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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)

### **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, No.28 Marble Road, North Point, Hong Kong on 10 September 2009 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT** the entering into of the conditional subscription agreement dated 15 July 2009 (the “Neptune CB Subscription Agreement”) between the Company as the subscriber and Neptune Group Limited (“Neptune”) as the issuer, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, whereby the Company has conditionally agreed to subscribe or procure the subscription for, and Neptune has conditionally agreed to issue, a zero coupon convertible note due 2012 in the principal amount of HK\$100 million (the “Neptune Convertible Note”) upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified and that the subscription of the Neptune Convertible Note by the Company upon the terms and subject to the conditions contained in the Neptune CB Subscription Agreement be and is hereby approved, and that the directors of the Company be and are hereby authorised to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Neptune CB Subscription Agreement.”

2. “**THAT** the entering into of the conditional subscription agreement dated 15 July 2009 (the “Heritage CB Subscription Agreement”) between the Company as the issuer and Neptune Group Limited (“Neptune”) as the subscriber, a copy of which has been produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification, whereby the Company has conditionally agreed to issue, and Neptune has conditionally agreed to subscribe or procure the subscription for, a zero coupon convertible note due 2012 in the principal amount of HK\$100 million (the “Heritage Convertible Note”) upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified and that the performance of all transactions contemplated thereunder by the Company including, but not limited to, the issue of the Heritage Convertible Note and the allotment and issue of shares pursuant to the terms of the Heritage Convertible Note, be and is hereby approved, and that the directors of the Company be and are hereby authorised to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Heritage CB Subscription Agreement.”

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

Hong Kong, 25 August 2009

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another 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, No.28 Marble Road, North Point, Hong Kong as soon as possible and in any event not later 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, Mr. Ong Peter, Ms. Poon Chi Wan, Mr. Chow Chi Wah, Vincent and Mr. Wong Chun Hung 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.*

*\* For identification purposes only*