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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 12 June 2012 at 4:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** the acquisition of 400,000,000 shares of HK\$0.05 each in the capital of Hao Tian Resources Group Limited by the Company’s subsidiary as further described in the circular of the Company dated 25 May 2012, a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification, be and is hereby approved, confirmed and ratified.”

2. **“THAT:**
 - (a) the entering into and the terms and conditions of the deed of undertaking (the “Undertaking”) executed by the Company and Dr. Kwong Kai Sing, Benny (“Dr. Kwong”) on 21 March 2012 and amended by a supplemental deed dated 22 May 2012 (the copies of which have been produced to this meeting marked “B” and “C” respectively and signed by the Chairman of this meeting for the purpose of identification) pursuant to which Dr. Kwong undertook to purchase the 400,000,000 shares of HK\$0.05 each in the capital of Hao Tian Resources Group Limited (the “Acquisition Shares”) acquired by the

* *For identification purposes only*

Company's subsidiary at an aggregate consideration equals to the original cost of acquisition to the Company's subsidiary in the event that resolution numbered 1 set out in the notice convening this meeting is not approved by the shareholders and reimburse the Company and its subsidiary for all costs and expenses incurred in connection with the acquisition and disposal of the Acquisition Shares, be and are hereby approved, ratified and confirmed;

- (b) all the transactions contemplated under the Undertaking including, without limitation, the disposal of the Acquisition Shares to Dr. Kwong, be and are hereby approved; and
- (c) any one of the directors of the Company (other than Dr. Kwong) be and is hereby authorised to do all acts and things and execute all documents or make such arrangement as he/she may determine to be appropriate, necessary or desirable to give effect to or in connection with the Undertaking and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 25 May 2012

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 board of 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.