

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

 **新澤控股有限公司**
New Heritage Holdings Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 95)

**CONTINUING CONNECTED TRANSACTION
SUPPLEMENTAL AGREEMENT
TO THE TENANCY AGREEMENT**

Reference is made to the Announcement in respect of the Tenancy Agreement and the Licence Agreement. The parties to the Tenancy Agreement have on 27 February 2009 entered into the Supplemental Agreement to amend the terms of the Tenancy Agreement.

Reference is made to the Announcement in respect of the Tenancy Agreement and the Licence Agreement. Terms used in this announcement shall have the same meaning as defined in the Announcement unless the context herein requires otherwise.

PARTICULARS OF THE TENANCY AGREEMENT AND THE SUPPLEMENTAL AGREEMENT

The parties to the Tenancy Agreement have entered into the Supplemental Agreement to amend the terms of the Tenancy Agreement. The particulars of both the Tenancy Agreement and the Supplemental Agreement showing the change in monthly rental are set out as follows:

	Tenancy Agreement	Supplemental Agreement
Date	26 November 2007	27 February 2009
Landlord	Fontwell, a connected person of the Company as defined under the Listing Rules	Fontwell, a connected person of the Company as defined under the Listing Rules
Tenant	NH Management	NH Management
Monthly rental (exclusive of government rates and management fee)	(i) HK\$100,000 for the period from 1 February 2008 to 31 January 2009; and (ii) HK\$105,000 for the period from 1 February 2009 to 31 January 2010	HK\$52,500 for the period from 1 March 2009 to 31 January 2010

Save as amended pursuant to the Supplemental Agreement, all the terms and conditions of the Tenancy Agreement shall remain in full force and effect.

THE ANNUAL CAP AMOUNTS FOR THE SUPPLEMENTAL AGREEMENT AND THE LICENCE AGREEMENT

The annual caps of the Tenancy Agreement (aggregated with the Licence Agreement) for each of the three financial years ending 31 December 2010 have been disclosed in the Announcement.

The terms of the Tenancy Agreement and the Licence Agreement both commenced from 1 February 2008. The applicable annual cap for the Tenancy Agreement and the Licence Agreement for the year ending 31 December 2008 was HK\$1,478,856 and the annual cap for the year ending 31 December 2008 was not exceeded.

As a result of the aforesaid variation of monthly rental contemplated under the Supplemental Agreement with reference to the prevailing market condition, the maximum annual value payable by NH Management under the Tenancy Agreement as amended and supplemented by the Supplemental Agreement (aggregated with the Licence Agreement) will not exceed HK\$1,032,856 and HK\$77,738 for each of the financial years ending 31 December 2009 and 31 December 2010 respectively. The government rates and management fee, in addition to the rental and licence fee, payable to Fontwell throughout the term of the tenancy and the licence in respect of the premises and carparking spaces concerned respectively under the Tenancy Agreement (as amended and supplemented by the Supplemental Agreement) and the Licence Agreement have been taken into consideration when calculating these annual cap amounts.

REASONS FOR THE TRANSACTION

The terms of the Supplemental Agreement have been reached on an arm's length basis in view of the outburst of financial turmoil in the last quarter of 2008. As contemplated under the Supplemental Agreement, Fontwell has agreed to reduce 50% of the monthly rental amounting to HK\$52,500 for the period from 1 March 2009 to 31 January 2010 in the aggregate sum of HK\$577,500, which allows the Group to reduce part of its fixed overhead.

The Board, including the independent non-executive Directors, consider that the Supplemental Agreement has been made on normal commercial terms and in the ordinary and usual course of business of the Company, and that the terms of the Supplemental Agreement are fair and reasonable and in the interest of the Company and its shareholders as a whole.

LISTING RULES REQUIREMENTS

As Fontwell is indirectly owned by Mr. TAOCHAI FU Choofuang, Chairman of the Company, and his family members, the transaction contemplated under the Supplemental Agreement will constitute a continuing connected transaction of the Company under the Listing Rules.

Given that the total annual rental and licence fee (together with the government rates and management fee) payable by the Group under the Tenancy Agreement (as amended and supplemented by the Supplemental Agreement) and the Licence Agreement represents less than 2.5% of the applicable percentage ratios as defined in the Listing Rules, the entering into of the Supplemental Agreement is, pursuant to Rule 14A.34 of the Listing Rules, only subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47 of the Listing Rules and the requirements set out in Rules 14A.35(1) and 14A.35(2) of the Listing Rules, and is exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. It is also subject to the annual review requirements set out in Rules 14A.37 to 14A.40 of the Listing Rules.

INFORMATION ON THE PARTIES

The Group is principally engaged in the property development and property investment business in Suzhou, the PRC and through investment in an associated company, in property investment business in Beijing, the PRC.

NH Management is a company incorporated in Hong Kong and is indirectly wholly owned by the Company.

Fontwell is a company incorporated in Hong Kong and is indirectly owned by Mr. TAOCHAIFU Choofuang, Chairman of the Company and his family members. The principal business of Fontwell is property investment in Hong Kong.

DEFINITIONS

“Announcement”	the Company’s announcement dated 27 November 2007 in respect of the Tenancy Agreement and the Licence Agreement
“Company”	New Heritage Holdings Ltd., a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Supplemental Agreement”	the supplemental agreement dated 27 February 2009 entered into between NH Management and Fontwell for amending the terms of the Tenancy Agreement, details of which are disclosed in this announcement

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

Hong Kong, 2 March 2009

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; 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.