



HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

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 30th Floor, China United Centre, No. 28 Marble Road, North Point, Hong Kong on Wednesday, 19 December 2007 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary and special resolutions of the Company respectively:

ORDINARY RESOLUTIONS

1. **“THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the warrants (“Warrants”) and any shares of the Company to be issued upon any exercise of the subscription rights attaching to the Warrants, the directors of the Company be and are hereby authorized:
 - (a) to create the Warrants, which shall be in registered form carrying rights to subscribe, at the initial exercise price of HK\$0.60 per share, subject to adjustments, for ordinary shares of the Company within the prescribed subscription period and upon the terms and conditions set out in the warrant instrument constituting the Warrants (the “Warrant Instrument”, a copy of a draft of which has been produced to the meeting marked “A” and signed for the purpose of identification by the Chairman) and to issue the same by way of bonus to and among the persons who are registered as shareholders of the Company as at the close of business on the date to be determined by the directors as the record date for the determination of entitlements to the bonus issue of the Warrants (“Record Date”) in the proportion of one Warrant for every five (5) Consolidated Shares (as defined in resolution numbered 2 set out in the notice convening this meeting) then held on the Record Date, provided that those shareholders whose addresses as at the close of business on the Record Date are outside Hong Kong and their entitlements (if any) will be dealt with in accordance with the arrangements set out in the circular of the Company dated 26 November 2007, and provided further that fractional entitlements to the Warrants will not be issued, but will be aggregated and sold for the benefit of the Company and the net proceeds of the sale will be retained for the benefit of the Company;
 - (b) to allot and issue the shares in the capital of the Company arising from the exercise of subscription rights attaching to such Warrants or any of them pursuant to the Warrant Instrument;
 - (c) to execute the Warrant Instrument, certificates for the Warrants and all other documents, deeds and instruments under hand or, where necessary, under seal of the Company in accordance with the bye-laws of the Company as the directors of the Company consider necessary or expedient to give effect to the Warrant Instrument and other transactions contemplated in this resolution; and

* *For identification purposes only*

- (d) to do all such acts and things as the directors of the Company consider necessary or expedient to give effect to the transactions contemplated under this resolution or the Warrant Instrument.”

SPECIAL RESOLUTION

2. “**THAT** subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) and with effect from 9:30 a.m. on the next business day (not being a Saturday) after the date on which this resolution is passed:
- (a) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.08 on each of the issued ordinary shares of the Company of HK\$0.10 each (the “Capital Reduction”), so that each issued ordinary share of the Company will be treated as one fully paid-up share of HK\$0.02, and the credit arising from the Capital Reduction in the books of the Company be transferred to the contributed surplus account of the Company where it may be applied in accordance with the bye-laws of the Company and all applicable laws, including to eliminate the entire accumulated losses of the Company as at 31 March 2007;
 - (b) every authorised but unissued ordinary share of the Company of HK\$0.10 each be subdivided into five (5) ordinary shares of HK\$0.02 par value each;
 - (c) immediately following the Capital Reduction and the sub-division of the authorised but unissued ordinary shares of the Company above:
 - (i) the authorised share capital of the Company be reduced from HK\$5,000,000,000.00 to HK\$1,000,000,000.00 by cancelling 200,000,000,000 unissued ordinary shares of the Company of HK\$0.02 each; and
 - (ii) every five (5) ordinary shares of HK\$0.02 each in both the issued and unissued share capital of the Company be consolidated into one consolidated ordinary share of HK\$0.10 (“Consolidated Share(s)”) and the Consolidated Shares in issue shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares contained in the bye-laws of the Company,

and the directors of the Company be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute any documents which in their absolute discretion consider to be necessary, desirable or expedient to implement and carry into effect this resolution.”

By order of the Board
Heritage International Holdings Limited
Chow Chi Wah, Vincent
Company Secretary

Hong Kong, 26 November 2007

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 32/F., China United Centre, No.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 Mr. Kwong Kai Sing, Benny, Ms. Lo Ki Yan, Karen, Mr. Ong Peter, Ms. Poon Chi Wan and Mr. Chow Chi Wah, Vincent and five independent non-executive Directors, being Mr. Chan Sze Hung, Mr. To Shing Chuen, Mr. Ha Kee Choy, Eugene, Mr. Chung Yuk Lun and Mr. Lo Wong Fung.