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HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

POLL RESULT OF THE SPECIAL GENERAL MEETING HELD ON 22 JANUARY 2015

The Board is pleased to announce that the proposed ordinary resolution as set out in the notice of the SGM dated 6 January 2015 was duly passed by the Shareholders by way of poll at the SGM held on 22 January 2015.

All the conditions to the Share Subdivision have been fulfilled and the Share Subdivision will become effective on Friday 23 January 2015.

As at the date of this announcement, the Company has 42,350,000 outstanding Share Options granted to Mr. Yau Wai Lung, an executive director of the Company, under the Share Option Scheme on 5 December 2014 to subscribe for a total of 42,350,000 Shares. Upon the Share Subdivision becoming effective, adjustments are required to be made to the exercise price of the Share Options and the number of Subdivided Shares that are issuable to him upon full exercise of the subscription rights attaching to the Share Options in accordance with the terms of the Share Option Scheme, the requirements of Rule 17.03(13) of the Listing Rules and the Supplementary Guidance.

References are made to the circular (the “Circular”) of Heritage International Holdings Limited (the “Company”) dated 6 January 2015 and the notice (the “Notice”) of the special general meeting (the “SGM”) of the even date. Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

POLL RESULT OF THE SGM

At the SGM held on 22 January 2015, a vote on the proposed ordinary resolution as set out in the Notice was taken by poll. The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

The Board is pleased to announce that the proposed ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM held on 22 January 2015. The poll result of the ordinary resolution is as follows:

Ordinary Resolution <i>(Note)</i>	Number of Votes (approximate % of total number of votes cast)		
	For	Against	Total number of votes cast
To approve the Share Subdivision and authorize the Director(s) to do all such acts and things and execute all such documents as are necessary to give effect to the Share Subdivision.	2,216,583,885 100.00%	0 0.00%	2,216,583,885

Note: The description of the above ordinary resolution is by way of summary only. The full text appears in the Notice.

As at the date of the SGM, a total number of 4,235,929,561 Shares were in issue and fully paid, being the total number of Shares entitling the Shareholders to attend and vote on the proposed ordinary resolution at the SGM. No shareholder was required to abstain from voting in favour of the proposed ordinary resolution at the SGM.

As more than 50% of the votes were cast in favour of the proposed ordinary resolution, the proposed ordinary resolution was duly passed at the SGM.

SHARE SUBDIVISION

As all of the conditions to the Share Subdivision as stated in the Circular have been fulfilled as at the date of this announcement, the Share Subdivision will become effective on Friday 23 January 2015, being the business day immediately following the date on which the proposed ordinary resolution was passed. Dealing in the Subdivided Shares will commence with effect from 9:00 a.m. on Friday 23 January 2015 and the Shareholders may exchange the existing share certificates (in grey color) for new share certificates (in green color) free of charge during the period from Friday 23 January 2015 until 4:30 p.m. on Wednesday 4 March 2015 (both dates inclusive). Please refer to the Circular for details, including the trading arrangement on odd lot trading and arrangement of exchange of share certificates in connection with the Share Subdivision.

ADJUSTMENT TO SHARE OPTIONS

As a result of the Share Subdivision, adjustment will be made to the exercise price and the number of outstanding Share Options pursuant to the relevant terms of the Share Option Scheme, the requirements of Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005 (“Supplementary Guidance”).

As at the date of this announcement, the Company has a total of 42,350,000 outstanding Share Options granted by the Company to Mr. Yau Wai Lung, an executive director of the Company, on 5 December 2014 to subscribe for 42,350,000 Shares.

Upon the Share Subdivision becoming effective, the exercise price and the number of outstanding Share Options will be adjusted in the following manner:

Date of issue	Immediately before the Share Subdivision becoming effective		Immediately after the Share Subdivision becoming effective	
	Exercise price per Share (HK\$)	Number of Shares issuable on the exercise in full of the outstanding Share Options	Adjusted Exercise price per Subdivided Share (HK\$)	Number of Subdivided Shares issuable on the exercise in full of the outstanding Share Options
5 December 2014	1.68	42,350,000	0.42	169,400,000

Save for the above adjustments, all other terms of the outstanding Share Options remain unchanged. The auditors of the Company have confirmed in writing that the adjustments made to the outstanding Share Options as disclosed herein are in compliance with the terms of the Share Option Scheme, the requirements as set out in Rule 17.03(13) of the Listing Rules and the Supplementary Guidance.

By Order of the Board
Heritage International Holdings Limited
Yau Wai Lung
Executive Director

Hong Kong, 22 January 2015

As at the date of this announcement, the Company has two executive directors, being Mr. Yau Wai Lung and Dr. Jonathan Ross and three independent non-executive directors, being Mr. To Shing Chuen, Mr. Ha Kee Choy, Eugene, and Mr. Chung Yuk Lun.

* *For identification purposes only*