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If you are in any doubt as to any aspect about 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 shares in the Company, you should at once hand this circular together with the enclosed form of proxy to the purchaser or 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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used on this cover page have the same meanings as defined in this circular.

A notice convening the AGM to be held on 18 August 2014 at 30/F., China United Centre, No.28 Marble Road, North Point, Hong Kong at 4:30 p.m. is set out on pages 23 to 26 of this circular. A proxy form for use at the AGM is also enclosed herewith. Whether or not you intend to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or at any adjourned meeting should you so wish.

* For identification purposes only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
(A) GENERAL MANDATE TO REPURCHASE SHARES	4
(B) GENERAL MANDATE TO ISSUE SHARES	5
(C) RE-ELECTION OF DIRECTORS	5
(D) ADOPTION OF THE NEW SHARE OPTION SCHEME	7
(E) STATUS OF THE EXISTING SHARE OPTION SCHEME	9
(F) ANNUAL GENERAL MEETING	9
(G) RESPONSIBILITY OF DIRECTORS	9
(H) RECOMMENDATION	10
 APPENDIX I – EXPLANATORY STATEMENT	 11
 APPENDIX II – SUMMARY OF THE PRINCIPAL TERMS OF THE NEW SHARE OPTION SCHEME	 14
 NOTICE OF ANNUAL GENERAL MEETING	 23

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Adoption Date”	the date on which the New Share Option Scheme is adopted, conditionally or unconditionally, by the Company in the AGM
“AGM”	the annual general meeting of the Company to be held at 30/F., China United Centre, No.28 Marble Road, North Point, Hong Kong at 4:30 p.m. on 18 August 2014
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“business day”	has the meaning ascribed thereto under the Listing Rules
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Commencement Date”	in respect of any particular Option, the date on which the Option is granted or deemed to be granted in accordance with the terms of the New Share Option Scheme
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	Heritage International Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Effective Date”	the date on which the New Share Option Scheme shall become effective, which shall be the date immediately following expiry of the Existing Share Option Scheme

DEFINITIONS

“Eligible Person”	<p>any person belonging to any of the following classes who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the Group or any Invested Entity:</p> <ul style="list-style-type: none">(i) any employee (whether full time or part time), senior executive or officer, manager, director (including executive, non-executive and independent non-executive director) or consultant of any members of the Group or any Invested Entity;(ii) any adviser or agent engaged by any member of the Group or any Invested Entity, who, under the terms of relevant engagement with the Group or the relevant Invested Entity, is eligible to participate in a share option scheme of the Company;(iii) any vendor or supplier of goods or services or customer of or to any member of the Group or Invested Entity who, under the terms of relevant agreement with the Group or the relevant Invested Entity, is eligible to participate in a share option scheme of the Company; and(iv) any discretionary trust whose discretionary objects include the persons as described in (i), (ii) and/or (iii) above
“Existing Share Option Scheme”	the share option scheme adopted by the Company on 28 September 2004
“Grantee”	any Eligible Person who accepts an Offer in accordance with the terms of the New Share Option Scheme, or (where the context so permits) any person who is entitled to any Option in consequence of the death of the original Grantee (including but not limited to his/her legal personal representative(s))
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any entity in which any member of the Group holds an equity interest
“Latest Practicable Date”	11 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme of the Company proposed to be adopted under the ordinary resolution set out in the notice of the AGM
“Offer”	the offer of a grant of Option made in accordance with the New Share Option Scheme
“Offer Date”	the date on which an Offer is made to an Eligible Person, which must be a business day
“Option”	a right to subscribe for Shares to be granted under the New Share Option Scheme and “Options” shall be construed accordingly
“Option Period”	the period within which an Option may be exercised, to be notified by the Board to each Grantee in respect of each Option
“Repurchase Mandate”	the proposed new general mandate, to be sought at the AGM, which authorises the Directors to repurchase Shares in the manner as set out in the notice of the AGM
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s), currently with par value of HK\$0.001 each, in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

Executive Directors:

Dr. Kwong Kai Sing, Benny
Mr. Ong Peter
Mr. Chow Chi Wah, Vincent
Ms. Chen Wei

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. To Shing Chuen
Mr. Ha Kee Choy, Eugene
Mr. Chung Yuk Lun
Mr. Lo Wong Fung, JP

Principal Place of Business in

Hong Kong:
29/F., China United Centre
No.28 Marble Road
North Point
Hong Kong

16 July 2014

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

(A) GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant an unconditional and general mandate to the Directors to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM. An explanatory statement as required under the Listing Rules is set out in Appendix I hereto.

* For identification purposes only

LETTER FROM THE BOARD

(B) GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions will also be proposed at the AGM to grant an unconditional and general mandate to the Directors to allot, issue and deal with new Shares and other securities up to 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the AGM and adding to such general mandate any Shares repurchased by the Company pursuant to the Repurchase Mandate mentioned above.

As at the Latest Practicable Date, there were in issue an aggregate of 2,823,953,041 Shares. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 20% will represent 564,790,608 Shares.

(C) RE-ELECTION OF DIRECTORS

In accordance with Bye-law 91 of the Bye-laws, Ms. Chen Wei, a Director appointed by the Board since the last annual general meeting of the Company, will retire from office at the AGM. In addition, Mr. Ha Kee Choy, Eugene, Mr. Lo Wong Fung and Mr. Chung Yuk Lun will retire from office by rotation in accordance with Bye-law 99 of the Bye-laws at the AGM. Mr. Lo Wong Fung has notified the Company that he has decided not to stand for re-election at the AGM. Ms. Chen Wei, Mr. Ha Kee Choy, Eugene and Mr. Chung Yuk Lun, being eligible, will offer themselves for re-election as Directors at the AGM.

The particulars of Ms. Chen Wei, Mr. Ha Kee Choy, Eugene and Mr. Chung Yuk Lun are as follows:

Chen Wei, aged 32, holds a Bachelor of Science degree in International Finance from the Beijing University of Aeronautics and Astronautics, a Master of Science degree in Money, Banking and Finance from the University of Birmingham and a PhD degree in Economics from the University of Birmingham.

Ms. Chen has extensive experience in the finance and banking industry. Prior to joining the Group, Ms. Chen was an Assistant Vice President of BNP Paribas Wealth Management, Hong Kong Branch, mainly responsible for managing clients' investment portfolio on a non-discretionary basis. Before that, Ms. Chen was a Senior Manager at Guosen Securities (HK) Financial Holdings Limited assisting in the execution of financial advisory, delisting and initial public offering works. She had also worked in the United Kingdom and Mainland China for HSBC Plc and The Bank of China respectively before moving to Hong Kong. Ms. Chen did not hold directorship in other listed public companies in the past three years.

As at the Latest Practicable Date, Ms. Chen is not connected with any other directors, senior management or substantial or controlling shareholders of the Company, and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Chen has not entered into any service contract with the Company and she is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Bye-laws. The director's fee for Ms. Chen after her re-election will be determined by the Board as authorized by the Shareholders at the AGM. The Board will negotiate with Ms. Chen and determine Ms. Chen's emolument with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. For information purposes only, the emolument received by Ms. Chen for the year ended 31 March 2014 was HK\$395,000.

LETTER FROM THE BOARD

Ha Kee Choy, Eugene, aged 57, has been appointed as an independent non-executive director of the Company since 2005. Mr. Ha is a director of a certified public accountants corporate practice and the director of an advisory services company in Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants. Mr. Ha holds a master degree in business administration and has over 15 years of experience in finance and banking industry.

At the Latest Practicable Date, Mr. Ha was not connected with any other directors, senior management or substantial or controlling shareholders of the Company, and he did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Ha has not entered into any service contract with the Company and he is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Ha will be entitled to receive an annual director's fee of HK\$120,000 after his re-election, which is determined with reference to Mr. Ha's duties and responsibilities with the Company, his qualifications, experiences and current market conditions.

Save as aforesaid, Mr. Ha did not hold directorship in other listed public companies in the last three years before the Latest Practicable Date.

Chung Yuk Lun, aged 53, has been a non-executive director of the Company since December 2001. He was subsequently re-designated as an independent non-executive Director with effect from 11 January 2006. Mr. Chung has over 20 years' experience in the finance and accounting field. Mr. Chung is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and an Associate Chartered Accountant (England and Wales).

As at the Latest Practicable Date, Mr. Chung was not connected with any other directors, senior management or substantial or controlling shareholders of the Company, and he did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chung has not entered into any service contract with the Company and he is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Chung will be entitled to receive an annual director's fee of HK\$120,000 after his re-election, which is determined with reference to Mr. Chung's duties and responsibilities with the Company, his qualifications, experiences and current market conditions.

Apart from being an independent non-executive director of the Company, Mr. Chung is also:

- an executive director and acting chairman of Mascotte Holdings Limited;
- an independent non-executive director of Freeman Financial Corporation Limited;
- an independent non-executive director of Forefront Group Limited; and
- an independent non-executive director of Dragonite International Limited,

all of which are public companies listed on the Stock Exchange.

LETTER FROM THE BOARD

Mr. Chung was also executive directors of several listed public companies in Hong Kong in the last three years before the Latest Practicable Date. They are Ming Fung Jewellery Group Limited, Radford Capital Investment Limited and Tack Fiori International Group Limited.

Save as aforesaid, Mr. Chung did not hold directorship in other listed public companies in the last three years before the Latest Practicable Date.

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders regarding the re-election of Ms. Chen Wei, Mr. Ha Kee Choy, Eugene and Mr. Chung Yuk Lun or any other information that needs to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

(D) ADOPTION OF THE NEW SHARE OPTION SCHEME

On 28 September 2004, the Company adopted the Existing Share Option Scheme, which will soon expire on 27 September 2014. To enable the Company to continue to provide incentives and benefits to, reward, remunerate and/or compensate those Eligible Persons who have contributed or may contribute to the Group or Invested Entities, an ordinary resolution will be proposed at the AGM to approve and adopt the New Share Option Scheme.

A summary of the principal terms of the New Share Option Scheme (which are substantially the same as the Existing Share Option Scheme) is set out in Appendix II to this circular and a copy of the New Share Option Scheme is available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at 29/F., China United Centre, 28 Marble Road, North Point, Hong Kong from the date of this circular up to and including the date of the AGM and at the AGM.

The New Share Option Scheme is conditional on:

- (a) the passing of the ordinary resolution set out in the notice of the AGM by the Shareholders at the AGM to approve an adopt the New Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, any Shares falling to be issued upon exercise of the Options.

Under the New Share Option Scheme, the Board may at its discretion grant Options to the Eligible Persons to subscribe for Shares provided that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company (including the Existing Share Option Scheme) shall not in aggregate exceed 10% of the Shares in issue as at the Adoption Date. Such 10% shall represent 282,395,304 Shares assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM.

LETTER FROM THE BOARD

Under the Listing Rules, approval may be obtained from the Shareholders to refresh such 10% limit such that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the Shares in issue as at the date of such Shareholders' approval. However, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme(s) of the Company (including the Existing Share Option Scheme) shall not in aggregate exceed 30% of the Shares in issue from time to time.

The New Share Option Scheme does not specify a minimum period for which an Option must be held nor a performance target which must be achieved before an Option can be exercised. It, however, provides that the Board has absolute discretion to impose such restrictions or conditions on a case by case basis as it considers appropriate. The New Share Option Scheme also specifies the basis for determining the minimum subscription price at which an Option may be exercised. The Directors consider that the aforesaid criteria and rules will serve to preserve the value of the Company and at the same time encourage the Eligible Persons to work for the interest of the Group or Invested Entities. Besides, the New Share Option Scheme also provides the Company with a flexible means of giving incentive and benefits to, rewarding, remunerating and/or compensating those Eligible Persons who have contributed or may contribute to the Group or Invested Entities.

The New Share Option Scheme is particularly designed to cover advisers, agents, vendors and suppliers of goods or services and customers of or to Invested Entities as it is believed that their contribution or potential value to the relevant Invested Entity may enhance the value of the Group's investment in it. Since the Board would have to follow strictly the requirements of the Listing Rules when determining the subscription price and may impose restrictions or conditions on a case by case basis when granting Options, it is of the view that the proposed inclusion of the above persons in the definition of "Eligible Persons" is fair and reasonable to the Company and its shareholders as a whole.

An application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares falling to be issued upon exercise of the Options granted under the New Share Option Scheme.

As at the date hereof, no Option has been granted or agreed to be granted under the New Share Option Scheme.

The Directors consider that it is inappropriate to state the value of all Options that can be granted under the New Share Option Scheme on the assumption that they had been granted on the Latest Practicable Date since a number of variables crucial for the calculation of the value of the Options have not been determined. Such variables include the subscription price for the Shares upon exercise of the Options, the period during which the Options may be exercised and the discretion of the Board to impose any performance target that has to be achieved before the Options may be exercised. An attempt at this stage to fix such variables for the purpose of calculating the value of the Options would be arbitrary and premature. For example, it would be difficult to ascertain with reasonable accuracy the subscription price of the Shares given the volatility that the Shares may experience during the 10-year life of the New Share Option Scheme. Accordingly, the Directors take the view that any calculation of the value of the Options as at the Latest Practicable Date based on various speculative assumptions would not be meaningful and would be misleading to the Shareholders.

LETTER FROM THE BOARD

(E) STATUS OF THE EXISTING SHARE OPTION SCHEME

Up to the Latest Practicable Date, options to subscribe for 2,932,426,467 Shares, representing approximately 103.84% of the existing issued share capital of the Company, have been granted under the Existing Share Option Scheme, of which:

- (a) 2,763,430,000 Shares, representing approximately 97.86% of the existing issued share capital of the Company, have been issued pursuant to exercise of options;
- (b) options to subscribe for 150,000,000 Shares, representing approximately 5.31% of the existing issued share capital of the Company, have been surrendered;
- (c) option to subscribe for 18,996,467 Shares, representing approximately 0.67% of the existing issued share capital of the Company, has been cancelled ; and
- (d) no option is outstanding or has lapsed.

The Existing Share Option Scheme will expire on 27 September 2014. After expiry thereof, no further options shall be granted under the Existing Share Option Scheme but the options which are granted during the life of the Existing Share Option Scheme will continue to be exercisable in accordance with their terms of issue and the provisions of the Existing Share Option Scheme shall in all other respects remain in full force and effect in respect thereof.

Save for the Existing Share Option Scheme, there is no other share option scheme of the Company involving issue of new Shares which is in force.

(F) ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 30/F., China United Centre, No.28 Marble Road, North Point, Hong Kong at 4:30 p.m. on 18 August 2014 is set out on pages 23 to 26 of this circular. A proxy form for use at the AGM is also enclosed herewith. Whether or not you intend to attend the AGM, you are urged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, the vote of the Shareholders will be taken by poll at the AGM except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

(G) RESPONSIBILITY OF DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

(H) RECOMMENDATION

The Directors consider that the proposals described in this circular relating to the grant of the general mandates to repurchase and issue Shares, re-election of the retiring Directors and adoption of the New Share Option Scheme are in the interest of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the resolutions at the AGM.

By order of the Board
Heritage International Holdings Limited
Dr. Kwong Kai Sing, Benny
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to be included in this circular concerning the repurchase of Shares by the Company.

(a) Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,823,953,041 Shares.

Subject to the passing of the relevant ordinary resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 282,395,304 Shares, representing not more than 10% of the issued share capital of the Company as at the date of the AGM.

(b) Reasons for repurchases

The Directors believe that it is in the best interest of the Company and its Shareholders that they should be granted the Repurchase Mandate, thus enabling the Company to repurchase Shares in the market at any appropriate time. Such repurchases may, depending on market condition and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

(c) Funding of repurchases

The Directors propose that repurchases of Shares will be funded entirely from the Company's available cash flow or working capital facilities, which will be funds legally available for the repurchase in accordance with the Bye-laws, the Listing Rules and the applicable laws of Hong Kong and Bermuda.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 31 March 2014) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(d) Share repurchase made by the Company

No repurchases of Shares have been made by the Company during the preceding six (6) months (whether on the Stock Exchange or otherwise).

(e) General

None of the Directors, or to the best of their knowledge, having made all reasonable enquiries, their close associates, has any present intention to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders. None of the core connected persons of the Company have notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong and Bermuda.

(f) Effect of the Takeovers Code

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could be deemed to have thereby obtained or consolidated control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

So far as is known to, or can be ascertained after reasonable enquiry by, the Directors, there was no person who was entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company as at the Latest Practicable Date. Based on such shareholding structure, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. Further, the Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage as required by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

(g) Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date are as follows:

	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
2013		
July	0.260	0.165
August	0.237	0.173
September	0.225	0.193
October	0.285	0.192
November	0.410	0.260
December	0.540	0.335
2014		
January	0.730	0.495
February	0.680	0.480
March	0.610	0.500
April	0.600	0.500
May	0.630	0.520
June	0.730	0.520
July (up to the Latest Practicable Date)	0.940	0.670

The following is a summary of the principal terms of the New Share Option Scheme to be adopted at the AGM.

In this Appendix, “Shares” shall mean ordinary shares of HK\$0.001 each in the capital of the Company (or of such other nominal amount as shall result from a sub-divisions, consolidation or reduction of the share capital of the Company from time to time).

(a) Who may join

The Board may invite any Eligible Person as the Board may in its absolute discretion select, having regard to each person’s qualifications, skills, background, experience, service records and/or contribution or potential value to the relevant member(s) of the Group or Invested Entity, to take up Options to subscribe for Shares at a price calculated in accordance with paragraph (c) below.

(b) Purposes of the New Share Option Scheme

The principal purposes of the New Share Option Scheme are to enable the Group and its Invested Entities to recruit and retain high calibre Eligible Persons and attract human resources that are valuable to the Group or Invested Entities, to recognise the significant contributions of the Eligible Persons to the growth of the Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in the Company and to further motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the Group or Invested Entities.

(c) Subscription price and acceptance period

The subscription price for the Shares under the New Share Option Scheme shall be a price determined by the Board at its absolute discretion and notified to an Eligible Person but shall not be less than the highest of:

- (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the Offer Date;
- (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five (5) business days immediately preceding the Offer Date; and
- (iii) the nominal value of a Share.

Provided that where the Board proposes to grant Options under paragraphs (e)(ii) or (f)(ii) below, the date of the meeting of the Board proposing the relevant grant shall be deemed to be the Offer Date for the purpose of calculating the subscription price.

The Eligible Person must accept any such Offer notified to him or her within 15 business days from the Offer Date, failing which it shall be deemed to have been rejected. Upon acceptance of the Offer, the Grantee shall pay HK\$1.00 to the Company as consideration for the grant.

(d) Number of Shares subject to the New Share Option Scheme

- (i) Subject to the provisions of paragraph (d)(ii) below,
 - (1) the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company (including the Existing Share Option Scheme) must not in aggregate exceed 10% (the “Scheme Mandate Limit”) of the Shares in issue at the Adoption Date unless the Company obtains a fresh approval from the Shareholders pursuant to paragraphs (d)(i)(2) and/or (3) below;
 - (2) the Company may seek approval of the Shareholders in general meeting to refresh the Scheme Mandate Limit from time to time such that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company (including the Existing Share Option Scheme) shall not exceed 10% of the Shares in issue as at the date of such Shareholders’ approval. Options previously granted under the New Share Option Scheme or any other share option scheme(s) of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the New Share Option Scheme or any other share option scheme(s) of the Company) will not be counted for the purpose of calculating the total number of Shares subject to the refreshed Scheme Mandate Limit. The Company must send a circular containing the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules to the Shareholders; and
 - (3) the Company may seek separate Shareholders’ approval in general meeting to grant Options over and above the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Persons specified by the Company before such approval is sought and for whom specific approval is then obtained. The Company must issue a circular containing the information required under Note 1 to 17.03(3) of the Listing Rules to the Shareholders in connection with such grant.
- (ii) The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme(s) of the Company (including the Existing Share Option Scheme) shall not in aggregate exceed 30% of the Shares in issue from time to time as required under Note 2 to Rule 17.03(3) of the Listing Rules. Further, no option may be granted under the New Share Option Scheme or any other option scheme(s) of the Company (including the Existing Share Option Scheme) if such limit is exceeded.

(e) Maximum entitlement of each Grantee

- (i) Unless the approval of Shareholders contemplated under paragraph (e)(ii) below is obtained, the total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Person under the New Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue.
- (ii) Where the Board proposes to grant an option to an Eligible Person under the New Share Option Scheme and/or any other share option scheme(s) of the Company (including the Existing Share Option Scheme) and such further grant would result in such Eligible Person becoming entitled to subscribe for such number of Shares, when aggregated with the total number of Shares (a) already issued under all the options previously granted to him or her which have been exercised; (b) issuable under all the options previously granted to him or her which are for the time being subsisting and unexercised; and (c) which were subject to options previously granted to him or her but for the time being having been cancelled in the past 12-month period up to and including the date of such further grant, exceeding 1% of the Shares in issue for the time being, such further grant shall be separately approved by the Shareholders in general meeting (with such Eligible Person and his or her close associates (or associates if such Eligible Person is a connected person) abstaining from voting). The relevant requirements under the Note to Rule 17.03(4) of the Listing Rules must be complied with.

(f) Maximum entitlement of each Grantee who is a connected person

In addition to the Shareholders' approval as set out in paragraph (d)(i) and (e)(ii),

- (i) each grant of Option to an Eligible Person who is a director, chief executive or substantial shareholder of the Company, or any of their respective associates, under the New Share Option Scheme must be approved by the independent non-executive Director(s) (excluding the independent non-executive Director who is the Grantee of the Option); and
- (ii) where the Board proposes to grant any Option to an Eligible Person who is a substantial shareholder or an independent non-executive Director, or any of their respective associates, and such Option, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted to such Eligible Person (including exercised, cancelled and outstanding options) in the past 12-month period up to and including the date of grant:
 - (1) representing in aggregate more than 0.1% of the total number of Shares in issue; and
 - (2) having an aggregate value (on the assumption that all such options had been exercised and all Shares allotted), based on the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of each grant or, if that date is not a business day, the business day immediately before that date, in excess of HK\$5,000,000.00,

such further grant of Options must be approved by the Shareholders. The Company must send a circular to the Shareholders containing the information required under Rule 17.04 of the Listing Rules. The proposed grantee, his or her associates and all core connected persons of the Company must abstain from voting at such general meeting, except that they may vote against the relevant resolution at the general meeting provided that their intention to do so has been stated in the circular to be sent to the Shareholders.

(g) Exercise period and performance target

Subject to paragraphs (i), (j), (k) and (l) and unless otherwise determined by the Board and notified to the Grantee on or before the Offer Date, an Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during the Option Period, subject to any restrictions or conditions on the exercise of the Options as the Board may in its absolute discretion determine.

The Option Period shall be notified by the Board to each Grantee upon grant of each Option, provided that it shall commence on a date not earlier than the Commencement Date and not be more than 10 years from the Commencement Date.

There is no provision in the New Share Option Scheme to require a Grantee to fulfill any performance target or to hold the Option for a certain period before exercising the Option, but the Board may at its absolute discretion and from time to time provide such requirements in the offer of grant of Options.

(h) Non-transferability

An Option shall be personal to the Grantee and shall not be assignable, and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option (save that the Grantee may nominate a nominee in whose name the Shares issued pursuant to the New Share Option Scheme may be registered). Any breach of the foregoing shall entitle the Company to determine any outstanding Option or part thereof granted to such Grantee, whereupon the Option outstanding or part thereof shall be deemed to have lapsed.

(i) Rights on ceasing to be an Eligible Person

- (i) Where the Grantee of an Option ceases to be an Eligible Person for any reason other than his or her death or termination of his or her employment or engagement or cessation of his or her directorship on one or more of the grounds set out in paragraph (p)(iv) below, the Grantee may exercise the Option at any time on or before the date which is 30 days after the date of cessation, to the extent exercisable as at the date of cessation but not so exercised, which date of cessation shall be the last actual working day with or for the Group or the relevant Invested Entity whether salary or compensation is paid in lieu or not, and the Board's decision in that regard shall be conclusive.

- (ii) Where the Grantee dies before exercising the Option in full and none of the events which would be a ground for termination of his or her employment or engagement or cessation of his or her directorship set out in paragraph (p)(iv) below arise, the legal personal representative(s) of the Grantee shall be entitled to exercise the Option up to the entitlement of such Grantee as at the date of death (to the extent not already exercised) within a period of 12 months from the date of death.

(j) Winding-up

In the event a notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the Grantee and the Grantee (or his or her legal personal representative(s)) may by notice in writing to the Company accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given (such notice to be received by the Company not later than two (2) business days prior to the proposed Shareholders' meeting) exercise the Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice and the Company shall as soon as possible and in any event no later than the business day immediately prior to the date of the proposed Shareholders' meeting, allot and issue such number of Shares to the Grantee which falls to be issued on such exercise.

(k) General offer

- (i) If a general offer (whether by way of takeover offer, share repurchase offer or otherwise in a like manner) is made to all the Shareholders (or all Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror), the Company shall use its reasonable efforts to procure that such offer is extended to all Grantees (on the same terms, mutatis mutandis, and assuming that such Grantee will become, by exercise of the Options granted to them (to the extent not already exercised), Shareholders). If the general offer becomes or is declared unconditional prior to the expiry date of the relevant Option, the Grantee shall be entitled to exercise the Option in full or in part (to the extent not already exercised) at any time within such period as shall be notified by the Company, provided that if, during such period, such person becomes entitled to exercise rights of compulsory acquisition of Shares pursuant to the Companies Act and gives notices in writing to any Shareholders that he intends to exercise such rights, Options (to the extent not already exercised) shall be and remain exercisable until one (1) month from the date of such notice.
- (ii) If a general offer by way of scheme of arrangement is made to all the Shareholders with the scheme having been approved by the necessary number of Shareholders at the requisite meetings, the Grantee (or his or her legal personal representative(s)) may thereafter (but before such time as may be specified by the Company) exercise the Option to its full extent or to the extent specified in his or her notice to the Company.

(l) Compromise or arrangement with members or creditors

In the event of a compromise or arrangement between the Company and its members or creditors being proposed in connection with the scheme for the reconstruction or amalgamation of the Company under the Companies Act, the Company shall give notice thereof to all Grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a compromise or arrangement and the Grantee may by notice in writing to the Company accompanied by the remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given (such notice to be received by the Company not later than two (2) business days prior to the proposed meeting) exercise the Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice, and the Company shall as soon as possible and in any event not later than the business day immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the Grantee which falls to be issued on such exercise credited as fully paid and register the Grantee as holder thereof. With effect from the date of such meeting, the rights of all Grantees to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapse and determine. The Board shall endeavour to procure that the Shares issued as a result of the exercise of Options under this paragraph shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the court (whether upon the terms presented to the court or upon any other terms as may be approved by such court), the rights of the Grantees to exercise their respective Options shall with effect from the date of the making of the order by the court be restored in full but only to the extent not already exercised and shall thereupon become exercisable (but subject to the other terms of the New Share Option Scheme) (provided that the Option Period shall accordingly be extended by the length of the period of suspension) as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any Grantee as a result of the aforesaid suspension.

(m) Adjustment

- (i) In the event of a capitalisation issue, rights issue, sub-division or consolidation of Shares or reduction of capital of the Company, such corresponding alterations (if any) shall be made to:
 - (1) the number of Shares subject to the New Share Option Scheme; and/or
 - (2) the number of Shares subject to the Options already granted; and/or
 - (3) the subscription price,

provided that any such alteration shall be made on the basis that:

- (A) the aggregate subscription price payable by a Grantee on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event; and
- (B) the proportion of the issued share capital of the Company to which a Grantee is entitled after such alteration shall remain as nearly as possible the same as that to which he or she was entitled before such alteration,

and provided further that no such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value. In respect of any such alterations (save those made on a capitalisation issue), an independent financial adviser or the auditors of the Company must confirm to the Directors in writing that such alterations satisfy the requirements set out in the Note to Rule 17.03(13) of the Listing Rules.

- (ii) For the avoidance of doubt, the issue by Company of securities as consideration for or in connection with a transaction will not be regarded as a circumstances requiring adjustment.
- (iii) The capacity of the independent financial adviser or the auditors of the Company in paragraph (m)(i) is that of expert and not of arbitrator and its certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees.

(n) Alteration of rules

- (i) The rules of the New Share Option Scheme relating to definitions, other than “Eligible Person”, “Grantee” and “Option Period”, and the provisions of Clauses 1.2, 12, 13 and 16 may be altered from time to time in any respect by resolution of the Board. Certain specified provisions of the New Share Option Scheme relating to, among other things, the matters set out in Rule 17.03 of the Listing Rules, the definitions of “Eligible Person”, “Grantee” and “Option Period” and the provisions of Clauses 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 14 and 15 cannot be altered to the advantage of the Grantees or prospective Grantees save with the prior approval of the Shareholders in general meeting.
- (ii) No alteration of the New Share Option Scheme shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the Grantees as would be required of the Shareholders under the Bye-laws for the time being for a variation of the rights attached to the Shares.
- (iii) Any alteration to the terms and conditions of the New Share Option Scheme which is of a material nature or any change to the terms of Options granted shall be approved by the Shareholders, save where such alteration takes effect automatically under the existing terms of the New Share Option Scheme.

- (iv) Any change of the authority of the Board in relation to any alteration to the terms of the New Share Option Scheme must be approved by the Shareholders in general meeting.
- (v) The amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.

(o) Ranking of the Shares

The Shares to be allotted and issued upon exercise of an Option will be subject to all the provisions of the Bye-Laws for the time being in force and will rank pari passu with the fully paid Shares in issue on the date of allotment of the Shares upon exercise of the Option or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members, and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment of the Shares upon exercise of the Option or, if that date falls on a day when the register of members of the Company is closed, then the first day of the re-opening of the register of members, other than any dividend or other distributions previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment of the Shares upon exercise of the Option.

(p) Lapse of Option

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (i) the expiry of the Option Period;
- (ii) the expiry of the periods referred to in paragraphs (i), (k)(i) or (l);
- (iii) subject to the scheme of arrangement becoming effective, the expiry of the period referred to in paragraph (k)(ii);
- (iv) the date on which the Grantee ceases to be an Eligible Person by reason of the termination of his or her employment or engagement or cessation of his or her directorship on the grounds that he or she has been guilty of misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay debts or has become insolvent or has committed an act of bankruptcy or has made any arrangement or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or on any other ground on which an employer would be entitled to terminate his or her employment or engagement at common law or pursuant to any applicable laws or under the Grantee's service or engagement contract with the relevant member of the Group or Invested Entity (as the case may be). A resolution of the Board to the effect that the employment or engagement of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive;

- (v) the date of occurrence of any event(s), if any, whereby the relevant Option will lapse as prescribed under the Offer;
- (vi) subject to paragraph (j), the date of commencement of the winding-up of the Company; and
- (vii) where the Grantee commits a breach of paragraph (h), the date which the Board shall designate in the exercise of the Company's right to determine the Option thereunder.

(q) Conditions

The New Share Option Scheme is conditional on (i) the passing of the necessary resolution by the Shareholders in general meeting to approve and adopt the New Share Option Scheme; and (ii) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, any Shares falling to be issued pursuant to the exercise of Options granted under the New Share Option Scheme.

(r) Term of the New Share Option Scheme

The New Share Option Scheme will remain in force for a period of 10 years commencing from the Effective Date, after which no further Options shall be granted but the Options which are granted during the life of the New Share Option Scheme may continue to be exercisable in accordance with their terms of issue and the provisions of the New Share Option Scheme shall in all other respects remain in full force and effect in respect thereof.

(s) Cancellation of Options

Any cancellation of Options granted but not exercised shall require approval of the Board. Where the Board cancels Options and issues new ones to the same Eligible Person, the issue of such new Options may only be made under the New Share Option Scheme with available unissued Options (excluding the cancelled Options) within the limit as approved by the Shareholders as mentioned in paragraph (d).

(t) Early termination

The Company may by ordinary resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but the Options which are granted during the life of the New Share Option Scheme may continue to be exercisable in accordance with their terms of issue and in all other respects, the provisions of the New Share Option Scheme will remain in full force and effect.

NOTICE OF ANNUAL GENERAL MEETING



HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

NOTICE IS HEREBY GIVEN that the Annual 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 18 August 2014 at 4:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the financial year ended 31 March 2014.
2. To re-elect retiring directors and to authorise the board of directors to fix the directors’ remuneration.
3. To re-appoint the auditors and to authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass (with or without modification) the following resolutions:

ORDINARY RESOLUTIONS

4. “THAT:
 - (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (defined below) or the exercise of subscription rights under any share option scheme or an issue of shares upon the exercise of the

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

subscription rights attached to any existing warrants, bonds, debentures, notes, deeds or other securities which are convertible into shares of the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company or, where appropriate, such other securities (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory).”

5. “THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (defined below) of all the powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as may be amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors of the Company;
- (c) the aggregate nominal amount of the shares of the Company which the Company is authorised to purchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.”

- 6. “THAT conditional upon the passing of the ordinary resolutions numbered 4 and 5 set out in the notice of meeting of which this resolution forms part, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 5 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with ordinary resolution numbered 4.”

NOTICE OF ANNUAL GENERAL MEETING

7. “THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, any ordinary shares in the capital of the Company (the “Shares”) or any part thereof to be issued pursuant to the exercise of any options that may be granted under the share option scheme of the Company (the “New Share Option Scheme”, the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the chairman of the meeting), the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company (the “Directors”) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including without limitation:
- (a) administering the New Share Option Scheme and granting options under the New Share Option Scheme;
 - (b) modifying and/or amending the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange;
 - (c) issuing and allotting from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the New Share Option Scheme; and
 - (d) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may thereafter from time to time be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme.”

By order of the Board
Chow Chi Wah, Vincent
Executive Director and Company Secretary

Hong Kong, 16 July 2014

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (2) In case of joint holders of a share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto. However, if more than one of such joint holders are present at the meeting personally or by proxy, that one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.