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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)

**REFRESHMENT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES;
REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER SHARE OPTION SCHEME;
AND
NOTICE OF SPECIAL GENERAL MEETING**

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

A notice convening the SGM to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 25 September 2014 at 4:30 p.m. or any adjournment thereof is set out on pages 9 to 11 of this circular. Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying 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 1712–1716, 17/F, 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 the holding the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the SGM or any adjournment thereof (as the case may be) should you so wish.

* For identification purposes only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 18 August 2014
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bonus Issue”	the issue of the Bonus Shares on the basis of one (1) Bonus Shares for every two (2) existing Shares held by the Qualifying Shareholders at the close of business on the Record Date
“Bonus Issue Circular”	the circular of the Company dated 1 August 2014 in relation to the Bonus Issue
“Bonus Share(s)”	the bonus Share(s) to be allotted and issued pursuant to the Bonus Issue
“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)
“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
“Director(s)”	director(s) of the Company
“Existing General Mandate”	the general mandate duly approved and granted by the Shareholders at the AGM to the Directors to allot, issue and deal with a maximum of 564,790,608 new Shares, representing 20% of the issued share capital of the Company as at the date of the AGM
“Existing Scheme Mandate Limit”	the scheme mandate limit duly approved and granted by the Shareholders at the AGM to the Directors to allot and issue Shares upon the exercise of the options to be granted under the Share Option Scheme, with a maximum of 282,395,304 new Shares, being 10% of the Company’s issued share capital of the Company as at the date of the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the new mandate proposed to be sought at the SGM to authorize the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the SGM
“Latest Practicable Date”	3 September 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Record Date”	Tuesday, 26 August 2014, as the date by reference to which entitlements to the Bonus Issue are determined
“Refreshment of General Mandate”	the proposed refreshment of the Existing General Mandate to the grant of the Issue Mandate
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Existing Scheme Mandate Limit and the grant of the Scheme Mandate Limit
“Scheme Mandate Limit”	the new limit proposed to be sought at the SGM to authorize the Directors to allot and issue Shares upon the exercise of the options to be granted under the Share Option Scheme of the Company, being 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the SGM
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held on Thursday, 25 September 2014 at 4:30 p.m. for the purpose of considering and, if thought fit, approving the Refreshment of General Mandate
“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
“Share Option Scheme”	the share option scheme currently in force and adopted by the Company on 18 August 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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:

Mr. Ong Peter (*Managing Director*)

Mr. Chow Chi Wah, Vincent

(Financial Controller and Company Secretary)

Ms. Chen Wei

Mr. Yau Wai Lung

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

Principal Place of Business in

Hong Kong:

29/F., China United Centre

No.28 Marble Road

North Point

Hong Kong

8 September 2014

To the Shareholders

Dear Sir or Madam,

**REFRESHMENT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES;
REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER SHARE OPTION SCHEME;
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (i) further information relating to the Refreshment of General Mandate and the Refreshment of Scheme Mandate Limit under the Share Option Scheme; and (ii) the notice of SGM to be convened and held for the purpose of considering and, if thought fit, approving the Refreshment of General Mandate and the Refreshment of Scheme Mandate Limit under the Share Option Scheme.

* *For identification purposes only*

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL MANDATE

Background of and reasons for the Refreshment of General Mandate

The Company is an investment holding company and its subsidiaries are principally engaged in property related investments, investment in securities, money-lending businesses, investment holding, Chinese medicine clinic operation and investment in Forest Interest in the PRC.

At the AGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate to allot, issue and deal with up to 564,790,608 new Shares, representing 20% of the issued share capital of the Company (i.e. 2,823,953,041 Shares) as at the date of the AGM.

As set out in details in the Bonus Issue Circular, the Company 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. After the Bonus Issue and as at the Latest Practicable Date, the Company has 1,411,976,520 Bonus Shares in issue and the number of issued Shares is increased to 4,235,929,561 Shares accordingly.

In view of completion of the Bonus Issue, there is a substantial increase in the issued share capital of the Company below, the Board believes that the Refreshment of the General Mandate on or before the date of next annual general meeting is in the best interests of the Company and the Shareholders as a whole by maintaining the flexibility for any future allotment and issue of Shares by the Board necessary for the Group's future business development. Should future funding needs arise or attractive terms for investment in the Shares become available from potential investors, the Board will be able to respond to the market and such investment opportunities promptly because fund raising exercise pursuant to a general mandate provides the Company a more simple and less lead time process than other types of fund raising exercise and to avoid the uncertainties and such circumstances that specific mandate may not be obtained in a timely manner.

The Issue Mandate will, if granted, remain effective until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Existing General Mandate has not been utilized and refreshed since the AGM and has to be refreshed to reflect the actual number of Shares after completion of the Bonus Issue to allow the Company to conduct future fund raising activities in the event that the Company is able to identify suitable opportunities, including placing agent(s) or suitable subscriber(s).

Therefore, the Board proposes to refresh the Existing General Mandate for the Directors to allot, issue and deal with Shares with an aggregate nominal amount of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the SGM and considers the Refreshment of General Mandate in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has not yet identified and/or concluded any terms for any suitable fund raising opportunities with any financial institution(s). Subject to the passing of the proposed resolution for the Refreshment of General Mandate by the Shareholders at the SGM by way of poll and on the basis that no Share(s) will be issued or repurchased by the Company prior to the SGM save as and except for the Bonus Shares, the Company will be allowed under the Issue Mandate to issue 847,185,912 new Shares.

Fund raising activities in the past twelve months

The Company had not conducted any other fund raising activity in the past twelve months immediately prior to the Latest Practicable Date.

Potential dilution to shareholding of the public Shareholders

For illustrative purposes only, the table below sets out the shareholding structure of the Company on the assumption that the Issue Mandate is fully utilized.

Name of Shareholders	As at the Latest Practicable Date		Upon full utilization of the Issue Mandate	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Hao Tian Development Group Limited (<i>Note 1</i>)	1,222,875,000	28.87%	1,222,875,000	24.06%
Ong, Peter (<i>Note 2</i>)	1,589,692	0.04%	1,589,692	0.03%
Public shareholders: Shares available under the Issue Mandate	–	–	847,185,912	16.67%
Existing public shareholders	3,011,464,869	71.09%	3,011,464,869	59.24%
	<u>4,235,929,561</u>	<u>100.00%</u>	<u>5,083,115,473</u>	<u>100.00%</u>

Note 1: Hao Tian Development Group is a listed company in Hong Kong (stock code: 474).

Note 2: Mr. Ong, Peter is the executive Director and Managing Director of the Company.

The scenario above illustrates that the shareholding of the existing public Shareholders would be decreased from approximately 71.09% to approximately 59.24% upon full utilization of the Issue Mandate which represents a dilution of approximately 11.85 percent points.

LETTER FROM THE BOARD

REFRESHMENT OF SCHEME MANDATE LIMIT UNDER SHARE OPTION SCHEME

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed on 18 August 2014 (the “Adoption Date”). Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Since the Adoption Date, the Existing Scheme Mandate Limit has been refreshed at the AGM.

As at the Latest Practicable Date, a total of 4,235,929,561 Shares were in issue and no share option is outstanding since the adoption of Share Option Scheme. In view of the increase in issued share capital of the Company as a result of the Bonus Issue, the Refreshment of Scheme Mandate Limit is proposed. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of the SGM and that no further options will be granted under the Share Option Scheme prior to the date of the SGM, the number of Shares that may fall to be allotted and issued upon exercise in full of the options that may be granted, after the relevant resolution is passed at the SGM, would be 423,592,956 Shares.

Pursuant to the terms of the Share Option Scheme and the Listing Rules, the Scheme Mandate Limit shall not in any event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeding 30% of the Shares in issue from time to time.

The Refreshment of Scheme Mandate Limit is conditional on:

- (i) the Shareholders passing an ordinary resolution by way of poll pursuant to the Listing Rules to approve the Refreshment of Scheme Mandate Limit at the SGM; and
- (ii) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, any new Shares (representing a maximum of 10% of the Shares in issue as at the date of approval of such resolution at the SGM) which may fall to be issued upon the exercise of all options to be granted under the Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the approval mentioned in paragraph (ii) above.

The Company proposes to seek the approval by the Shareholders for the Refreshment of Scheme Mandate Limit with a view to allowing the Company more flexibility to provide more incentives or rewards to eligible participants for their contribution to the Group. The Directors consider that it will be for the benefit of the Company and the Shareholders as a whole that the eligible participants of the Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of options. This will motivate the eligible participants to contribute to the success of the Group. For these reasons, the Directors will propose the passing of an ordinary resolution at the SGM for the Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

Voting by Poll

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the ordinary resolutions proposed at the SGM will also be taken by poll. A poll results announcement will be made by the Company after the SGM in accordance with Rule 13.39(5) of the Listing Rules. As at the Latest Practicable Date, a total of 4,235,929,561 Shares were in issue. An ordinary resolution will be proposed to approve the Refreshment of General Mandate. According to Rule 13.36(4)(e) of the Listing Rules, it will not be necessary for the Company to comply with, among others, the requirement to obtain independent shareholders' approval under Rule 13.36(4)(a) of the Listing Rules in order to refresh its general mandate immediately thereafter such that the amount in percentage terms of the unused part the general mandate upon refreshment is the same as the unused part of the general mandate immediately before the issue of securities. In light of this, no Shareholders will be required to abstain from voting in relation to the resolutions to approve, among other things, the proposed grant of Issue Mandate and the Scheme Mandate Limit.

Recommendation

Having considered the reasons as set out herein, the Board hereby recommends the Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the SGM to approve the Refreshment of General Mandate and the Refreshment of Scheme Mandate Limit under the Share Option Scheme.

SGM

A notice convening the SGM to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 25 September 2014 at 4:30 p.m. is set out on pages 9 to 11 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, 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 the holding of the special general meeting of the Company. Completion and return of the form of proxy shall not preclude you from attending and voting at the SGM or any adjournment thereof (as the case may be) should you so wish.

LETTER FROM THE BOARD

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.

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

NOTICE OF SGM



HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Heritage International Holdings Limited (the “Company”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 25 September 2014 at 4:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (to be defined in paragraph (d) below) to make or grant offers, agreements, options and rights of exchange or conversion which 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 pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), or (ii) any share option schemes of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, or (iv) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company, shall not exceed 20 percent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

* For identification purposes only

NOTICE OF SGM

(d) for the purposes 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; or
- (iii) the date upon which the authority set out in this resolution revoked or varied by way of ordinary resolution of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

2. **“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of options which may be granted under the Company’s share option scheme adopted by the Company on 18 August 2014 (the “Share Option Scheme”), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the “Refreshed Limit”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

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

Hong Kong, 8 September 2014

NOTICE OF SGM

Notes:

1. Any shareholder of the Company (the “Shareholder(s)”) entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a Shareholder.
2. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint Shareholders, any one of such joint Shareholders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the Company in respect of the joint holding.
5. The form of proxy and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712– 1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.