



新澤控股有限公司 New Heritage Holdings Ltd.

(incorporated in the Cayman Islands with limited liability)

(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 on 1 June 2007 at 11:30 a.m. at Concord Room 3, 8/F., Renaissance Harbour View Hotel, 1 Harbour Road, Hong Kong 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

the execution of the sale and purchase agreement (the "Sale and Purchase Agreement") dated 11 April 2007 between New Heritage Corporation Limited and Onsite Investment Limited ("Onsite Investment") in relation to (a) the sale of 15 shares of HK\$1.00 each in New Heritage Development Limited ("NHDL"), representing approximately 9.615% of the issued share capital of NHDL at an aggregate consideration of HK\$45,000,000 in cash; and (b) an interest-free loan in the principal sum of HK\$12,000,000 to be advanced by Onsite Investment to NHDL pursuant to the terms and conditions of the Sale and Purchase Agreement (a copy of the Sale and Purchase 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 authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Sale and Purchase Agreement and completing the transactions contemplated thereunder with such changes as any such director(s) may consider necessary, desirable or expedient."

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

Hong Kong, 7 May 2007

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

Notes:

1. A form of proxy to be used for the meeting is enclosed with the circular of the Company dated 7 May 2007.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two 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 member. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he 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 acts as proxy as such member could exercise if it were an individual member.
3. 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.
4. 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.
5. 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 notice, the executive directors of the Company are Mr. TAOCHAIFU Choojuang (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 is Mr. CHAN Bernard Charnwut; and the independent non-executive directors are Mr. WONG Gary Ka Wai, Mr. SUN Leland Li Hsun and Mr. CHAN Norman Enrique.