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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 THE 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 20 November 2009 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution of the Company which will be proposed as an ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT**

- (i) the execution of the placing agreement (“Placing Agreement”, a copy of which having been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purposes) dated 29 September 2009 between the Company and Chung Nam Securities Limited in respect of the best effort placing of 300,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (“Shares”) be and is hereby confirmed, approved and ratified;
- (ii) the directors of the Company be and are hereby authorized to exercise all the powers of the Company and take all steps as might in their opinion be desirable or necessary in connection with the Placing Agreement including without limitation:
  - (a) the issue and allotment of Shares pursuant to the Placing Agreement;
  - (b) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements in relation to the issue and allotment of Shares pursuant to the Placing Agreement; and
  - (c) the taking of actions to implement the transactions contemplated under the Placing Agreement.”

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

Hong Kong, 20 October 2009

\* *For identification purposes only*

*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. Wong Chun Hung, 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.*