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If you have sold all your shares in New Heritage Holdings Ltd., you should at once hand this document and the accompanying proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of New Heritage Holdings Ltd. to be held at Falcon Room II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 9 June 2009 at 10:30 a.m. is set out on pages 23 to 30 of this document. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the principal place of business of the Company at Room 2301, 23/F Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or at any adjourned meeting should you desire.

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DEFINITIONS

In this document, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Falcon Room II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 9 June 2009 at 10:30 a.m. (and any adjournment thereof), the notice of which is set out on pages 23 to 30 of this document
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law (2004 Revision) of the Cayman Islands and any amendments or other statutory modifications thereof
“Company”	New Heritage Holdings Ltd., an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal in, during the period as set out in the Issue Resolution, Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the Issue Resolution
“Issue Resolution”	the proposed ordinary resolution set out in the notice of the Annual General Meeting as resolution no. (1) in item 4 thereof
“Latest Practicable Date”	17 April 2009, being the latest practicable date prior to the printing of this document for ascertaining certain information referred to in this document
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to repurchase, during the period as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the Repurchase Resolution
“Repurchase Proposal”	the proposal for granting the Repurchase Mandate
“Repurchase Resolution”	the proposed ordinary resolution set out in the notice of the Annual General Meeting as resolution no. (2) in item 4 thereof
“Scheme”	the share option scheme adopted by the Company on 14 November 2005

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon the exercise of all options to be granted under the Scheme and any other share option schemes of the Company, which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Scheme
“Scheme Mandate Limit Refreshment Proposal”	the proposal to refresh the Scheme Mandate Limit under the Scheme
“Share Buy Back Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)

(HKSE Stock Code: 95)

Executive Directors:

Mr. TAOCHAIFU Choofuang

(also known as C.F. TAO) (Chairman)

Mr. TAO Richard *(Vice Chairman)*

Mr. TAO Paul

(also known as TAOCHAIFU Porn) (Managing Director)

Mr. KONG Mui Sum Lawrence

Mr. YIM Chun Leung

Registered Office:

Clifton House

75 Fort Street

P.O. Box 1350 GT

George Town

Grand Cayman

Cayman Islands

Non-Executive Director:

Mr. CHAN Bernard Charnwut

*Head Office and Principal Place
of Business:*

Room 2301, 23/F,

Fortis Tower,

77-79 Gloucester Road,

Wanchai, Hong Kong

Independent Non-Executive Directors:

Mr. WONG Gary Ka Wai

Mr. SUN Leland Li Hsun

Mr. CHAN Norman Enrique

29 April 2009

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this document is to seek your approval of the resolutions, *inter alia*, relating to the re-election of Directors, the Issue Mandate, the Repurchase Mandate, the refreshment of Scheme Mandate Limit, the proposed amendments to the Articles and the adoption of amended and restated memorandum and articles of association to be proposed at the Annual General Meeting to be held on Tuesday, 9 June 2009, notice of which is set out on pages 23 to 30 of this document.

RE-ELECTION OF DIRECTORS

In accordance with Article 108.(a) of the Articles, Mr. TAO Richard, Mr. KONG Mui Sum Lawrence and Mr. YIM Chun Leung shall retire from office by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting.

Details of the above-mentioned Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Directors a general mandate to allot, issue and deal in Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Issue Resolution. In addition, an ordinary resolution will also be proposed to authorise an extension of the Issue Mandate by adding thereto the aggregate nominal amount of any Shares repurchased under the Repurchase Mandate.

The Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

Subject to the passing of the Issue Resolution and assuming that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to allot or issue a maximum of 232,561,937 Shares (representing 20% of the issued shares as at the date of the Annual General Meeting).

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

The Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

Subject to the passing of the Repurchase Resolution and assuming that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 116,280,968 Shares (representing 10% of the issued shares as at the date of the Annual General Meeting).

An explanatory statement as required under the Share Buy Back Rules to provide all the information reasonably necessary to enable Shareholders to make an informed decision whether to vote for or against the resolution concerning the Repurchase Mandate is set out in the Appendix II hereto.

REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SCHEME

The Scheme was approved and adopted by the Shareholders on 14 November 2005. The purpose of the Scheme is to provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

The existing Scheme Mandate Limit under the Scheme is 113,716,468 Shares, being 10% of the Shares in issue as at 9 May 2008, the date of approval of existing Scheme Mandate Limit. Since 9 May 2008 and up to the Latest Practicable Date, the Company has granted share options carrying rights to subscribe for 58,511,000 Shares, of which no share options carrying rights to subscribe for Shares have lapsed in accordance with the terms of the Scheme which are not counted for the purpose of calculating the 10% limit. As a result, the balance of share options carrying rights to subscribe for 55,205,468 Shares may be granted under the Scheme. Since the date of adoption of the Scheme, 34,545,000 Shares have been issued under the Scheme, options carrying rights to subscribe for 43,869,877* Shares have lapsed and share options carrying rights to subscribe for 92,302,882* Shares remain outstanding and yet to be exercised. Apart from the Scheme, the Company has no other share option scheme in issue as at the Latest Practicable Date.

* *Note:* number of share options have been adjusted following the adjustment events arising from the changes in the Company's capital structure in 2007

LETTER FROM THE BOARD

Pursuant to paragraph 9.1 of the Scheme, the Company may seek approval from the Shareholders in general meeting to refresh the Scheme Mandate Limit provided that the total number of Shares which may be issued upon exercise of all share options to be granted under the Scheme and any other share option schemes of the Company must not exceed 10% of the Shares in issue as at the date of the approval to refresh the Scheme Mandate Limit. Share options previously granted under the Scheme, and other share option schemes (including those outstanding, cancelled, lapsed in accordance with the Scheme or exercised) shall not be counted for the purpose of calculating the limit as renewed.

The limit on the number of Shares which may be issued upon exercise of all share options granted and yet to be exercised under the Scheme and other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

On the basis of 1,162,809,685 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or purchased by the Company prior to the Annual General Meeting, the Scheme Mandate Limit may be “refreshed” to enable grant of further share options to subscribe up to 116,280,968 Shares, representing 10% of the Shares in issue as at the date of the Annual General Meeting. Options not yet granted under the existing mandate will lapse upon the ordinary resolution relating to the refreshment of the Scheme Mandate Limit being passed and approved at the Annual General Meeting.

Since only up to 55,205,468 share options may be granted pursuant to the Scheme Mandate Limit as of the Latest Practicable Date, the Directors consider that the refreshment of the Scheme Mandate Limit will be in the mission interests of the Company as the Scheme’s purpose is to incentivise the participants to work towards achieving the goals of the Group.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (1) the passing of an ordinary resolution by the Shareholders to approve the Scheme Mandate Limit Refreshment Proposal at the Annual General Meeting; and
- (2) the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares representing 10% of the Shares in issue at the date of the Annual General Meeting, which may fall to be issued pursuant to the exercise of the share options granted under the “refreshed” Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of and the permission to deal in the Shares to be issued pursuant to the exercise of share options granted under the “refreshed” Scheme Mandate Limit.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Stock Exchange has amended the Listing Rules relating to, among other things, the use of websites for communication with Shareholders and voting at general meetings. The amendments to the Listing Rules came into effect on 1 January 2009. The Directors propose to amend the Articles to ensure compliance with several amended provisions of the Listing Rules. Therefore, the Directors propose to seek the approval of the Shareholders by way of passing a special resolution to be proposed at the Annual General Meeting for the proposed amendments to the Articles.

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The effect of the proposed amendments of the relevant Articles are as follows:

1. Article 1.(b)	To add the definition of “Business Day” and “clear days” to facilitate the amendments of the Articles in respect of notice period of annual general meetings and all other general meetings.
2. Articles 1.(c), 1.(d) and 65	To reflect the requirement under the Listing Rules that notice to Shareholders should be sent in the case of annual general meetings at least 20 clear business days before the meeting and at least 10 clear business days in case of all other general meetings.
3. Articles 5.(a), 72, 73, 74, 75, 76, 77, 79, 82, 85, 86, 88, 90, 92.(b), 93.(b) and 94	To reflect the requirement under the Listing Rules that voting by poll is mandatory on all resolutions at general meetings and to delete or amend the provisions relating to voting by way of show of hands and demanding a poll.
4. Article 105.(g)	To reflect the removal of directors by way of ordinary resolution.
5. Articles 180.(A)(ii) and 182	To facilitate the Company to use the Company’s website for service of notice or document to the Shareholders and to add a provision for deemed service of notice or document.

Our legal advisers have confirmed that the proposed amendments comply with the requirements of the Listing Rules and the laws in Cayman Islands.

Details of the proposed amendments to the Articles are as follows:

(A) It was proposed that new entries in the following form be added to Article 1.(b):

““Business Day” means a day on which the HK Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the HK Stock Exchange is closed for the business of dealing in securities in Hong Kong on a Business Day for the reason of a number 8 or higher typhoon signal, black rainstorm warning such day shall for the purposes of these Articles be counted as a Business Day;”;

““clear days” means in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;”;

(B) The existing Article 1.(c) provides that:

“At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which not less than 21 days’ notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days’ notice has been given.”

It is proposed that Article 1.(c) be amended as follows:

“At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled so to do, vote in person

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or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice has been given in accordance with Article 65 specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution. Provided that, if permitted by the HK Stock Exchange, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which notice has been given for shorter than the period required under Article 65.”;

(C) The existing Article 1.(d) provides that:

“A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days’ notice has been duly given.”

It is proposed that Article 1.(d) be amended as follows:

“A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which notice has been given in accordance with Article 65.”;

(D) The existing Article 5.(a) provides that:

“If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy at least one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll”

It is proposed that the following words “and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll” in the Article 5.(a) be deleted.

(E) The existing Article 65 provides that:

“An annual general meeting and an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 days’ notice in writing, and a meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution shall be called by at least 14 days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general

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meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right.”

It is proposed that Article 65 be amended as follows:

“An annual general meeting (whether for the passing of a Special Resolution and/or an Ordinary Resolution) shall be called by notice in writing of not less than 21 clear days and not less than 20 clear Business Days and an extraordinary general meeting called for the passing of a Special Resolution shall be called by notice in writing of not less than 21 clear days and not less than 10 clear Business Days, and a general meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution shall be called by notice in writing of not less than 14 clear days and not less than 10 clear Business Days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that, if permitted by the Listing Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right.”;

(F) The existing Article 72 provides that:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. A poll may be demanded by:

- (a) by the Chairman of the meeting; or
- (b) by at least 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.”

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It is proposed that Article 72 be amended as follows:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.”;

(G) The existing Article 73 provides that:

“Unless a poll be so required or demanded and, in the latter case, not withdrawn, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”

It is proposed that Article 73 be amended as follows:

“Intentionally deleted”;

(H) The existing Article 74 provides that:

“If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 75) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the Chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.”

It is proposed that Article 74 be amended as follows:

“Subject to Article 75, a poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting directs.”;

(I) The existing Article 75 provides that:

“Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”

It is proposed that Article 75 be amended as follows:

“Any poll to be taken on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”;

(J) The existing Article 76 provides that:

“In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place (where no poll is demanded) or at which the poll is required or demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive.”

It is proposed that Article 76 be amended as follows:

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive.”;

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(K) The existing Article 77 provides that:

“The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.”

It is proposed that Article 77 be amended as follows:

“Intentionally deleted”;

(L) The existing Article 79 provides that:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands.”

It is proposed that Article 79 be amended as follows:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way.”;

(M) The existing Article 82 provides that:

“A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, be delivered.”

It is proposed that Article 82 be amended as follows:

“A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, be delivered.”;

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- (N) The existing Article 85 provides that:

“Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.”

It is proposed that Article 85 be amended as follows:

“Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.”;

- (O) The existing Article 86 provides that:

“No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person’s admission to the relevant meeting, reject his vote or demand for a poll and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.”

It is proposed that Article 86 be amended as follows:

“No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person’s admission to the relevant meeting, and/or reject his vote and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.”;

- (P) The existing Article 88 provides that:

“The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not

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preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”

It is proposed that Article 88 be amended as follows:

“The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”;

(Q) The existing Article 90 provides that:

“The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”

It is proposed that Article 90 be amended as follows:

“The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”;

(R) The existing Article 92.(b) provides that:

“Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.”

It is proposed that Article 92.(b) be amended as follows:

“Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that, if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder.”;

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(S) The existing Article 93.(b) provides that:

“in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder’s constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the corporate representative proposes to vote.”

It is proposed that Article 93.(b) be amended as follows:

“in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder’s constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the corporate representative proposes to vote.”;

(T) The existing Article 94 provides that:

“No appointment of a corporate representative shall be valid unless it names the person authorised to act as the appointor’s representative and the appointor is also named. The Board may, unless it is satisfied that a person purporting to act as a corporate representative is the person named in the relevant instrument for his appointment, decline such person’s admission to the relevant meeting and/or reject his vote or demand for a poll and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Board or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.”

It is proposed that Article 94 be amended as follows:

“No appointment of a corporate representative shall be valid unless it names the person authorised to act as the appointor’s representative and the appointor is also named. The Board may, unless it is satisfied that a person purporting to act as a corporate representative is the person named in the relevant instrument for his appointment, decline such person’s admission to the relevant meeting and/or reject his vote and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Board or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.”;

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(U) The existing Article 105.(g) provides that:

“if he shall be removed from office by a Special Resolution of the Company under Article 114; or”

It is proposed that Article 105.(g) be amended as follows:

“if he shall be removed from office by an Ordinary Resolution of the Company under Article 114; or”;

(V) The existing Article 180.(A)(ii) provides that:

“Except where otherwise expressly stated, any notice or document (including a share certificate) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (in the case of a notice) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Law and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a computer network and notifying the Shareholder concerned, in such manner as he may from time to time authorise, that it has been so published.”

It is proposed that Article 180.(A)(ii) be amended as follows:

“Except where otherwise expressly stated, any notice or document (including a share certificate) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (in the case of a notice) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Law and the Listing Rules, a notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a computer network (including by publishing it on the Company’s website) and giving to the Shareholder concerned a notice notifying that the notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) has been so published (a “notice of availability”). The notice of availability may be given to the Shareholder by any of the means set out above.”; and

(W) The existing Article 182 provides that:

“Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a computer network shall be deemed to have been served or delivered on the day it was so published.”

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It is proposed that Article 182 be amended as follows:

“Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a computer network shall be deemed to have been served or delivered on the day it was so published provided that in the case of any notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) published on the computer network as permitted by the Listing Rules, such notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) shall be deemed to have been served or delivered on the later of (i) the date on which the notice of availability referred to in Article 180.(A)(ii) is sent; and (ii) the date on which the notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) first appears on the computer network.”.

ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to adopt an amended and restated memorandum and articles of association of the Company (incorporating the proposed amendments as set out in special resolution no. 6 and the previous amendments to existing memorandum and articles of association as set out in the circular of the Company dated 11 April 2006) in substitution for the existing memorandum and articles of association of the Company.

The adoption of an amended and restated memorandum and articles of association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting.

ANNUAL GENERAL MEETING

On pages 23 to 30 of this document, you will find a notice convening the Annual General Meeting at which resolutions will be proposed to approve, *inter alia*, the re-election of Directors, the Issue Mandate, the Repurchase Mandate, the Scheme Mandate Limit Refreshment Proposal, the proposed amendments to the Articles and the adoption of an amended and restated memorandum and articles of association.

All the resolutions proposed to be approved at the Annual General Meeting will be taken by way of poll and an announcement will be made by the Company after the Annual General Meeting on the results of the Annual General Meeting.

ACTION TO BE TAKEN

A proxy form for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the principal place of business of the Company at Room 2301, 23/F Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposal for re-election of Directors, the Issue Mandate, the Repurchase Mandate, the Scheme Mandate Limit Refreshment Proposal, the amendments to the Articles and the adoption of an amended and restated memorandum and articles of association are all in the best interests of the Company and its Shareholders in general. Accordingly, the Directors recommend that you should vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

By Order of the Board
New Heritage Holdings Ltd.
TAOCHAIFU Choofuang
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are the details of Directors who are proposed to be re-elected at the Annual General Meeting in accordance with the Articles:

(1) Mr. TAO Richard

Mr. TAO Richard, 47, is an Executive Director and Vice Chairman of the Company. He is responsible for the strategic planning and corporate development of the Group. Mr. TAO has a Bachelor of Science (First Class Honours) from the University of Newcastle Upon Tyne, and two Masters Degrees from the Massachusetts Institute of Technology. He was appointed as a director of New Heritage Development Limited, New Heritage Investments Limited and Suzhou Garden Villa Development & Management Co., Ltd. in 2000, 2001 and 2004 respectively. He was appointed as an executive director of the Company on 23 December 2004. On 28 November 2006, he was appointed as a non-executive director to Japan Opportunities Fund II Limited, a closed-ended Japan property fund listed on the Channel Islands Stock Exchange (CISX Code: JOB). He is a son of Mr. TAOCHAIFU Choofuang and the brother of Mr. TAO Paul.

As at the Latest Practicable Date, Mr. Tao is interested in 515,684,093 Shares (representing approximately 44.35% of the issued share capital of the Company) (which include corporate interest of 485,616,700 Shares held by Belbroughton Limited, personal interest of 22,701,757 Shares and 7,365,636 share options) within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”). Details of his shareholdings are set out in the section headed “Takeovers Code” in Appendix II of this circular.

Mr. Tao entered into a service agreement with the Company for a term of 2 years commencing from 1 December 2007 (“Commencement Date”) which is terminable by either party by giving to the other party not less than 3 months’ written notice or by payment in lieu of such notice. The annual salary of Mr. Tao pursuant to his service agreement is HK\$1,690,000 which is payable by 13 equal instalments of HK\$130,000 per month. Mr. Tao is also entitled to receive a sum being gratuity payment which is equivalent to 25% of the remuneration entitled by him within the appointment period. In addition, subject to the approval by the remuneration committee of the Company, Mr. Tao is also entitled to receive the discretionary bonus.

On 20 February 2009, Mr. Tao has served a written notice to the Company to voluntarily reduce his salary from HK\$130,000 to HK\$65,000 each month for the period from 1 March 2009 to 30 June 2009. As set out therein and agreed by the Company, all other terms and condition as specified in the service agreement shall remain unchanged. Mr. Tao will be entitled to receive the gratuity payment in the sum of HK\$845,000 in accordance with the terms of the service agreement.

Pursuant to the Articles, Mr. Tao will retire from office by rotation at the Annual General Meeting and he will be eligible for re-election.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholder in respect of his re-election and there is no other information that required to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules.

(2) Mr. KONG Mui Sum Lawrence

Mr. KONG Mui Sum Lawrence, 60, is an Executive Director of the Company. He graduated in 1970 from the University of Hong Kong with a Bachelor of Social Sciences degree with honours majoring in Economics and Accounting. He is a fellow of the Institute of Chartered Shipbrokers, being qualified in 1977. He joined Ocean Shipping & Enterprises Limited in 1970 and has over 20 years of senior management experience. He joined the Group’s associated companies in November 1999 and has been actively involved in the business planning and development of the Group’s business in PRC, including but not limited to contract negotiations with third party professionals and contractors as well as project management. He was appointed as an executive director of the Company on 23 December 2004.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Kong did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Kong is interested in 21,380,856 Shares (representing approximately 1.84% of the issued share capital of the Company) (which include the personal interest of 2,500,220 Shares and 18,880,636 share options) within the meaning of Part XV of the SFO.

Mr. Kong entered into a service agreement with the Company for a term of 2 years commencing from 1 December 2007 (“Commencement Date”) which is terminable by either party by giving to the other party not less than 3 months’ written notice or by payment in lieu of such notice. The annual salary of Mr. Kong pursuant to his service agreement is HK\$1,690,000 which is payable by 13 equal instalments of HK\$130,000 per month. Mr. Kong is also entitled to receive a sum being gratuity payment which is equivalent to 25% of the remuneration entitled by him within the appointment period. In addition, subject to the approval by the remuneration committee of the Company, Mr. Kong is also entitled to receive the discretionary bonus.

On 20 February 2009, Mr. Kong has served a written notice to the Company to voluntarily reduce his salary from HK\$130,000 to HK\$117,000 each month for the period from 1 March 2009 to 30 June 2009. As set out therein and agreed by the Company, all other terms and condition as specified in the service agreement shall remain unchanged. Mr. Kong will be entitled to receive the gratuity payment in the sum of HK\$845,000 in accordance with the terms of the service agreement.

Pursuant to the Articles, Mr. Kong will retire from office by rotation at the Annual General Meeting and he will be eligible for re-election.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholder in respect of his re-election and there is no other information that required to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules.

(3) **Mr. YIM Chun Leung**

Mr. YIM Chun Leung, 47, is an Executive Director of the Company. Mr. YIM is a fellow member of The Chartered Association of Certified Accountants, a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. Mr. YIM also holds a Master of Business Administration degree. Mr. YIM has more than 24 years’ experience in auditing, accounting and finance fields. Since 1994, Mr. YIM had worked for several listed companies as director or engaged in senior management position. He was an independent non-executive director of Era Information & Entertainment Limited from 30 September 2004 to 17 August 2007. Mr. YIM was appointed as an executive director of the Company on 23 December 2004 and is responsible for corporate finance matters of the Group.

Mr. Yim did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Yim is interested in 20,113,241 Shares (representing approximately 1.73% of the issued share capital of the Company) (which include the personal interest in 1,232,605 Shares and 18,880,636 shares options) within the meaning of Part XV of the SFO.

Mr. Yim entered into a service agreement with the Company for a term of 2 years commencing from 1 December 2007 (“Commencement Date”) which is terminable by either party by giving to the other party not less than 3 months’ written notice or by payment in lieu of such notice. The annual salary of Mr. Yim pursuant to his service agreement is HK\$1,950,000 which is payable by 13 equal instalments of HK\$150,000 per month. Mr. Yim is also entitled to receive a sum being gratuity payment which is equivalent to 25% of the remuneration entitled by him within the appointment period. In addition, subject to the approval by the remuneration committee of the Company, Mr. Yim is also entitled to receive the discretionary bonus.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

On 20 February 2009, Mr. Yim has served a written notice to the Company to voluntarily reduce his salary from HK\$150,000 to HK\$135,000 each month for the period from 1 March 2009 to 30 June 2009. As set out therein and agreed by the Company, all other terms and condition as specified in the service agreement shall remain unchanged. Mr. Yim will be entitled to receive the gratuity payment in the sum of HK\$975,000 in accordance with the terms of the service agreement.

Pursuant to the Articles, Mr. Yim will retire from office by rotation at the Annual General Meeting and he will be eligible for re-election.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholder in respect of his re-election and there is no other information that required to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Share Buy Back Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the share capital of the Company in issue as at the date of passing the Repurchase Resolution. For the purpose of this appendix, the term “shares” means shares and securities which carry rights to subscribe or purchase shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 1,162,809,685 Shares in issue.

Subject to the passing of the Repurchase Resolution and assuming that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 116,280,685 Shares (representing 10% of the issued Shares as at the date of the Annual General Meeting).

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its Shareholders. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association, the Articles and the applicable laws and regulations of the Cayman Islands. Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital of the Company. The Company may not repurchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2008 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, under the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company. In the opinion of the Directors, exercising the Repurchase Mandate under suitable working capital conditions or gearing levels is from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

Month	Per Share	
	Highest HK\$	Lowest HK\$
April 2008	0.395	0.320
May 2008	0.385	0.325
June 2008	0.350	0.265
July 2008	0.300	0.255
August 2008	0.295	0.230
September 2008	0.250	0.159
October 2008	0.200	0.150
November 2008	0.199	0.150
December 2008	0.200	0.170
January 2009	0.190	0.170
February 2009	0.190	0.185
March 2009	0.189	0.150

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

7. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to the Directors, the following parties (the “Substantial Shareholders”) held the following Shares:

Name	Personal interest	Spouse interest	Corporate interest	Total	Approximate percentage of shareholding
Belbroughton Limited (<i>Note 1</i>)	N/A	N/A	485,616,700	485,616,700	41.76%
Seal United Investments Limited (<i>Note 1</i>)	N/A	N/A	485,616,700	485,616,700	41.76%
United Islands Group Limited (<i>Note 1</i>)	N/A	N/A	485,616,700	485,616,700	41.76%
Mr. TAOCHAIFU Choofuang (<i>Note 1</i>)	11,515,000	NIL	485,616,700	497,131,700	42.75%
Mrs. TAO POON Lai Yew Nancy (<i>Note 1</i>)	NIL	11,515,000	485,616,700	497,131,700	42.75%
Mr. TAO Richard (<i>Note 1</i>)	22,701,757	NIL	485,616,700	508,318,457	43.71%
Mr. TAO Paul (<i>Note 1</i>)	22,701,757	NIL	485,616,700	508,318,457	43.71%
Ms. TAO Miriam (<i>Note 1</i>)	NIL	NIL	485,616,700	485,616,700	41.76%
Tian Xiang Business Limited	N/A	N/A	206,993,578	206,993,578	17.80%

Notes:

1. Belbroughton Limited (“Belbroughton”) is the legal and beneficial owner of 485,616,700 Shares. Belbroughton is owned as to 20% by Seal United Investments Limited (“Seal United”) and 80% by United Islands Group Limited (“United Islands”). Seal United is owned by Mr. TAOCHAIFU Choofuang (“Mr. C.F. TAO”) and his spouse, Mrs. TAO POON Lai Yew Nancy (“Mrs. Nancy TAO”) in equal proportions. United Islands is owned by Mr. C.F. TAO, Mrs. Nancy TAO, Mr. TAO Richard (the son of Mr. C.F. TAO), Mr. TAO Paul (the son of Mr. C.F. TAO) and Ms. TAO Miriam (the daughter of Mr. C.F. TAO) in equal proportions. Accordingly, Seal United, United Islands as well as Mr. C.F. TAO, Mrs. Nancy TAO, Mr. TAO Richard, Mr. TAO Paul and Ms. TAO Miriam are deemed to be interested in 485,616,700 Shares held by Belbroughton.
2. Belbroughton, Mr. C.F. TAO, Mr. TAO Richard and Mr. TAO Paul together are interested in 542,535,214 Shares, representing approximately 46.66% of the issued share capital of the Company.

On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, and in the event that the Repurchase Mandate is exercised in full, the aggregate shareholdings of the family of Mr. C.F. TAO and his party acting in concert would be increased to approximately 71.62%, the number of Shares held by the public would not fall below 25%. As at the Latest Practicable Date and before the full exercise of repurchase mandate, the aggregate shareholdings of the family of Mr. C.F. TAO and his party acting in concert (the “Substantial Shareholders”) is 64.46%. Since the Substantial Shareholders are parties acting in concert, therefore, the Directors consider that such repurchase would not give rise to an obligation on the Substantial Shareholders to make a mandatory offer under the Takeovers Code.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. RESPONSIBILITY STATEMENT

This document includes particulars given in compliance with the Listing Rule for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in the Cayman Islands with limited liability)

(HKSE Stock Code: 95)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of New Heritage Holdings Ltd. (the “Company”) will be held at Falcon Room II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 9 June 2009 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditors for the year ended 31 December 2008.
2. To re-elect the retiring Directors and to authorise the board of Directors to fix the Directors’ remuneration.
3. To appoint auditors of the Company for the ensuing year and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions and special resolutions respectively:

ORDINARY RESOLUTIONS

4. (1) **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, dispose of and deal in additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities; (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors and/or employees of the Company and/or any of its subsidiaries and associated companies of shares or rights of the Company; and (iv) an issue of shares as scrip dividend pursuant to the Articles of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or the laws of Cayman or any other applicable law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company;

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

- (2) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, or of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or the laws of Cayman or any other applicable law to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

- (3) **“THAT** subject to the passing of Resolutions Nos. (1) and (2) set out in item 4 of the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue, dispose of and deal in additional shares pursuant to Resolution No. (1) set out in item 4 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate

NOTICE OF ANNUAL GENERAL MEETING

nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. (2) set out in item 4 of the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing Resolution No. (2) set out in item 4 of the notice convening this meeting.”

5. **“THAT** the scheme mandate limit in respect of the granting of share options to subscribe for shares of the Company under the share option scheme adopted by the Company on 14 November 2005 (the “Share Option Scheme”) be refreshed and renewed provided that the total number of shares which may be allotted and issued pursuant to the grant or exercise of the share options under the Share Option Scheme (excluding share options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and other share option schemes of the Company) shall not exceed 10% of the shares of the Company in issue as at the date of passing of this resolution (the “Refreshed Limit”) and subject to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in such number of shares to be issued pursuant to the exercise of the share options granted under the Refreshed Limit and compliance with the Rules Governing the Listing of Securities on the Stock Exchange, the directors of the Company be and are hereby authorised to grant share options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal in the shares pursuant to the exercise of such share options.”

SPECIAL RESOLUTIONS

6. **“THAT** the articles of association (the “**Articles**”) of the Company be and are hereby amended in the following manner:

- (a) By adding into the existing Article 1.(b) the following new definition of “Business Day” immediately after the existing definition of “Board”:—

““Business Day” means a day on which the HK Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the HK Stock Exchange is closed for the business of dealing in securities in Hong Kong on a Business Day for the reason of a number 8 or higher typhoon signal, black rainstorm warning such day shall for the purposes of these Articles be counted as a Business Day;”;

- (b) By adding into the existing Article 1.(b) the following new definition of “clear days” immediately after the existing definition of “Chairman”:—

““clear days” means in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;”;

- (c) By deleting the existing Article 1.(c) in its entirety and substituting therefor the following new Article 1.(c):—

“(c) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than 3/4 of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice has been given in accordance with Article 65 specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution. Provided that, if permitted by the HK Stock Exchange, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which notice has been given for shorter than the period required under Article 65.”;

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- (d) By deleting the existing Article 1.(d) in its entirety and substituting therefor the following new Article 1.(d):–

“(d) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which notice has been given in accordance with Article 65.”;

- (e) By deleting the words “and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll” after the words “proxy (whatever the number of Shares held by them)” in the 16th line of the existing Article 5.(a);

- (f) By deleting the existing Article 65 in its entirety and substituting therefor the following new Article 65:–

“65. An annual general meeting (whether for the passing of a Special Resolution and/or an Ordinary Resolution) shall be called by notice in writing of not less than 21 clear days and not less than 20 clear Business Days and an extraordinary general meeting called for the passing of a Special Resolution shall be called by notice in writing of not less than 21 clear days and not less than 10 clear Business Days, and a general meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution shall be called by notice in writing of not less than 14 clear days and not less than 10 clear Business Days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that, if permitted by the Listing Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right.”;

- (g) By deleting the existing Article 72 in its entirety and substituting therefor the following new Article 72:–

“72. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.”;

- (h) By deleting the existing Article 73 in its entirety and substituting therefor the words “Intentionally deleted”;

NOTICE OF ANNUAL GENERAL MEETING

- (i) By deleting the existing Article 74 in its entirety and substituting therefor the following new Article 74:–
- “74. Subject to Article 75, a poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting directs.”;
- (j) By deleting the existing Article 75 in its entirety and substituting therefor the following new Article 75:
- “75. Any poll to be taken on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”;
- (k) By deleting the existing Article 76 in its entirety and substituting therefor the following new Article 76:–
- “76. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive.”;
- (l) By deleting the existing Article 77 in its entirety and substituting therefor the words “Intentionally deleted”;
- (m) By deleting the existing Article 79 in its entirety and substituting therefor the following new Article 79:–
- “79. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way.”;
- (n) By deleting existing Article 82 in its entirety and substituting therefor the following new Article 82:–
- “82 A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, be delivered.”;
- (o) By deleting the words “or a show of hands” after the words “On a poll” in the 5th line of the existing Article 85;

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- (p) By deleting existing Article 86 in its entirety and substituting therefor the following new Article 86:–
- “86 No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person’s admission to the relevant meeting, and/or reject his vote and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.”;
- (q) By deleting the existing Article 88 in its entirety and substituting therefor the following new Article 88:–
- “88. The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”;
- (r) By deleting the words “to demand or join in demanding a poll and” after the words “to confer authority upon the proxy” in the 2nd line of the existing Article 90;
- (s) By deleting the words “, including the right to vote individually on a show of hands” after the words “if such person were an individual Shareholder” in the 10th line of the existing Article 92.(b);
- (t) By deleting the words “or poll” after the words “holding the meeting or adjourned meeting” in the 17th line of the existing Article 93.(b);
- (u) By deleting the words “or demand for a poll” after the words “his vote” in the 6th line of the existing Article 94;
- (v) By deleting the words “a Special Resolution” in Article 105.(g) and substituting therefor the words “an Ordinary Resolution”;
- (w) By deleting the existing Article 180.(A)(ii) in its entirety and substituting therefor the following new Article 180.(A)(ii):–
- “(ii) Except where otherwise expressly stated, any notice or document (including a share certificate) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (in the case of a notice) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Law and the Listing Rules, a notice or

NOTICE OF ANNUAL GENERAL MEETING

document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a computer network (including by publishing it on the Company’s website) and giving to the Shareholder concerned a notice notifying that the notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) has been so published (a “notice of availability”). The notice of availability may be given to the Shareholder by any of the means set out above.”; and

- (x) By adding the words “provided that in the case of any notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) published on the computer network as permitted by the Listing Rules, such notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) shall be deemed to have been served or delivered on the later of (i) the date on which the notice of availability referred to in Article 180.(A)(ii) is sent; and (ii) the date on which the notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) first appears on the computer network” after the words “be deemed to have been served or delivered on the day it was so published” in the last line of the existing Article 182.”

7. “**THAT** subject to the passing of Special Resolution No. 6, the adoption of an amended and restated memorandum and articles of association of the Company (incorporating the amendments stated in Special Resolution No. 6 and all previous amendments to the existing memorandum and articles of association, a copy of which has been produced to this meeting and marked “A” and initialed by the Chairman of this meeting for the purpose of identification) in substitution for the existing memorandum and articles of association of the Company be and is hereby approved.”

By Order of the Board
New Heritage Holdings Ltd.
TAOCHAIFU Choofuang
Chairman

Hong Kong, 29 April 2009

Principal place of business in Hong Kong:
Room 2301, 23/F Fortis Tower,
77-79 Gloucester Road,
Wanchai, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting (or at any adjournment thereof) is entitled to appoint one or, if he holds two or more shares, more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. The register of members will be closed from 5 June to 9 June 2009, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the right to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:00 p.m. on 4 June 2009.
3. For details of the Directors to be re-elected, please refer to Appendix I of this circular.
4. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or the certified copy thereof, must be deposited at the principal place of business of the Company at Room 2301, 23/F Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting (or any adjournment thereof).
5. Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting (or at any adjournment thereof).