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HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 13 JULY 2015

The Board is pleased to announce that the proposed ordinary resolution to approve the Disposal Agreement and all transactions contemplated thereunder was duly passed by the Shareholders at the SGM held on 13 July 2015 by way of poll.

Reference is made to the circular (the “**Circular**”) of Heritage International Holdings Limited (the “**Company**”) dated 24 June 2015 and the notice (the “**Notice**”) of the SGM of the even date. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed ordinary resolution to approve the Disposal Agreement and all transactions contemplated thereunder was duly passed by the Shareholders at the SGM held on 13 July 2015 by way of poll.

Details of the poll results of the SGM are set out below:

ORDINARY RESOLUTION <i>(Note 1)</i>		Number of votes (Approximate % of total number of votes cast)		
		For	Against	Total number of votes cast <i>(Notes 2&3)</i>
1.	To (i) confirm, ratify and approve the sale and purchase agreement (the “ Disposal Agreement ”) dated 21 May 2015 entered into by the Company and Trillion Cheer Toprich Limited in relation to the disposal by the Company of the entire issued share capital of Gold Mountain Limited and the entire shareholder loan and other indebtedness owed by Gold Mountain Limited or (where applicable) its subsidiaries to the Company or its associates as at completion of the disposal (“ Loan ”) to Trillion Cheer Toprich Limited and the transactions contemplated thereunder; and (ii) authorise the directors of the Company to do all things and execute all documents which they may consider desirable or expedient to give effect to any or all transactions contemplated under the Disposal Agreement.	9,833,615,036 (100%)	0 (0%)	9,833,615,036

As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed as ordinary resolution of the Company.

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.

Notes:

1. The full text of the proposed ordinary resolution was set out in the Notice.
2. As at the date of the SGM, a total of 16,943,718,244 Shares were in issue. As stated in the Circular, the Purchaser and its associates are considered to have a material interest in the Disposal and will abstain from voting in favour of the proposed ordinary resolution relating to the Disposal at the SGM to the extent of the Shares they hold. As at the date of the SGM, none of the Purchaser and its associates holds any Shares. As such, a total of 16,943,718,244 Shares, representing approximately 100% of the issued share capital of the Company as at the date of the SGM, were held by Shareholders who were entitled to attend and vote for or against the proposed ordinary resolution in relation to the Disposal Agreement and the transactions contemplated thereunder at the SGM. Moreover, no Shareholder has indicated in the Circular to vote against the proposed ordinary resolution at the SGM.

3. Save as disclosed herein, there were no restrictions on any Shareholders to cast votes on the proposed ordinary resolution at the SGM.

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

Hong Kong, 13 July 2015

As at the date of this announcement, the Company has three executive directors, being Mr. Yau Wai Lung, Dr. Jonathan Ross and Mr. Ma Chao and three independent non-executive directors, being Mr. To Shing Chuen, Mr. Chung Yuk Lun and Mr. Cheung Wing Ping.

* *For identification purposes only*