

---

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

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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** (the “**Company**”), you should at once hand this circular and the accompanying 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**HERITAGE INTERNATIONAL HOLDINGS LIMITED****漢基控股有限公司\****(Incorporated in Bermuda with limited liability)*

(Stock Code: 412)

**PROPOSED BONUS ISSUE OF SHARES  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

---

A notice convening a special general meeting (the “**SGM**”) of the Company to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 5:00 p.m. on Monday, 18 August 2014 (or so soon thereafter as the annual general meeting of the Company convened at 4:30 p.m. on the same day and at the same place shall have concluded or adjourned) is set out on pages 8 to 9 of this circular. A form of proxy for use by the Shareholders at the SGM is enclosed. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar 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, as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

\* *For identification purposes only*

---

## CONTENTS

---

	<i>Page</i>
<b>EXPECTED TIMETABLE</b> .....	ii
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>NOTICE OF SGM</b> .....	8

---

## EXPECTED TIMETABLE

---

The expected timetable of the Bonus Issue is set out below:–

**2014**

(Hong Kong time)

Latest time for lodging the proxy form for the SGM . . . . . (not less than 48 hours prior to time appointed for the holding of the SGM)	5:00 p.m., Saturday, 16 August
Expected date and time of the SGM . . . . .	5:00 p.m., Monday, 18 August (or so soon thereafter as the annual general meeting of the Company convened at 4:30 p.m. on the same day and at the same place shall have concluded or adjourned)
Announcement of poll results of the SGM . . . . .	Monday, 18 August
Last day of trading in Shares cum-entitlements to the Bonus Issue . . . . .	Tuesday, 19 August
First day of trading in Shares ex-entitlements to the Bonus Issue . . . . .	Wednesday, 20 August
Latest time for lodging transfer forms of Shares . . . . . to qualify for the Bonus Issue	4:30 p.m., Thursday, 21 August
Closure of register of members . . . . .	Friday, 22 August to Tuesday, 26 August (both days inclusive)
Record Date . . . . .	Tuesday, 26 August
Register of members re-opens . . . . .	Wednesday, 27 August
Share certificates for the Bonus Shares expected to be despatched . . . . .	Monday, 1 September
Dealings in Bonus Shares commence . . . . .	Tuesday, 2 September

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate.

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following terms shall have the following meanings:*

“Board”	the board of directors of the Company
“Bonus Issue”	the proposed issue of Bonus Shares to the Qualifying Shareholders on the basis of one Bonus Share for every two existing Shares held by the Qualifying Shareholders at the close of business on the Record Date
“Bonus Share(s)”	new Share(s) to be issued by way of Bonus Issue by the Company as described herein
“Business Day”	any day on which the Stock Exchange is open for the transaction of business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Heritage International Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the main board of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	29 July 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) whom the Board, after making enquiries, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant foreign regulatory body or stock exchange in that place not to extend the Bonus Issue to them

---

## DEFINITIONS

---

“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the register of members of the Company at the close of business on the Record Date is/are outside Hong Kong
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date (excluding the Non-Qualifying Shareholders), who are entitled to the Bonus Issue
“Record Date”	Tuesday, 26 August 2014, being the date for determining the entitlement to the Bonus Issue
“SGM”	the special general meeting of the Company convened to be held for the purpose of approving the Bonus Issue
“Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Share Option Scheme”	The share option scheme adopted by the Company on 28 September 2004, being the only share option or incentive scheme of the Company subsisting for the time being
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

## 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

*Head office and principle place*

*of business in Hong Kong:*  
29/F, China United Centre  
28 Marble Road  
North Point  
Hong Kong

1 August 2014

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED BONUS ISSUE OF SHARES AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

On 18 July 2014, the Company announced that the Board proposed a bonus issue to the Qualifying Shareholders on the basis of one Bonus Share for every two existing Shares held on the Record Date by the Qualifying Shareholders.

The purpose of this circular is to provide you with details in respect of the Bonus Issue, the trading arrangements in respect of the Bonus Shares and to give you the notice of the SGM.

\* For identification purposes only

---

## LETTER FROM THE BOARD

---

### PROPOSED BONUS ISSUE OF SHARES

#### Basis of the Bonus Issue

Subject to the conditions as set out under the heading “Conditions of the Bonus Issue” below, the Bonus Shares will be issued and credited as fully paid at par value on the basis of one Bonus Share for every two existing Shares held by the Qualifying Shareholders at the close of business on the Record Date.

Assuming that no further Shares will be issued or repurchased on or before the Record Date, on the basis of 2,823,953,041 existing Shares in issue as at the Latest Practicable Date, 1,411,976,520 Bonus Shares will be issued and credited as fully paid at par value by way of capitalization of an amount of HK\$1,411,976.52 in the contributed surplus account of the Company pursuant to the Bonus Issue.

As at the Latest Practicable Date, no options over Shares have been granted under the Share Option Scheme and the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme is 3,799,293. Assuming further issue of Shares upon the issuance and exercise of all the share options available to be granted under the Share Option Scheme on or before the Record Date, which will lead to the issue of 3,799,293 Shares in full on the basis of the maximum 2,827,752,334 Shares then in issue, 1,413,876,167 Bonus Shares will be issued and credited as fully paid at par value by way of capitalization of an amount of HK\$1,413,876.17 in the contributed surplus account of the Company pursuant to the Bonus Issue.

The Bonus Shares will be credited as fully paid at par value by way of capitalization of an amount equal to the total par value of the Bonus Shares standing to the credit of the contributed surplus account of the Company.

The Bonus Shares, upon issue, will rank pari passu in all respects with the then existing Shares and the Company will not allot any fractions of Bonus Shares.

#### Conditions of the Bonus Issue

The Bonus Issue is conditional, amongst other things, upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM for approving the Bonus Issue;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of Bermuda and the bye-laws of the Company to effect the Bonus Issue.

Application has been made to the Listing Committee for the listing of, and permission to deal in the Bonus Shares.

---

## LETTER FROM THE BOARD

---

### **Overseas Shareholders**

Directors will make enquiry and, if necessary, seek legal advice(s) from overseas counsel(s) on the applicable procedural requirements for extending the Bonus Issue to Overseas Shareholders. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be granted to those Overseas Shareholders, i.e. the Non-Qualifying Shareholders. In such circumstances, arrangements will be made for the Bonus Shares, which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company.

As at the Latest Practicable Date, there was one Shareholder whose address as shown on the register of members of the Company is outside Hong Kong. The Company had sought the opinion of legal advisors that it is lawful or practicable to offer the Bonus Shares in such places.

### **Status of the Bonus Shares and fractional entitlements**

The Bonus Shares, upon issue, will rank pari passu with the then existing Shares in all respects, including the entitlement of receiving dividends and other distributions on the record date for which is on or after the date of allotment and issue of those Bonus Shares. There will not be any fractional entitlements to the Bonus Shares.

### **Closure of register of members and Record Date**

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated under the heading “Overseas Shareholders” above.

The register of members of the Company will be closed from Friday, 22 August 2014 to Tuesday, 26 August 2014 (both days inclusive) in order to determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged 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 for registration not later than 4:30 p.m. on Thursday, 21 August 2014.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until the Record Date.



---

## LETTER FROM THE BOARD

---

### **Listing, dealings and share certificates for the Bonus Shares**

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being or proposed to be sought, on any other stock exchange.

It is expected that share certificates for the Bonus Shares will be posted on or before Monday, 1 September 2014 after all the conditions of the Bonus Issue have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. In the case of a joint holding, the share certificates for the Bonus Shares will be posted to the address of the person whose name stands first on the register of members of the Company on the Record Date.

Subject to the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Bonus Issue” above, which include the granting of listing of, and permission to deal in, the Bonus Shares on the Stock Exchange, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Bonus Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Dealings in the Bonus Shares on the Stock Exchange are expected to commence on Tuesday, 2 September 2014.

### **Reasons and Benefits for the Bonus Issue**

The Board proposes the Bonus Issue to the Shareholders in recognition of their continual supports to the Company. The Board believes that the Bonus Issue will also enhance the liquidity of the Shares in the market and thereby enlarge the shareholder and capital base of the Company.

### **THE SGM**

A notice convening the SGM to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 5:00 p.m. on Monday, 18 August 2014 (or so soon thereafter as the annual general meeting of the Company convened at 4:30 p.m. on the same day and at the same place shall have concluded or adjourned) is set out on pages 8 to 9 of this circular. A form of proxy for use by the Shareholders at the SGM is enclosed.

To the best of the Board’s knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the ordinary resolution to approve the Bonus Issue at the SGM.

---

## LETTER FROM THE BOARD

---

Whether or not you intend to attend and vote at the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar 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, as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

The ordinary resolution proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company following the conclusion of the SGM to inform the Shareholders of the results.

### **RESPONSIBILITY STATEMENT**

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.

### **RECOMMENDATION**

The Board (including the independent non-executive directors of the Company) holds the view that the Bonus Issue is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM.

Yours faithfully,  
By Order of the Board  
**HERITAGE INTERNATIONAL HOLDINGS LIMITED**  
**Dr. Kwong Kai Sing, Benny**  
*Chairman*

---

## NOTICE OF SPECIAL 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 a special general meeting of Heritage International Holdings Limited 漢基控股有限公司\* (the “**Company**”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 5:00 p.m. on Monday, 18 August 2014 (or so soon thereafter as the annual general meeting of the Company convened at 4:30 p.m. on the same day and at the same place shall have concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution which will be proposed as an ordinary resolution:–

#### ORDINARY RESOLUTION

“**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting and agreeing to grant listing of and permission to deal in the Bonus Shares (as hereinafter defined):

- (a) upon the recommendation of the directors of the Company (the “**Directors**”), a sum of not more than HK\$1,413,876.17 being part of the amount standing to the credit of the contributed surplus account of the Company, or such larger sum as may be necessary to give effect to the bonus issue of shares pursuant to this resolution (the “**Required Amount**”), be capitalized and accordingly the Directors be and are hereby authorized and directed to apply the Required Amount in paying up in full at par value not less than 1,411,976,520 unissued shares (“**Bonus Shares**”) of HK\$0.001 each in the share capital of the Company, and that such Bonus Shares shall be issued, allotted and distributed, credited as fully paid up at par value and on pro rata basis, to and amongst those shareholders whose names appear on the register of members of the Company (the “**Register of Members**”) at the close of business on 26 August 2014 (the “**Record Date**”) on the basis of one (1) Bonus Share for every two (2) existing issued shares of HK\$0.001 each in the share capital of the Company (the “**Shares**”) held by them respectively on the Record Date;
- (b) in case where the address of any holder of Shares as shown on the Register of Members at the close of business on the Record Date is outside Hong Kong (the “**Overseas Shareholders**”) and upon making relevant enquiries, the Directors consider the exclusion of such Overseas Shareholders is necessary or expedient, the Bonus Shares shall not be issued to such Overseas Shareholders (the “**Non-Qualifying Shareholders**”) but shall be aggregated and sold in the market as soon as practicable after dealings in the Bonus Shares commences. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more, will be distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholders on a pro rata basis and posted to them the remittances therefor at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company;

\* For identification purposes only

---

## NOTICE OF SPECIAL GENERAL MEETING

---

- (c) no fractional Bonus Shares shall be issued, allotted and distributed and all Bonus Shares representing fractions shall be aggregated and sold for the benefit of the Company;
- (d) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the memorandum and bye-laws of the Company and shall rank *pari passu* in all respects with the Shares in issue on the Record Date, except that they will not rank for the bonus issue of shares mentioned in this resolution; and
- (e) the Directors be authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalized out of the contributed surplus account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

By Order of the Board  
**HERITAGE INTERNATIONAL HOLDINGS LIMITED**  
**Dr. Kwong Kai Sing, Benny**  
*Chairman*

Hong Kong, 1 August 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 (in case he is the holder of two or more shares) 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, not 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.