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HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

(Warrant Code: 1248)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Heritage International Holdings Limited (the “Company”) will be held at 30/F, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 28 March 2013 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution to be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the Acquisition Agreement (as defined in the circular of the Company dated 12 March containing notice to convene this general meeting for passing this resolution (“Circular”)) entered into between Speedy Harvest Holdings Limited as the vendor and Equal Leader Limited (a wholly-owned subsidiary of the Company) as the purchaser in relation to the sale and purchase of the entire issued share capital of Global Castle Investments Limited (“Global Castle”) and the entire shareholder loan and other indebtedness owed by Global Castle and its subsidiaries for a total cash consideration of HK\$800 million on and subject to the terms and conditions therein contained, a copy of which having been produced to this meeting and marked “A” and initialed by the chairman of this general meeting for identification purposes, and the transactions contemplated under the Acquisition Agreement, further particulars and information with respect to which being set out in the Circular, be and are hereby approved, confirmed and ratified and any one or more of the directors of the Company be and is hereby authorised to do all acts and things and execute any agreements, deeds, instruments and any other documents, under hand or under seal in accordance with the bye-laws of the Company, or make such arrangement as he/she may determine to be appropriate, necessary or desirable to give effect to or in connection with the Acquisition Agreement and the transactions contemplated thereunder, and to agree to such variation,

* For identification purposes only

amendment, supplement or waiver of matters relating thereto as are, in the opinion of such director or directors, in the interest of the Company and its shareholders as a whole in compliance with the Listing Rules (as defined in the Circular) and the applicable law and regulations.”

By order of the Board
Heritage International Holdings Limited
Dr. Kwong Kai Sing, Benny
Chairman

Hong Kong, 12 March 2013

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
29/F., China United Centre
28 Marble Road
North Point
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or, if he is the holder of two or more shares, more than one person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. Completion and return of the form of proxy will not preclude a member from attending and voting at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal place of business of the Company in Hong Kong at 29/F., China United Centre, 28 Marble Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

As at the date of this announcement, the Company has five executive Directors, being Dr. Kwong Kai Sing, Benny, Mr. Ong Peter, Ms. Poon Chi Wan, Mr. Chow Chi Wah, Vincent and Dr. Wu Jian and four independent non-executive Directors, being Mr. To Shing Chuen, Mr. Ha Kee Choy, Eugene, Mr. Chung Yuk Lun and Mr. Lo Wong Fung.