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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)

**DISCLOSEABLE TRANSACTION
— ACQUISITION OF PROPERTY INTEREST
AND
UNUSUAL PRICE AND VOLUME MOVEMENTS**

The Board wishes to announce that on 29 November 2004, the Purchaser entered into the S&P Agreement with the Vendor, pursuant to which the Purchaser has agreed to purchase, and the Vendor has agreed to sell, the Properties for a cash consideration of HK\$51 million.

The Acquisition constitutes a discloseable transaction for the Company under Rule 14.06 of the Listing Rules. A circular containing further particulars of the Acquisition will be despatched to the Shareholders as soon as possible in accordance with the requirements of the Listing Rules.

The Directors have noted the recent increases in (i) the price and trading volume of the Shares and (ii) the price of the Nil-Paid Rights and wish to state that they are not aware of any reasons for such increases.

The Directors further confirm that, save as disclosed in this announcement, there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under Rule 13.23 of the Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price sensitive nature.

S&P AGREEMENT

Date:

29 November 2004

Parties:

1. Pacific Kingdom Investments Limited, being the Vendor. The Vendor is a property holding company incorporated in Hong Kong with limited liability and to the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, the Vendor and its ultimate beneficial owner(s) are not connected with any of the directors, chief executive or substantial shareholder(s) of the Company or its subsidiaries or their respective associate(s).

2. Silver Target Limited and Wealth Champion Limited, two wholly-owned subsidiaries of the Company, being the Purchaser.

Properties to be acquired:

The whole of 31st and 32nd Floors of China United Centre, No.28 Marble Road, North Point, Hong Kong, occupying a total gross floor area of approximately 22,524 sq. ft. Upon Completion, the Vendor will deliver vacant possession of the Property to the Purchaser.

Consideration:

The aggregate consideration payable by the Purchaser to the Vendor for the acquisition of the Properties is HK\$51 million. A deposit of HK\$5.1 million has been paid by the Purchaser to the Vendor upon signing of the S&P Agreement and the remaining balance of HK\$45.9 million will be paid by the Purchaser to the Vendor on Completion.

The consideration has been arrived at after arm's length negotiations between the Purchaser and the Vendor with reference to the value of the Properties of approximately HK\$60 million as at 26 November 2004 as valued by an independent property valuer, RHL Appraisal Ltd.

Completion:

Subject to the Vendor having proved good title to the Properties, Completion will take place on or before 25 January 2005 or such later date as the Vendor and the Purchaser may agree in writing.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is an investment holding company and its subsidiaries are principally engaged in investment in casino services and gaming business, property related investments and investment in securities and money-lending businesses.

Reference is made to the announcement issued by the Board on 28 July 2003 regarding the lapse of certain sale and purchase agreements entered into by the Company's subsidiaries for the acquisition of certain properties, of which the Properties form part. Due to certain legal proceedings between the then vendors and their mortgagee bank, the sale and purchase did not proceed as contemplated under the said agreements. After a series of negotiation with the mortgagee bank, the Vendor is now in a position to sell the Properties to the Purchaser. The Directors believe that the Acquisition can enhance the property portfolio and future earnings of the Company and thus is in the interests of the Company and its Shareholders as a whole. Taking into account the value of the Properties of approximately HK\$60 million as at 26 November 2004, the Directors consider the terms of the Acquisition to be fair and reasonable.

GENERAL

The Acquisition constitutes a discloseable transaction for the Company under Rule 14.06 of the Listing Rules. A circular containing further particulars of the Acquisition will be despatched to the Shareholders as soon as possible in accordance with the requirements of the Listing Rules.

UNUSUAL PRICE AND VOLUME MOVEMENTS

This statement is made at the request of the Stock Exchange.

The Directors have noted the recent increases in (i) the price and trading volume of the Shares and (ii) the price of the Nil-Paid Rights and wish to state that they are not aware of any reasons for such increases.

The Directors confirm that, save as disclosed in this announcement, there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under Rule 13.23 of the Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price sensitive nature.

Made by the order of the Board, the directors of which individually and jointly accept responsibility for the accuracy of this statement.

DEFINITIONS

“Acquisition”	the acquisition of the Properties
“associate”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Heritage International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Completion”	completion of the S&P Agreement
“Director(s)”	the director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nil-Paid Rights”	the nil-paid rights to subscribe for shares in the Company on the basis of one rights share for every two existing Shares held on 18 November 2004
“Properties”	the whole of 31st and 32nd Floors of China United Centre, No.28 Marble Road, North Point, Hong Kong
“Purchaser”	Silver Target Limited and Wealth Champion Limited, both being companies incorporated in the British Virgin Islands with limited liability and wholly-owned subsidiaries of the Company
“S&P Agreement”	two sale and purchase agreements both dated 29 November 2004 entered into between the Purchaser and the Vendor in relation to the sale and purchase of the Properties

“Shareholders”	the shareholders of the Company
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“sq. ft.”	square feet
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Pacific Kingdom Investments Limited, a company incorporated in Hong Kong with limited liability which, together with its ultimate beneficial owner(s), are independent third parties who, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, are not connected with any of the directors, chief executive or substantial shareholder(s) of the Company or its subsidiaries or their respective associate(s)

By order of the Board
Kwong Kai Sing, Benny
Chairman

Hong Kong, 29 November 2004

** For identification only*

As at the date of this announcement, the Company has three executive Directors, being Mr. Kwong Kai Sing, Benny, Mr. Ong Peter and Ms. Poon Chi Wan, one non-executive Director, being Mr. Chung Yuk Lun and three independent non-executive Directors, being Mr. Chan Sze Hung, Mr. To Shing Chuen and Mr. Frank H. Miu.

Please also refer to the published version of this announcement in International Herald Tribune.