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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your securities in Heritage International Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

*Executive Directors:*

Dr. Kwong Kai Sing, Benny

Mr. Ong Peter

Mr. Chow Chi Wah, Vincent

*Independent Non-executive Directors:*

Mr. To Shing Chuen

Mr. Ha Kee Choy, Eugene

Mr. Chung Yuk Lun

Mr. Lo Wong Fung, JP

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal Place of Business in*

*Hong Kong:*

29/F., China United Centre

No.28 Marble Road

North Point

Hong Kong

19 September 2013

*To the warrant holders and, for information only,  
the shareholders of the Company*

Dear Sir or Madam,

**EXPIRY OF WARRANTS**

**(Warrant Code: 1248)**

The board of directors (the "Board") of Heritage International Holdings Limited (the "Company") would like to remind holders of the existing outstanding warrants of the Company (warrant code: 1248) (the "Warrants") that in accordance with the terms and conditions of the instrument constituting the Warrants dated 26 October 2011 (the "Instrument"), the subscription rights attaching to the Warrants will expire after 4:00 p.m. on Friday, 25 October 2013. Any subscription rights attaching to the Warrants which have not been exercised by such time will lapse and the Warrant certificates will cease to be valid for any purpose.

\* For identification purposes only

According to the Instrument, each Warrant entitles the holder thereof to subscribe in cash for 0.2 share of HK\$0.001 each in the share capital of the Company (“Share”) at the subscription price of HK\$0.192 per Share (subject to adjustment) from the date of issue thereof until 4:00 p.m. on Friday, 25 October 2013.

In respect of the expiry of the Warrants, the Company has made the following arrangements regarding dealings in, transfers of and exercise of the subscription rights attaching to the Warrants:

1. The last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will be Tuesday, 22 October 2013 and trading of the Warrants on the Stock Exchange will cease after 4:00 p.m. on Tuesday, 22 October 2013. The listing of the Warrants will be withdrawn from the Stock Exchange after 4:00 p.m. on Friday, 25 October 2013, and application has been made to the Stock Exchange for the withdrawal of listing of the Warrants with effect from 4:00 p.m. on Friday, 25 October 2013.
2. Registered holders of the Warrants who wish to exercise the subscription rights attaching to the Warrants must lodge with the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited (the “Registrar”) at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, the followings by not later than 4:00 p.m. on Friday, 25 October 2013:
  - (a) the relevant certificate(s) of the Warrants;
  - (b) the duly completed and signed subscription form(s); and
  - (c) remittances for the relevant subscription moneys.
3. Holders of the Warrants who have not registered their holdings in such Warrants in their own names and wish to exercise the subscription rights attaching thereto must lodge with the Registrar at the above-mentioned address the followings by not later than 4:00 p.m. on Friday, 25 October 2013:
  - (a) the relevant duly executed and stamped instrument(s) of transfer and/or other document(s) of title;
  - (b) the relevant certificate(s) of the Warrants;
  - (c) the duly completed and signed subscription form(s); and
  - (d) remittances for the relevant subscription moneys.

Subscription forms and the relevant accompanying documentation lodged with the Registrar later than 4:00 p.m. on Friday, 25 October 2013 will not be regarded as valid and will not be accepted. Under the terms of the Instrument, new Shares will be allotted and issued within 21 days after the date of exercise of the subscription rights (the “Subscription Date”) attaching to the Warrants.

The closing prices of the Shares and the Warrants as quoted on the Stock Exchange on 17 September 2013 (being the latest practicable date prior to the printing of this circular) are HK\$0.221 per Share and HK\$0.025 per Warrant respectively. Shares to be issued pursuant to the exercise of the subscription rights attaching to the Warrants will, when issued, rank *pari passu* in all respects with the then existing issued Shares (other than the entitlement to any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the relevant Subscription Date and notice of the amount and record date for which shall have been given to the Stock Exchange prior to the relevant Subscription Date).

**Holders of the Warrants who are in doubt as to their position or as to the actions to be taken should consult their licenced securities dealer, bank manager, solicitor, professional accountant or other professional adviser.**

Yours faithfully,  
For and on behalf of the Board  
**Heritage International Holdings Limited**  
**Dr. Kwong Kai Sing, Benny**  
*Chairman*