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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, 28 Marble Road, North Point, Hong Kong on Wednesday, 21 September 2011 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

1. subject to and conditional upon, among others, (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting or agreeing to grant (subject to allotment) the listing of, and permission to deal in, the ordinary shares of HK\$0.01 each in the share capital of the Company (the “Shares”) to be issued by way of rights in both their nil-paid and fully-paid forms to the shareholders of the Company (the “Shareholders”) pursuant to the terms and conditions of the Rights Issue (as defined below); (ii) the filing with and registration by the Registrar of Companies in Hong Kong of all documents relating to the Rights Issue as required by applicable law; and (iii) the obligations of Chung Nam Securities Limited (the “Underwriter”) under the underwriting agreement dated 8 August 2011 (as amended by a supplemental underwriting agreement dated 10 August 2011) (together, the “Underwriting Agreement”) made between the Company and the Underwriter, copies of which have been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification, becoming unconditional and the Underwriting Agreement not being terminated in accordance with its terms or otherwise:
  - (a) the entering into of the Underwriting Agreement be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder be and is hereby approved;

- (b) the issue by way of rights (the “Rights Issue”) of 6,268,834,396 Shares (the “Rights Shares”) to the Shareholders whose names appear on the register of members of the Company at the close of business on 3 October 2011 other than those Shareholders (the “Excluded Shareholders”) with registered addresses outside Hong Kong and whom the board of directors (the “Directors”) of the Company, after making relevant enquiry, considers their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, in the proportion of 22 Rights Shares (with warrants to be issued in the proportion of one warrant for every five Rights Shares subscribed) for every existing Share then held at the subscription price of HK\$0.062 per Rights Share and on the terms and conditions as set out in the circular of the Company dated 2 September 2011 (the “Circular”) despatched to the Shareholders containing the notice convening this meeting, a copy of the Circular has been produced to this meeting marked “B” and signed by the Chairman of this meeting for the purpose of identification, be and is hereby approved; and
  - (c) the Directors be and are hereby authorised to allot and issue the Rights Shares (with warrants in the proportion of one warrant for every five Rights Shares subscribed) pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to the Excluded Shareholders as they may, at their absolute discretion, deem necessary, desirable or expedient;
2. subject to and conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) the listing of, and permission to deal in, the Warrants (as defined below) and any new Shares which may be issued upon the exercise of the subscription rights attaching to the Warrants, the Directors be and are hereby authorised:
- (a) to create and issue warrants (the “Warrants”), which shall be in registered form and exercisable in whole or in part at any time within a period of 24 months from the date of issue of the Warrants, to subscribe for new Shares at an initial subscription price of HK\$0.04 per Share (subject to adjustments) and otherwise on the terms and subject to the conditions set out in the warrant instrument (the “Warrant Instrument”), a copy of the form of which has been produced to this meeting marked “C” and signed by the Chairman of this meeting for the purpose of identification, by way of bonus to the successful applicants of the Rights Shares under the Rights Issue and so that the Warrants shall confer on the holders thereof the right to subscribe for new Shares at HK\$0.04 per Share for each Warrant;

- (b) to affix the common seal of the Company to and to sign the Warrant Instrument in accordance with the Bye-laws of the Company; and
  - (c) to allot and issue the Warrants and the new Shares which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants or any of them;
3. the performance of all transactions contemplated under the Rights Issue and the creation and issue of the Warrants be and are hereby approved; and
  4. the Directors be and are hereby authorised to do all acts and things and execute all documents which in their opinion may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated in this resolution.”

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

Hong Kong, 2 September 2011

*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 four executive Directors, being Dr. Kwong Kai Sing, Benny, Mr. Ong Peter, Ms. Poon Chi Wan and Mr. Chow Chi Wah, Vincent 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.*

\* *For identification purposes only*