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 新澤控股有限公司
New Heritage Holdings Ltd.

(Incorporated in the Cayman Islands with limited liability)

(HKSE Stock Code: 95)

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, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 16 September, 2011 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“**THAT**

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 5 July 2011 entered into between the Company as issuer and Asia Financial Holdings Limited and Asia Insurance Company, Limited as subscribers (collectively, the “**CN Subscribers**”) in relation to the issue of the convertible notes (the “**Convertible Notes**”) in an aggregate principal amount of HK\$75 million (a copy of the Subscription Agreement is produced to the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby confirmed, ratified and approved;
- (b) the issue of the Convertible Notes in accordance with the terms and conditions of the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved;
- (c) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares (as defined below) either unconditionally or subject to such condition as may be reasonably acceptable to the Company, the directors of the Company be and are hereby authorised and granted specific mandate to allot and issue up to a maximum of not more than 68,181,818 shares (the “**Conversion Shares**”) of par value of HK\$0.01 each in the share capital of the Company at the conversion price of HK\$1.10 per share to the CN Subscribers in accordance with the terms and conditions of the Subscription Agreement and the Convertible Notes; and
- (d) any one or more of the directors of the Company be and is/are hereby authorised on behalf of the Company to sign or execute such documents or deeds, to do all such things and acts as he may consider necessary or desirable for the purpose of giving effect to the Subscription Agreement and completing the transactions contemplated thereunder, including but not limited to the issue of Convertible Notes and the allotment and issue of Conversion Shares.”

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

Dated 25 July, 2011

Principal place of business in Hong Kong:

Room 2301, 23/F 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 Board comprises Mr. TAOCHAIFU Choofuang (Chairman), Mr. TAO Richard (Vice Chairman), Mr. TAO Paul (Managing Director), Mr. KONG Mui Sum Lawrence and Mr. YIM Chun Leung as executive directors and Mr. CHAN Bernard Charnwut as non-executive director and Mr. WONG Gary Ka Wai, Mr. SUN Leland Li Hsun and Mr. CHAN Norman Enrique as independent non-executive directors.