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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 securities in Heritage International Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward 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)

Executive directors:

Kwong Kai Sing, Benny
Ong Peter
Poon Chi Wan
Chow Chi Wah, Vincent
Wong Chun Hung

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive directors:

Chan Sze Hung
To Shing Chuen
Ha Kee Choy, Eugene
Chung Yuk Lun
Lo Wong Fung

Principal place of business in

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

29 May 2009

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

Dear Sir or Madam,

EXPIRY OF WARRANTS (WARRANT CODE: 652)

The board of directors (the "Board") of Heritage International Holdings Limited (the "Company") would like to remind holders of the existing outstanding warrants of the Company (warrant code: 652) (the "Warrants") that in accordance with the terms and conditions of the instrument constituting the Warrants dated 31 December 2007 (the "Instrument"), the subscription rights attaching to the Warrants will expire on **Tuesday, 30 June 2009**. Any subscription rights under the Warrants which have not been exercised on such date will lapse and the Warrants will cease to be valid for any purpose.

* For identification purpose only

Each Warrant entitles the holder thereof to subscribe in cash for 0.1 share of HK\$0.10 each in the share capital of the Company (“Share”) at the adjusted subscription price of HK\$6.00 per Share (subject to adjustment) from the date of issue thereof until **Tuesday, 30 June 2009**.

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

1. The last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will be fixed on **Thursday, 25 June 2009** and trading of the Warrants on the Stock Exchange will cease after **4:00 p.m. on Thursday, 25 June 2009**. The listing of the Warrants will be withdrawn from the Stock Exchange after **4:00 p.m. on Tuesday, 30 June 2009**, and application has been made to the Stock Exchange for the withdrawal of listing of the Warrants with effect from **4:00 p.m. on Tuesday, 30 June 2009**.
2. Registered holders of the Warrants who wish to exercise the subscription rights attaching to the Warrants must lodge with the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited (the “Registrar”) at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, the followings by not later than **4:00 p.m. on Tuesday, 30 June 2009**:
 - (a) the relevant certificate(s) of the Warrants;
 - (b) the duly completed and signed subscription form(s); and
 - (c) remittances for the relevant subscription moneys.
3. Holders of the Warrants who have not registered their holdings in such Warrants in their own names and wish to exercise the subscription rights attaching thereto must lodge with the Registrar at the above-mentioned address the followings by not later than **4:00 p.m. on Tuesday, 30 June 2009**:
 - (a) the relevant duly executed and stamped instrument(s) of transfer and/or other document(s) of title;
 - (b) the relevant certificate(s) of the Warrants;
 - (c) the duly completed and signed subscription form(s); and
 - (d) remittances for the relevant subscription moneys.

Subscription forms lodged with the Registrar later than **4:00 p.m. on Tuesday, 30 June 2009** will not be regarded as valid and will not be accepted. Under the terms of the Instrument, new Shares will be allotted and issued within 21 days after the date of exercise of the subscription rights attaching to the Warrants.

The closing prices of the Shares and the Warrants as quoted on the Stock Exchange on 27 May 2009 (being the latest practicable date prior to the printing of this circular) were HK\$1.23 per Share and HK\$0.01 per Warrant respectively. Shares to be issued pursuant to the exercise of the subscription rights attaching to the Warrants will, when issued, rank *pari passu* in all respects with the then existing issued Shares.

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

Yours faithfully,
For and on behalf of the Board
Kwong Kai Sing, Benny
Chairman