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

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

**If you have sold or transferred** all your shares in Heritage International Holdings Limited (the “Company”), you should at once hand this circular and the enclosed form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

- (1) PROPOSED SHARE SUBDIVISION;  
(2) CHANGE IN BOARD LOT SIZE; AND  
(3) NOTICE OF THE SGM**

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A notice convening a special general meeting of the Company to be held at Salon Room V, 3/F, Hoi Yat Heen, Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong at 9:00 a.m. on Thursday, 22 January 2015 is set out on pages 10 to 11 of this circular. A form of proxy for use by the shareholders of the Company at the special general meeting is enclosed herein. Whether or not you are able to attend the meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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 the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

\* *For identification purpose only*

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 16 December 2014 in relation to the Proposed Share Subdivision and the Change in Board Lot Size
“Board”	the board of Directors
“Business Day(s)”	a day on which banks in Hong Kong are generally open for business (except Saturdays and Sundays)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the shares of the Company for trading on the Stock Exchange from 10,000 Shares to 6,000 Subdivided Shares upon the Share Subdivision becoming effective
“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
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	2 January 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China
“Registrar”	the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

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## DEFINITIONS

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“SGM”	the special general meeting of the Company to be convened at Salon Room V, 3/F, Hoi Yat Heen, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong at 9:00 a.m. on Thursday, 22 January 2015 for the purpose of considering and, if thought fit, approving the Proposed Share Subdivision and Change in Board Lot Size
“Share(s)”	ordinary shares of HK\$0.001 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 18 August 2014
“Share Subdivision”	the proposed subdivision of each issued or unissued Share into four (4) Subdivided Shares
“Shareholder(s)”	the holders of Shares or Subdivided Shares (as the case may be)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	share(s) with a par value of HK\$0.00025 each in the share capital of the Company after the Share Subdivision having become effective
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

*In the event of any inconsistency, the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text.*

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## EXPECTED TIMETABLE

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Set out below is the expected timetable relating to the implementation of the Share Subdivision and Change in Board Lot Size and the associated trading arrangements:

**Event** **(Hong Kong time)**  
**2015**

Latest time for lodging form of proxy for the SGM . . . . . 9:00 a.m. on Tuesday, 20 January

Date of SGM. . . . . 9:00 a.m. on Thursday, 22 January

Publication of SGM results announcement . . . . . Thursday, 22 January

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision**

Effective date for the Share Subdivision . . . . . 9.00 a.m. on Friday, 23 January

First day of free exchange of existing share certificates  
for the Shares for new share certificates  
for the Subdivided Shares . . . . . Friday, 23 January

Dealing in Subdivided Shares commences . . . . . 9:00 a.m. on Friday, 23 January

Original counter for trading in Shares in board lots  
of 10,000 Shares (in the form of existing share  
certificates for the Shares) temporarily closes . . . . . 9:00 a.m. Friday 23 January

Temporary counter for trading in Subdivided Shares  
in board lots of 40,000 Subdivided Shares (in the form  
of existing share certificates for the Shares) opens . . . . . 9:00 a.m. Friday 23 January

Original counter for trading in Subdivided Shares  
in board lots of 6,000 Subdivided Shares  
(in the form of new share certificates for the  
Subdivided Shares) re-opens . . . . . 9:00 a.m. on Friday, 6 February

Parallel trading in Subdivided Shares (in the form of  
new share certificates for Subdivided Shares  
and existing share certificates for the Shares)  
commences . . . . . 9:00 a.m. on Friday, 6 February

Designated broker starts to stand in the market to  
provide matching services for odd lots  
of Subdivided Shares. . . . . 9:00 a.m. on Friday, 6 February

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## EXPECTED TIMETABLE

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Temporary counter for trading in Subdivided Shares  
in board lots of 40,000 Subdivided Shares (in the form  
of existing share certificates for the Shares) closes . . . . . 4:00 p.m. on Monday, 2 March

Parallel trading in Subdivided Shares (in the form of  
new share certificates for the Subdivided Shares and  
existing share certificates for the Shares) ends . . . . . 4:00 p.m. on Monday, 2 March

Designated broker ceases to stand in the market to provide  
matching services for odd lots of Subdivided Shares. . . . . 4:00 p.m. on Monday, 2 March

Last day for free exchange of existing share certificates  
for new share certificates for the Subdivided Share. . . . . 4:30 p.m. on Wednesday, 4 March

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Ong Peter  
Mr. Yau Wai Lung  
Dr. Jonathan Ross

*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

*Head office and principal place of  
business in Hong Kong:*

29th Floor  
China United Centre  
28 Marble Road  
North Point, Hong Kong

6 January 2015

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SHARE SUBDIVISION;  
(2) CHANGE IN BOARD LOT SIZE; AND  
(3) NOTICE OF THE SGM**

#### **INTRODUCTION**

The Company announced on 16 December 2014 that the Board proposes to (1) subdivide each issued and unissued Share of HK\$0.001 of the Company into four (4) Subdivided Shares of HK\$0.00025 each; and (2) subject to and upon the Share Subdivision becoming effective, the board lot size will be changed from 10,000 Shares to 6,000 Subdivided Shares.

The purpose of this circular is to provide you with details regarding the Share Subdivision, the Change in Board Lot Size, and the notice of the SGM.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### PROPOSED SHARE SUBDIVISION

As set out in the announcement of the Company dated 16 December 2014, the Board proposes that each of the existing issued and unissued Shares of HK\$0.001 each in the share capital of the Company be subdivided into four (4) Subdivided Shares of HK\$0.00025 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out in the section headed “Conditions of the Share Subdivision” below. As at the Latest Practicable Date, Shares are traded on the Stock Exchange in board lots of 10,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares for trading will be changed to 6,000 Subdivided Shares.

### Effect of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company amounts to HK\$500,000,000 divided into 500,000,000,000 Shares, of which 4,235,929,561 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, on the basis that the Company does not allot, issue or repurchase any further Shares prior thereto, the authorised share capital of the Company shall be HK\$500,000,000 divided into 2,000,000,000,000 Subdivided Shares, of which 16,943,718,244 Subdivided Shares will be in issue. Upon the Share Subdivision becoming effective, the Subdivided Shares will rank pari passu in all respects with each other. The Share Subdivision will not result in any change in the relevant rights of the Shareholders.

Other than the expenses incurred in relation to the Share Subdivision, implementation of the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Company or the interests of the Shareholders. The Directors consider that the Share Subdivision will not have any adverse effect on the financial position of the Company and its subsidiaries.

### CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional on:

- (i) the passing by the Shareholders of an ordinary resolution to approve the Share Subdivision at the SGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares.

### LISTING AND DEALING IN THE SUBDIVIDED SHARES

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subdivided Shares and any new Subdivided Shares which may be issued pursuant to the exercise of the Share Options, details of which are set out in the section headed “Convertible Securities and Adjustment to Outstanding Share Options” upon the Share Subdivision becoming effective.



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## LETTER FROM THE BOARD

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The Subdivided Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided 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 Subdivided 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

For those persons whose interests in the Company are currently held through CCASS, dealings in the Subdivided Shares are expected to be capable of settlement through CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange and without any need on the part of such persons to deposit new share certificates in respect of the Subdivided Shares with HKSCC.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

The Board also proposes to change the board lot size for trading in the ordinary shares of the Company from 10,000 Shares to 6,000 Subdivided Shares upon the Share Subdivision becoming effective.

### **OTHER ARRANGEMENTS**

#### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots of the Subdivided Shares, the Company has appointed China Everbright Securities (HK) Limited as an agent to provide matching services for the sale and purchase of odd lots of the Subdivided Shares on a best effort basis during the period from 9:00 a.m. on Friday, 6 February 2015 to 4:00 p.m. on Monday, 2 March 2015 (both dates inclusive). Holders of odd lots of the Subdivided Shares who wish to take advantage of this facility either to dispose of their odd lots of the Subdivided Shares or to top up to board lot of 6,000 Subdivided Shares may contact the Dealing Department of China Everbright Securities (HK) Limited at 36/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at telephone number (852) 2530 8378 during this period.

**Holders of the Subdivided Shares in odd lots should note that successfully matching of the sale and purchase of odd lots of the Subdivided Shares will not be guaranteed. Shareholders are advised to consult their own professional advisers if they are in any doubt as to the above.**

#### **Exchange of Share Certificates**

Subject to the Share Subdivision becoming effective, which is expected to be at 9:00 a.m. on Friday, 23 January 2015, Shareholders may, on or after Friday, 23 January 2015 until 4:30 p.m. on Wednesday, 4 March 2015 (both days inclusive) submit share certificates for existing Shares to the Company's branch 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, to exchange, at the expense of the Company, for certificates for the Subdivided Shares with a new par value of

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## LETTER FROM THE BOARD

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HK\$0.00025 each (on the basis of every one (1) Share for four (4) Subdivided Shares). Thereafter, certificates for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued for the Subdivided Shares or each existing share certificate for the Shares submitted for cancellation, whichever number of share certificates involved is higher.

In order to distinguish between the existing and the new share certificates, new share certificates for the Subdivided Shares will be in green colour, which is different from the existing share certificates for the Shares, which are in grey colour.

It is expected that new share certificates for the Subdivided Shares will be available for collection on or after the tenth Business Day from the date of submission of the existing share certificates for the Shares to the Company's share registrar at the abovementioned address. New share certificates will be issued in board lot size of 6,000 Subdivided Shares.

### **CONVERTIBLE SECURITIES AND ADJUSTMENT TO OUTSTANDING SHARE OPTIONS**

As at the Latest Practical date, save for the share options granted to Mr. Yau Wai Lung, an executive director of the Company under the Share Option Scheme on 5 December 2014 to subscribe for a total of 42,350,000 ordinary shares of HK\$0.001 each of the Company (the "Share Options"), there are no outstanding options, warrants or securities which are convertible or exchangeable into Shares.

Upon the Share Subdivision becoming effective, adjustment will be made to the exercise price of the share options pursuant to the terms thereof. The Company will inform the grantee of the Share Options regarding the adjustments to be made pursuant to the Share Option Scheme. Further announcement will be made by the Company regarding the adjustment in due course.

### **REASONS FOR THE SHARE SUBDIVISION AND CHANGE IN BOARD LOT SIZE**

The Directors believe that the reduced amount for investing in a board lot of the Subdivided Shares as a result of the Share Subdivision and change in board lot size will improve the liquidity in the trading of the shares of the Company, thereby enabling the Company to attract more investors and broaden its shareholder base. The Board is of the opinion that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

### **THE SGM**

The SGM will be convened at Salon Room V, 3/F, Hoi Yat Heen, 3/F Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong at 9:00 a.m. on Thursday, 22 January 2015 to consider and, if thought fit, to approve the Share Subdivision and change in board lot size. The notice of the SGM is set out on pages 10 to 11 of this circular.

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## LETTER FROM THE BOARD

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A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested 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 SGM or any adjournment thereof to the office of the Registrar. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. The resolution put to vote at the SGM will be decided by way of poll. No Shareholders are required to abstain from voting on the resolution in relation to the Share Subdivision and change in board lot size.

Pursuant to Rule 13.39(4) of the listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, 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. The chairman of the SGM will therefore demand a poll for every resolution to be voted at the SGM.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 20 January 2015 to Thursday, 22 January 2015, both days inclusive, for the purpose of determining Shareholders' entitlement to attend and vote at the SGM.

In order to qualify for attending and voting at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 19 January 2015.

### RECOMMENDATION

The Board is of the opinion that the Share Subdivision and change in board lot size is in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the SGM.

### 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 Group. 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.

Yours faithfully,  
For and on behalf of the Board  
**Heritage International Holdings Limited**  
**Yau Wai Lung**  
*Executive Director*

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## NOTICE OF SGM

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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)

#### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Heritage International Holdings Limited (the “**Company**”) will be held at Salon Room V, 3/F, Hoi Yat Heen, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong at 9:00 a.m. on Thursday, 22 January 2015 (the “**SGM**”) for the purpose of considering and, if thought fit, passing with or without amendment the following resolution as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below) in issue and to be issued, each issued and unissued ordinary share of the Company (the “**Share(s)**”) with a par value of HK\$0.001 each in the share capital of the Company be subdivided into four (4) Shares with a par value HK\$0.00025 each (the “**Subdivided Shares**”), with effect from the business day immediately following the day on which this resolution is passed by the shareholders of the Company, and such Subdivided Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares of the Company contained in the Bye-laws of the Company, and any one director of the Company be and is hereby authorized to do all such acts, deeds and things and to effect all necessary actions as he or she may consider necessary or desirable in order to effect, implement and complete any and all of the aforesaid matters.”

Yours faithfully,

For and on behalf of the Board

**Heritage International Holdings Limited**

**Yau Wai Lung**

*Executive Director*

Hong Kong, 6 January 2015

\* For identification purpose only

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## NOTICE OF SGM

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*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*

29th Floor  
China United Centre  
No. 28 Marble Road  
North Point, Hong Kong

*Notes:*

1. A form of proxy for use at the SGM is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the SGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. As at the date of this notice, the Company has three executive directors, being Mr. Ong, Peter, Mr. Yau Wai Lung and Dr. Jonathan Ross and three independent non-executive directors, being Mr. To Shing Chuen, Mr. Ha Kee Choy, Eugene and Mr. Chung Yuk Lun.