2012	Subscription of 56,989,403 shares under general mandate at the subscription price of HK\$0.12 per share	HK\$6.70 million	The net proceeds from the subscription will be used for general working capital of the Group	Utilised for general working capital of the Group
27 August 2012	Placing of 312,417,159 new Shares under general mandate on a fully underwritten basis at a price of HK\$0.26 per placing Share	HK\$77.9 million	The net proceeds from the placing will be used for general working capital of the Group	Utilised for general working capital of the Group

Save as abovementioned, the Company had not conducted any other fund raising exercise in the past twelve months immediately preceding the Latest Practicable Date.

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REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Company is an investment holding company and its subsidiaries are principally engaged in property related investments, investment in securities, money-lending business, operation of Chinese medicine clinic and investment and operation of forestlands.

Given that the prevailing market volatility may continue for a while, it is likely that the Group will have to hold on to its equity and debt investments for the time being and may not be able to realize the same within a short period of time. To enable the Group to take on good business opportunity promptly as and when it arises, the Directors consider that it is in the interest of the Company and the Shareholders as a whole if the Company can take this opportunity to strengthen its capital base and enhance its financial position.

The gross proceeds of the Rights Issue is approximately HK\$202.04 million. The estimated net proceeds of the Rights Issue after deducting expenses is approximately HK\$195.84 million. The Company intends to apply approximately 80% of the net proceeds from the Rights Issue to finance business development for its existing businesses, including investment in securities, money-lending business, operating of Chinese medicine clinic and investment and operation of forestlands; and approximately 20% of the net proceeds from the Rights Issue for general working capital of the Group.

As at the Latest Practicable Date, the Company has not identified any business development opportunities.

REVIEW OF OPERATIONS AND PROSPECTS

For the year ended 31 March 2012 and the six months ended 30 September 2012, the Group made losses before tax of approximately HK\$369 million and HK\$90.3 million, respectively. The losses were mainly attributable to loss on sale of investments at fair value through profit or loss and fair value losses arisen from equity investments at fair value through profit or loss.

Performance of the Group's major businesses for the six months ended 30 September 2012 is summarised below:

a) Real estate investment

The Group owned certain commercial properties and a luxury residential property in Hong Kong. With the increase in property prices in Hong Kong the Group's property portfolio appreciated in value. The gain arising from changes in fair value amounted to HK\$5.3 million during the six months period end. The value of the Group's property investments amounted to HK\$111.4 million as at 30 September 2012.

b) Investment in listed securities

The Group's securities portfolio has generated a gain on sale of investments at fair value through profit or loss of approximately HK\$14.2 million for the six months ended 30 September 2012. Due to prevailing volatile market conditions, the Group's securities portfolio has suffered from fair value losses on investments at fair value through profit or loss of approximately HK\$98.5 million in the same period.

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c) Money lending business

The Group's money lending business segment continued to generate a positive result for the period concerned benefited from a more cautious approach taken by the Company in its lending policy.

d) Chinese medicine clinic operation

The Group has established the Hon Chinese Medicine Clinic (the "Clinic") since 2011. Though the operation is yet to make a positive contribution to the Group due to keen competitions among other Chinese medicine clinics in the area, the management will dedicate more effort in promoting the Clinic to the general public in the vicinity. The management believes the turnover and return to the Group will steadily increase in the future.

e) Investment in forest interest in the PRC

On 8 June 2012, the Group entered into an agreement with an independent third party to acquire Richful Zone at a cash consideration of HK\$50 million. The principal asset of Richful Zone is the 50% interest in the concession rights and interests in three parcels of forest land with a total site area of approximately 36,737 mu in the Yunnan Province of the PRC. This transaction was completed on 11 September 2012 and no profit was contributed to the Group from this investment since its acquisition. For details of the acquisition of Richful Zone, please refer to the announcements of the Company dated 8 June 2012 and 28 June 2012. Subsequently, Coupeville Limited (a direct wholly owned subsidiary of the Company) and Quinella International Incorporated (an independent third party to the Company and its connected person) entered into a conditional agreement on 7 January 2013 in relation to the disposal of Profit Garden and its subsidiaries (including Richful Zone Group) at a consideration of HK\$50 million.

As set out in the Company's 2012 interim report, economic disruption, including possible recession in the United States, the eurozone crisis and slowing growth in the PRC have taken a toll on the pace of global economic recovery. The coming months are expected to be tough and challenging and the management will continue to take a cautious approach in its future growth opportunity.

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SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and immediately after completion of the Rights Issue.

	As at the Latest Practicable Date		Immediately after completion of the Rights Issue assuming all the Qualifying Shareholders take up their respective allotment of Rights Shares in full		Immediately after completion of the Rights Issue assuming no Qualifying Shareholders take up any of the Rights Shares and the Underwriter takes up the Rights Shares to the maximum extent <i>(Note)</i>	
	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %
Directors						
Dr. Kwong Kai Sing Benny	1,269,496	0.07	1,904,244	0.07	1,269,496	0.05
Ong Peter	706,530	0.04	1,059,795	0.04	706,530	0.02
Wu Jian	25,000,000	1.33	37,500,000	1.33	25,000,000	0.89
Underwriter	-	-	-	-	939,739,198	33.33
Public Shareholders	1,852,502,371	98.56	2,778,753,556	98.56	1,852,502,371	65.71
Total	<u>1,879,478,397</u>	<u>100.00</u>	<u>2,819,217,595</u>	<u>100.00</u>	<u>2,819,217,595</u>	<u>100.00</u>

Note: As stipulated in the Underwriting Agreement, in the event that the Underwriter or any of the sub-underwriters is required to take up the Rights Shares pursuant to their underwriting/sub-underwriting obligations, (i) the Underwriter will not and shall procure that the sub-underwriters will not own 29.9% or more of the issued share capital of the Company immediately after the Rights Issue; and (ii) the Underwriter shall cause the sub-underwriters to procure independent placees to take up such number of Rights Shares as necessary to ensure that the public float requirements under Rule 8.08 of the Listing Rules are complied with.

Those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted.

POSSIBLE ADJUSTMENTS TO THE WARRANTS

As a result of the Rights Issue, the subscription price and rights of the Warrants will be adjusted in accordance with the terms and conditions of the Warrant instrument. The adjustment to the subscription price and rights of the Warrants is subject to certification by an approved merchant bank or the auditors of the Company and will be disclosed by the Company in the announcement to be issued after completion of the Rights Issue.

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ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Prospectus.

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

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

The audited consolidated financial information of the Group for each of the three years ended 31 March 2012, 2011 and 2010 together with the relevant notes to the consolidated financial statements of the Group can be found from pages 27 to 123 of the annual report of the Company for the year ended 31 March 2012, pages 27 to 123 of the annual report of the Company for the year ended 31 March 2011 and pages 27 to 123 of the annual report of the Company for the year ended 31 March 2010.

The unaudited consolidated financial statements of the Group for the six months ended 30 September 2012 with the relevant notes to the consolidated financial statements of the Group can be found from pages 4 to 29 of the interim report of the Company for the six months ended 30 September 2012.

The said annual reports and interim report of the Company are available on the Company's website at www.heritage.com.hk and the website of the Stock Exchange at www.hkexnews.hk.

2. INDEBTEDNESS STATEMENT**Borrowings**

At the close of business on 31 March 2013, the Group had aggregate outstanding borrowings comprising secured bank loans of approximately HK\$32,858,000.

The Group's bank loans were secured by the first legal charges over the Group's investment properties.

Contingent liabilities

At the close of business on 31 March 2013, the Group had no material contingent liabilities.

Disclaimers

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal trade payables, as at the close of business 31 March 2013, the Group did not have any debt securities issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptable credits, debentures, mortgages, charges, finance leases or hire purchase commitments, guarantees or other material contingent liabilities.

No material changes

The Directors have confirmed that, save as disclosed herein, there has not been any material change in the indebtedness and contingent liabilities of the Group since 31 March 2013.

3. WORKING CAPITAL

The Directors are satisfied after due and careful enquiry that taking into account the present internal financial resources of the Group, the available banking facilities and the net proceeds to be derived from the Rights Issue, in the absence of unforeseen circumstances, the Group has sufficient working capital for its present requirements, that is for at least twelve months from the date of publication of this Prospectus.

4. MATERIAL ADVERSE CHANGE

Save as disclosed in this Prospectus and the profit warning for the loss expected to record for year ended 31 March 2013, details of which are set out in the announcement of the Company dated 29 April 2013, as at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2012, the date to which the latest published audited consolidated financial statements of the Group were made up.

5. FOREIGN EXCHANGE

The Group has interests in certain companies established and operating in the PRC. The relevant revenue and operating expenses are denominated in RMB, which is currently not a freely convertible currency. The PRC Government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of the PRC. Shortages in the availability of foreign currency may restrict the ability of such companies to remit sufficient foreign currency to pay dividends or other amounts to the Group.

1. UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP**Introduction**

The unaudited pro forma adjusted consolidated net tangible assets of the Group has been prepared by the Directors in accordance with paragraph 4.29 of the Listing Rules to illustrate the effect of the Rights Issue on the unaudited consolidated net tangible assets of the Group as if the Rights Issue had been completed on 30 September 2012.

The unaudited pro forma adjusted consolidated net tangible assets of the Group which has been prepared based on the unaudited consolidated net tangible assets of the Group as at 30 September 2012, after incorporating the unaudited pro forma adjustments described in the accompanying notes.

The unaudited pro forma adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group following the Rights Issue.

	Unaudited consolidated net tangible assets of the Group as at 30 September 2012 <i>(Note 1)</i> <i>HK\$'000</i>	Estimated net proceeds from the Rights Issue <i>(Note 2)</i> <i>HK\$'000</i>	Unaudited pro forma adjusted consolidated net tangible assets of the Group immediately after completion of the Rights Issue <i>(Note 5)</i> <i>HK\$'000</i>	Unaudited consolidated net tangible assets of the Group per Share as at 30 September 2012 <i>(Note 3)</i> <i>HK\$'000</i>	Unaudited pro forma adjusted consolidated net tangible assets of the Group per Share immediately after completion of the Rights Issue <i>(Note 4)</i> <i>HK\$'000</i>
Based on 939,739,198 Rights Shares at a Subscription Price of HK\$0.215 per Rights Share	964,219	195,844	1,160,063	0.51	0.41

Notes:

1. The unaudited consolidated net tangible assets of the Group as at 30 September 2012 is calculated based on the unaudited consolidated net assets of the Group as at 30 September 2012 of approximately HK\$1,014,219,000, adjusted by deducting the intangible asset of the Group as at 30 September 2012 of approximately HK\$50,000,000, both are extracted from the published interim report of the Company for the six months ended 30 September 2012.
2. The estimated net proceeds from the Rights Issue of approximately HK\$195,844,000 is calculated based on 939,739,198 Rights Shares assuming to be issued on the completion of the Rights Issue (based on 1,879,478,397 Shares in issue as at the Latest Practicable Date at the Subscription Price of HK\$0.215 per Rights Share and after deduction of estimated related expenses of approximately HK\$6,200,000).
3. The number of Shares used for the calculation of the unaudited consolidated adjusted net tangible assets of the Group per Share as at 30 September 2012 is based on 1,874,574,955 Shares of the Company in issue as at 30 September 2012, which takes no account of any shares being issued and to be issued upon exercise of Warrants or under the Scheme Mandate Limit outstanding subsequent to 30 September 2012.
4. The unaudited pro forma adjusted consolidated net tangible assets of the Group per Share immediately after completion of the Rights Issue is calculated based on 2,814,314,153 Shares which comprise 1,874,574,955 Shares in issue as at 30 September 2012 and 939,739,198 Rights Shares assumed to be issued on completion of the Rights Issue.
5. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 September 2012.

**2. ACCOUNTANTS' REPORT ON THE UNAUDITED PRO FORMA ADJUSTED
CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP**

The following is the text of a report received from the reporting accountants of the Company, Ernst & Young, Certified Public Accountants, Hong Kong, in respect of the unaudited pro forma financial information of the Group for the purpose of incorporation in this prospectus.



22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

10 May 2013

The Directors
Heritage International Holdings Limited

Dear Sirs,

We report on the unaudited pro forma adjusted consolidated net tangible assets (the “Unaudited Pro Forma Financial Information”) of Heritage International Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”), which has been prepared by the directors of the Company (the “Directors”) for illustrative purposes only, to provide information about how the Company’s proposed rights issue might have affected the financial information presented, for inclusion in Appendix II to the prospectus of the Company dated 10 May 2013 (the “Prospectus”). The basis of preparation of the Unaudited Pro Forma Financial Information is set out in Appendix II to the Prospectus.

Respective Responsibilities of the Directors and the Reporting Accountants

It is the responsibility solely of the Directors to prepare the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of Opinion

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustment, and discussing the Unaudited Pro Forma Financial Information with the Directors. This engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or a review made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA, and accordingly, we do not express any such audit or review assurance on the Unaudited Pro Forma Financial Information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

The Unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgements and assumptions of the Directors, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of the financial position of the Group as at 30 September 2012 or any future dates.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to 4.29(1) of the Listing Rules.

Yours faithfully

Ernst & Young

Certified Public Accountants

Hong Kong

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately following completion of the Rights Issue were as follows:

(i) As at the Latest Practicable Date

		Nominal value <i>HK\$</i>
Number of Shares authorised:		
500,000,000,000	Shares of HK\$0.001 each	500,000,000.00
Issued and fully paid:		
1,879,478,397	Shares of HK\$0.001 each	1,879,478.40

(ii) Immediately following the completion of the Rights Issue

		Nominal value <i>HK\$</i>
Number of Shares authorised:		
500,000,000,000	Shares of HK\$0.001 each	500,000,000.00
Issued and fully paid:		
1,879,478,397	Shares of HK\$0.001 each in issue as at the Record Date	1,879,478.40
939,739,198	Rights Shares to be allotted and issued under the Rights Issue	939,739.20
<u>2,819,217,595</u>		<u>2,819,217.60</u>

All of the Shares and the Rights Shares in issue and to be issued (when fully paid) rank and will rank pari passu with each other in all respects, including, in particular, as to dividends, voting rights and return of capital. The Shares and the Rights Shares in issue and to be issued are or will be listed on the main board of the Stock Exchange.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, none of the capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option.

As at the Latest Practicable Date, there were no arrangements under which future dividends are waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS BY DIRECTORS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company or their respective associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules (the “Model Code”), to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Shares

Name of Directors	Capacity	Number of Shares	Approximate percentage of shareholding <i>(Note)</i>
Kwong Kai Sing Benny	Beneficial owner	1,269,496	0.07%
Ong Peter	Beneficial owner	706,530	0.04%
Wu Jian	Beneficial owner	25,000,000	1.33%

Note:

The percentage shareholding in the Company is calculated by reference to the number of Shares in issue as at the Latest Practicable Date.

As at the Latest Practicable Date, no options over Shares have been granted to the current Directors under the Share Option Scheme of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to the Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

4. SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions Divisions 2 and 3 of Part XV of the SFO, or, who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

Long positions in the Shares

Name	Capacity	Number of Shares	Approximate percentage of shareholding <i>(Note)</i>
HEC Capital Limited	Beneficial owner	126,679,960	6.74%

Note:

The percentage shareholding in the Company is calculated by reference to the number of Shares in issue as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, no person (other than a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or any options in respect of such capital.

5. DIRECTORS' INTERESTS IN ASSETS/CONTRACTS AND OTHER INTERESTS

None of the Directors has, or has had, any direct or indirect interest in any assets which have been acquired, disposed of or leased to or which are proposed to be acquired, disposed of or leased to the Company or any of their respective subsidiaries, respectively, since 31 March 2012, the date to which the latest published audited consolidated financial statements of the Group were made up.

There is no contract or arrangement entered into by any member of the Group, subsisting as at the Latest Practicable Date in which any of the Directors is materially interested and which is significant in relation to the business of the Group as a whole.

6. EXPERT AND CONSENT

The following is the qualifications of the expert who have given opinions or advice, which are contained in this Prospectus:

Name	Qualification
Ernst & Young	Certified public accountants, Hong Kong

As at the Latest Practicable Date, Ernst & Young did not have any direct or indirect shareholdings in any member of the Group, or any right (whether legal enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, or any interests, directly or indirectly, in any assets which have been acquired, disposed of by or leased to or which are proposed to be acquired, disposed of by or leased to any member of the Group, respectively, since 31 March 2012, being the date to which the latest published audited consolidated financial statements of the Company were made up.

The above expert has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion therein of its reports and references to its name in the form and context in which they appear.

7. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or proposed to enter into any service contracts with the Company or any other member of the Group (excluding contracts expiring or determinable by the Company within a year without payment of any compensation (other than statutory compensation)).

8. LITIGATION

As at the Latest Practicable Date, there is no litigation or claims of material importance pending or threatened against any member of the Group.

9. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of the Group within the two years preceding the date of this prospectus and are or may be material:

- a) a conditional agreement dated 4 May 2011 entered into between Power Global Limited (“PGL”, a wholly-owned subsidiary of the Company), the Company, Nation Wealth Holdings Limited and Dragonite International Limited in relation to, amongst other things, the sale and purchase of the entire share capital of Central Town Limited at a consideration of HK\$117 million. Further details of the transaction were set out in the announcement and circular of the Company dated 11 May 2011 and 10 June 2011, respectively;
- b) the options agreement dated 8 August 2011 entered into between PGL and Nation Wealth Holdings Limited (“NWHL”) in relation to the grant of options to sell and purchase the entire share capital of Apex Corporate Investments Limited (“APC”). Such option is exercisable within a period of five years from the date of the options agreement. If the audited consolidated statement(s) of comprehensive income of APC and its subsidiary/subsidiaries (together, the “APC Group”) for the year ended 31 March 2012 or any accounting period subsequent thereto has not been released and issued at the time of exercise of the option, the exercise price of the option will be HK\$25 million. If the audited consolidated statement(s) of comprehensive income of the APC Group for the year ended 31 March 2012 or any accounting period subsequent thereto has been released and issued, the exercise price of the option will be the higher of (i) HK\$25 million or (ii) the lower of 10 times EBITDA or HK\$75 million if NWHL wishes to acquire APC from PGL. If PGL were to exercise the option to sell APC to NWHL and the audited consolidated statement(s) of comprehensive income of the APC Group for the year ended 31 March 2012 or any accounting period subsequent thereto has been released and issued, the exercise price of the option will be the higher of (i) HK\$25 million or (ii) the lower of 5 times EBITDA or HK\$75 million. Further details of the transaction were set out in the announcement and circular of the Company dated 11 May 2011 and 10 June 2011, respectively;
- c) a conditional underwriting agreement dated 8 August 2011 between the Company as issuer and Chung Nam as underwriter relating to the issue of 6,268,834,496 rights shares at a subscription price of HK\$0.062 per share on the basis of 22 rights shares for every share held on 3 October 2011 (as amended by a supplemental underwriting agreement dated 10 August 2011). Further details of the rights issue were set out in the announcement and circular of the Company dated 11 August 2011 and 2 September 2011, respectively;
- d) a note purchase agreement dated 2 February 2012 entered into between Dollar Group Limited (a wholly-owned subsidiary of the Company) and Quinella International Incorporated in relation to the sale and purchase of the 2.5% unsecured notes due 2014 in the aggregate principal amount of HK\$200 million issued by Mascotte Holdings Limited. Further details of the transaction were set out in the announcement of the Company dated 2 February 2012;

- e) the deed of undertaking entered into between the Company and Dr. Kwong Kai Sing on 21 March 2012 (as amended by a supplemental deed dated 22 May 2012) in relation to the disposal of 400,000,000 ordinary shares of HT at an aggregate consideration of HK\$115 million. Further details of the deed of undertaking were set out in the announcement and the circular of the Company dated 22 March 2012 and 25 May 2012, respectively;
- f) a conditional subscription agreement dated 20 April 2012 between the Company and Mr. Liu On Bong, Peter in relation to the subscription by Mr. Liu On Bong, Peter of 56,989,403 shares at HK\$0.12 each. Further details of the transaction were set out in the announcement of the Company dated 20 April 2012;
- g) a conditional agreement dated 8 June 2012 entered into between Profit Garden (an indirect wholly-owned subsidiary of the Company) and Regent Square Limited in relation to the acquisition of Richful Zone at a consideration of HK\$50 million. Further details of the transaction were set out in the announcements of the Company dated 8 June 2012 and 28 June 2012;
- h) a conditional placing agreement dated 27 August 2012 entered into between the Company and Chung Nam in relation to the placing of 312,417,159 new shares at the price of HK\$0.26 per share. Further details of the placing were set out in the announcements of the Company dated 27 August 2012 and 7 September 2012;
- i) a acquisition agreement dated 5 October 2012 entered into between Equal Leader (a wholly owned subsidiary of the Company) and Speedy Harvest Holdings Limited in relation to the acquisition of the sale shares, representing the entire issued share capital of Global Castle at a consideration of HK\$800 million. Further details of the transaction were set out in the announcement and the circular of the Company dated 5 October 2012 and 12 March 2013, respectively;
- j) a selling agreement entered into between the Company and Freeman Securities Limited (“Freeman”) on 15 October 2012 pursuant to which Freeman agreed to sell a series of 5% unsecured seven-year straight bonds of an aggregate principal amount up to HK\$450 million to be issued by the Company. Further details of the selling agreement were set out in the Company’s announcement dated 15 October 2012;
- k) a supplemental agreement dated 24 December 2012 entered into between Equal Leader (a wholly owned subsidiary of the Company) and Speedy Harvest Holdings Limited in relation to amend certain terms of the acquisition agreement dated 5 October 2012. Further details of the transaction were set out in the announcement dated 24 December 2012;
- l) a conditional agreement dated 7 January 2013 entered into between Coupeville Limited (a direct wholly-owned subsidiary of the Company) and Quinella International Incorporated (an independent third party to the Company and its connected persons), in relation to the disposal of Profit Garden and its subsidiaries at a consideration of HK\$50 million; and
- m) the Underwriting Agreement.

10. CORPORATION INFORMATION

Registered office	Clarendon House 2 Church Street Hamilton HM11 Bermuda
Principal place of business in Hong Kong	29/F., China United Centre 28 Marble Road North Point, Hong Kong
Authorised representatives in Hong Kong	Kwong Kai Sing, Benny Chow Chi Wah, Vincent
Company secretary	Chow Chi Wah, Vincent, <i>FCCA, HKICPA</i>
Underwriter of the Rights Issue	Enerchine Securities Limited 25/F., China United Centre 28 Marble Road North Point, Hong Kong
Legal advisers to the Company	<i>As to Bermuda law:</i> Conyers Dill & Pearman 2901 One Exchange Square 8 Connaught Place, Central Hong Kong <i>As to Hong Kong law:</i> Shum & Co., Solicitors Suite 2801-03 & 06 28/F., China United Centre 28 Marble Road North Point, Hong Kong
Auditors	Ernst & Young <i>Certified Public Accountants</i> 22/F CITIC Tower 1 Tim Mei Avenue Central, Hong Kong
Principal share registrar in Bermuda	Butterfield Corporate Services Limited Rosebank Centre 11 Bermudiana Road Pembroke Bermuda

Hong Kong branch share registrar	Computershare Hong Kong Investor Services Limited Shops 1712-16, 17/F. Hopewell Centre 183 Queen's Road East Wanchai Hong Kong
Principal banker	The Hongkong and Shanghai Banking Corporation Limited 1 Queen's Road Central Hong Kong

PARTICULARS OF DIRECTORS AND SENIOR MANAGEMENT

Name and address of Executive Directors and Non-executive Directors

Name	Address
<i>Executive Directors</i>	
Dr. Kwong Kai Sing, Benny	29/F., China United Centre 28 Marble Road North Point, Hong Kong
Mr. Ong, Peter	29/F., China United Centre 28 Marble Road North Point, Hong Kong
Mr. Chow Chi Wah, Vincent	29/F., China United Centre 28 Marble Road North Point, Hong Kong
Dr. Wu Jian	29/F., China United Centre 28 Marble Road North Point, Hong Kong
<i>Independent Non-Executive Directors</i>	
Mr. To Shing Chuen	29/F., China United Centre 28 Marble Road North Point, Hong Kong
Mr. Ha Kee Choy, Eugene	29/F., China United Centre 28 Marble Road North Point, Hong Kong

Mr. Chung Yuk Lun
29/F., China United Centre
28 Marble Road
North Point, Hong Kong

Mr. Lo Wong Fung
29/F., China United Centre
28 Marble Road
North Point, Hong Kong

Executive Directors

Kwong Kai Sing, Benny, aged 54, is the chairman and an executive Director of the Company since 2001. Dr. Kwong graduated from Simon Fraser University in British Columbia Canada with a bachelor degree in arts. Dr. Kwong was awarded the honor degree of doctor of commerce by the University of West Alabama in 2008.

Dr. Kwong held senior positions with major international banks in Hong Kong in respective lending departments and China department for many years. For the past several years, he has served as executive director of over 10 publicly listed companies both in Hong Kong, Canada and the UK. Dr. Kwong has extensive knowledge in corporate finance and banking. Dr. Kwong was a director of the Tung Wah Group of Hospitals from 2008 to 2010 and was a member of the Campaign Committee of The Community Chest from 2006 to 2010. Dr. Kwong was nominated as 中國企業創新優秀人物 in China in 2006 and was an appointed member of the China People's Political Consultative Conference of the Hubei Province in 1995-1996. He is currently an appointed member of the China People's Political Consultative Conference of the Zhaoqing City.

Ong Peter, aged 43, is the managing Director and an executive Director of the Company since 2003. Mr. Ong holds a bachelor degree from California State University, Los Angeles, the United States of America. He has extensive experience in the press and the insurance industries.

Chow Chi Wah, Vincent, aged 44, is the financial controller, the company secretary and an executive Director of the Company since 2006. Mr. Chow is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Chow has over 15 years' experience in the finance and accounting field in Hong Kong.

Dr. Wu Jian, aged 34, holds a Bachelor of Arts degree in International Economics from the American University of Paris, a Master of Science degree in Sociology from University of Oxford and a PhD degree in Management Studies (Public Administration) from Renmin University of China. Dr. Wu has extensive experience in property investment in China. Dr. Wu has been employed as manager of the Group since 1 August 2012. Prior to joining the Group, Dr. Wu was a director and general manager of Tianjin Gaotong Industrial Services Co. Ltd. specialising in property investment, industrial consulting and private equity investment in China. Before that, Dr. Wu spent two years as a postdoctoral research fellow in Peking University researching on land institutions, real estate policies and public administration.

Independent Non-Executive Directors

To Shing Chuen, aged 62, is an independent non-executive Director of the Company since 2002. Mr. To has a Bachelor's degree in Arts and has over 19 years' experience in trading, garment and leather field. He enjoys excellent relationship with Mainland China companies.

Ha Kee Choy, Eugene, aged 56, is an independent non-executive Director of the Company since 2005. Mr. Ha is the director of a certified public accounting practice and an advisory service company in Hong Kong. Mr. Ha holds a Master's degree in business administration and is a fellow member of the Association of Chartered Certified Accountants. Mr. Ha possesses over 20 years of experience in the finance and banking industry and acts as director of a number of private and listed companies in Hong Kong. Mr. Ha is also an executive director of 21 Holdings Limited, a company listed on the Stock Exchange.

Chung Yuk Lun, aged 52, is an independent non-executive Director of the Company since 2001. Mr. Chung has over 20 years' experience in the finance and accounting field. Mr. Chung is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and an Associate Chartered Accountant (England and Wales). Mr. Chung is also the chairman of Radford Capital Investment Limited, an executive director of Ming Fung Jewellery Group Limited and an independent non-executive director of Forefront Group Limited and Dragonite International Limited, all of which companies are listed on the Stock Exchange.

Lo Wong Fung, JP, aged 66, is an independent non-executive Director of the Company since 2007. Mr. Lo is the founder and chairman of Golden Fame Logistics Holding Limited and has more than 30 years' experience in the logistic field. He is the chairman of The Chamber of Hong Kong Logistics Industry, a director and the chairman of the Technology Committee of Hong Kong R&D Centre for Logistics and Supply Chain Management Enabling Technologies, the Permanent President of Hong Kong CFS & Logistics Association, the Permanent President of Hong Kong Container Drayage Services Association, the Honorary President of Hong Kong Cargo Vessel Traders' Association and also a member of the Hong Kong Logistics Development Council.

Mr. Lo is also the Vice Chairman and Welfare Committee Chairman of Ning Po Residents Association (H.K.), a member of the Political Consultative Committee of Zhongshan City, the PRC and the Vice Chairman of Zhongshan Association of Overseas Chinese Enterprises. Mr. Lo is currently a visiting professor at the Shanghai Maritime University of the PRC.

11. MISCELLANEOUS

The English text of this Prospectus shall prevail over the Chinese text in case of inconsistencies.

12. EXPENSES

The expenses in relation to the Rights Issue (including the underwriting fee, printing, registration, legal, accounting and documentation charges) are estimated to be approximately HK\$6.2 million and will be payable by the Company.

13. DOCUMENTS DELIVERED TO THE REGISTRARS OF COMPANIES

A copy of each of the Rights Issue Documents, having attached thereto the written consent referred to under the paragraph headed “Expert and Consent” in this Appendix, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance. If required by Bermuda law, a copy of each of the Rights Issue Documents will as soon as reasonably practicable be delivered to the Registrar of Companies in Bermuda for filing in accordance with the requirements of the Companies Act.

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal place of business of the Company in Hong Kong during normal business hours up to and including the 14th day following the date hereof:

- a) the Memorandum of Association and the Bye-laws of the Company;
- b) the report from Ernst & Young set out in Appendix II of this Prospectus;
- c) the material contracts referred to section 9 of this Appendix;
- d) the written consent given by Ernst & Young referred to section 6 of this Appendix;
- e) the annual reports of the Company for the two years ended 31 March 2011 and 31 March 2012;
- f) a copy of the circulars issued by the Company dated 25 May 2012 and 12 March 2013; and
- g) this Prospectus