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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of New Heritage Holdings Ltd. (the “**Company**”) will be held at Falcon Room I, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 31 August 2010 at 10:30 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “THAT

- (A) the agreement for sale and purchase (the “**Acquisition Agreement**”) dated 16 July 2010 entered into between Fontwell Holdings Limited (being a connected person of the Company as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) as vendor (the “**Vendor**”) and Honour Mark Holdings Limited (being an indirect wholly-owned subsidiary of the Company) as purchaser (the “**Purchaser**”) in connection with acquisition (the “**Acquisition**”) by the Purchaser from the Vendor of (i) Room 2301, 23rd Floor, Fortis Bank Tower (now known as Fortis Tower), Nos. 77-79 Gloucester Road, Wanchai, Hong Kong; and (ii) the car parking spaces nos. 28 and 51 on the 2nd Floor of Fortis Bank Tower (now known as Fortis Tower), Nos. 77-79 Gloucester Road, Wanchai, Hong Kong (collectively referred to as the “**Property**”) at a total consideration of HK\$27,300,000, which shall be payable by the Company allotting and issuing, credited as fully paid, 109,200,000 new shares of HK\$0.01 each in the capital of the Company (the “**Consideration Share(s)**”) to the Vendor at an issue price of HK\$0.25 per Consideration Share at completion (a copy of the Acquisition Agreement has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) be and is hereby confirmed, ratified and approved; and that any one or more of the directors of the Company be and are hereby authorised to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Acquisition Agreement and the Acquisition and completing the transactions contemplated thereunder with such changes, modifications, amendments, waivers, variations or extensions of such terms and conditions as any such director(s) may consider necessary, desirable or expedient;
- (B) subject to the fulfillment of the conditions set out in the Acquisition Agreement, the Acquisition of the Property by the Purchaser pursuant to the Acquisition Agreement be and is hereby approved;
- (C) subject to the fulfillment of the conditions set out in the Acquisition Agreement and the granting or agreeing to grant the listing of and permission to deal in the Consideration Shares, the grant of a specific mandate for the allotment and issue of the Consideration Shares be and is hereby approved; and

- (D) subject to the fulfillment of the conditions set out in the Acquisition Agreement and the granting or agreeing to grant the listing of and permission to deal in the Consideration Shares:
- (a) the allotment and issue of the Consideration Shares as consideration in accordance with the terms and conditions of the Acquisition Agreement be and is hereby approved; and
 - (b) the Directors be and are hereby authorised to do all acts and things in connection with the allotment and issue of the Consideration Shares.”

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

Hong Kong, 4 August 2010

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

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he/she acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he/she acts as proxy as such member could exercise if it were an individual member.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and 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 the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong 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. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
4. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register.

As at the date of this announcement, the executive Directors of the Company are Mr. TAOCHAIFU Choofuang (Chairman), Mr. TAO Richard (Vice Chairman), Mr. TAO Paul (Managing Director), Mr. KONG Mui Sum Lawrence and Mr. YIM Chun Leung; the non-executive Director of the Company is Mr. CHAN Bernard Charnwut; and the independent non-executive Directors of the Company are Mr. WONG Gary Ka Wai, Mr. SUN Leland Li Hsun and Mr. CHAN Norman Enrique.

Company's website: www.nh-holdings.com. The contents of the Company's website will not form part of this announcement.