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HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

PROPOSED BONUS ISSUE OF SHARES

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The Board proposes a bonus issue to the Qualifying Shareholders on the basis of one Bonus Share for every two existing Shares held by the Qualifying Shareholders on the Record Date subject to the approval by the Shareholders at the SGM. The Bonus Shares will be credited as fully paid at par by way of capitalization of an amount equal to the total par value of the Bonus Shares standing to the credit of the contributed surplus account of the Company. The register of members of the Company will be closed from Friday, 22 August 2014 to Tuesday, 26 August 2014 (both days inclusive) in order to determine the entitlement of the Shareholders under the Bonus Issue.

Application will be made to the Listing Committee for the listing of, and permission to deal in the Bonus Shares. The Bonus Shares, upon issue, will rank pari passu with the Shares then existing in all respects.

GENERAL INFORMATION

A circular containing, further information on the Bonus Issue, the trading arrangements in respect of the Bonus Shares, together with the notice of the SGM will be dispatched to the Shareholders as soon as practicable.

PROPOSED BONUS ISSUE OF SHARES

The Company is pleased to announce that the Board recommended the Bonus Issue to the Qualifying Shareholders on the basis of one Bonus Share for every two existing Shares held by the Qualifying Shareholders on the Record Date subject to the approval by the Shareholders at the SGM. The Bonus Shares will be credited as fully paid at par by way of capitalization of an amount equal to the total par value of the Bonus Shares standing to the credit of the contributed surplus account of the Company. The terms of the Bonus Issue are set out below.

* *For identification purposes only*

Basis of Bonus Issue

Subject to the conditions as set out under the heading “Conditions of the Bonus Issue” below, the Bonus Shares will be issued and credited as fully paid at par on the basis of one Bonus Share for every two existing Shares held by the Qualifying Shareholders on the Record Date.

Assuming that no further Shares will be issued or repurchased on or before the Record Date, on the basis of 2,823,953,041 existing Shares in issue as at the date of this announcement, 1,411,976,520 Bonus Shares will be issued and credited as fully paid at par value by way of capitalisation of an amount of HK1,411,976.52 in the contributed surplus account of the Company pursuant to the Bonus Issue. The Bonus Shares, upon issue, will rank pari passu in all respects with the then existing Shares and the Company will not allot any fractions of Bonus Shares.

Conditions of the Bonus Issue

The Bonus Issue is conditional, amongst other things, upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM for approving the Bonus Issue;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of Bermuda and the bye-laws of the Company to effect the Bonus Issue.

Application will be made to the Listing Committee for the listing of, and permission to deal in the Bonus Shares.

Overseas Shareholders

The Company will make enquiry and, if necessary, seek legal advice(s) from overseas counsel(s) on the applicable procedural requirements for extending the Bonus Issue to Overseas Shareholders. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be issued to those Overseas Shareholders, i.e. the Non-Qualifying Shareholders. In such circumstances, arrangements will be made for the Bonus Shares, which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company.

Status of the Bonus Shares and fractional entitlements

The Bonus Shares, upon issue, will rank pari passu with the then existing Shares in all respects, including the entitlement of receiving dividends and other distributions on the record date for which is on or after the date of allotment and issue of those Bonus Shares. There will not be any fractional entitlements to the Bonus Shares.

Record Date and closure of register of members

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated under the heading “Overseas Shareholders” above.

The register of members of the Company will be closed from Friday, 22 August 2014 to Tuesday, 26 August 2014 (both days inclusive) in order to determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited for registration not later than 4:30 p.m. on Thursday, 21 August 2014. The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until the Record Date.

Reasons and Benefits for the Bonus Issue

The Board proposes the Bonus Issue to the Shareholders in recognition of their continual supports to the Company. The Board believes that the Bonus Issue will also enhance the liquidity of the Shares in the market and thereby enlarge the shareholder and capital base of the Company.

Certificates for the Bonus Shares

It is expected that certificates for the Bonus Shares will be posted on or before Monday, 1 September 2014 upon fulfillment of all the conditions of the Bonus Issue at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Bonus Shares are expected to commence on Tuesday, 2 September 2014.

EXPECTED TIMETABLE

The expected timetable of the Bonus Issue is set out below:–

2014
(Hong Kong time)

Despatch of the Circular (including the notice of the SGM) Friday, 1 August
and proxy form for the SGM

Latest time for lodging the proxy form for the SGM 5:00 p.m., Saturday,
(not less than 48 hours prior to time appointed for 16 August
the holding of the SGM)

Expected date and time of the SGM. 5:00 p.m., Monday, 18 August
(or so soon thereafter as the annual general
meeting of the Company convened at 4:30 p.m.
on the same day and at the same place
shall have concluded or adjourned)

Announcement of poll results of the SGM. Monday, 18 August

Last day of trading in Shares cum-entitlements to Tuesday, 19 August
the Bonus Issue

First day of trading in Shares ex-entitlements to Wednesday, 20 August
the Bonus Issue

Latest time for lodging transfer of Shares 4:30 p.m., Thursday, 21 August
to qualify for the Bonus Issue

Closure of register of members Friday, 22 August to
Tuesday, 26 August (both days inclusive)

Record Date Tuesday, 26 August

Register of members re-opens Wednesday, 27 August

Certificates for the Bonus Shares expected Monday, 1 September
to be despatched

Dealings in Bonus Shares commence. Tuesday, 2 September

Dates or deadlines specified in this announcement are indicative only and may be
varied by the Company. Any consequential changes to the expected timetable will be
announced or notified to the Shareholders as and when appropriate.

GENERAL

A circular containing further information on the Bonus Issue, the trading arrangements
in respect of the Bonus Shares, together with a notice convening the SGM will be
dispatched to the Shareholders as soon as practicable. No Shareholder is required to
abstain from voting on the ordinary resolution to approve the Bonus Issue at the SGM.

DEFINITIONS

In this announcement, the following terms shall have the meanings respectively set
opposite them unless the context requires otherwise:–

“Board” the board of directors of the Company

“Bonus Issue” the proposed issue of Bonus Shares to the Qualifying
Shareholders on the basis of one Bonus Share for
every two existing Shares held by the Qualifying
Shareholders on the Record Date

“Bonus Share(s)” new Share(s) to be issued by way of Bonus Issue by the
Company as described herein

“Company”	Heritage International Holdings Limited, a company incorporated in Bermuda with limited liability, whose Shares are listed on the main board of the Stock Exchange
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Committee”	the listing committee of the Stock Exchange
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) whom the Board, after making enquiries, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant foreign regulatory body or stock exchange in that place not to extend the Bonus Issue to them
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the register of members of the Company on the Record Date is/are outside Hong Kong
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholders), who are entitled to the Bonus Issue
“Record Date”	Tuesday, 26 August 2014, being the date for determining the entitlement to the Bonus Issue
“SGM”	the special general meeting of the Company to be convened for the purpose of approving the Bonus Issue
“Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 18 July 2014

As at the date of this announcement, the Company has four executive Directors, being Dr. Kwong Kai Sing, Benny, Mr. Ong Peter, Mr. Chow Chi Wah, Vincent and Ms. Chen Wei and four independent non-executive Directors, being Mr. To Shing Chuen, Mr. Ha Kee Choy Eugene, Mr. Chung Yuk Lun and Mr. Lo Wong Fung.