

Provisional Allotment Letter Number  
暫定配額通知書編號

IMPORTANT  
重要提示

REFERENCE IS MADE TO THE PROSPECTUS (THE "PROSPECTUS") ISSUED BY HERITAGE INTERNATIONAL HOLDINGS LIMITED DATED 4 OCTOBER 2011 IN RELATION TO THE RIGHTS ISSUE AND THE BONUS WARRANT ISSUE. TERMS DEFINED IN THE PROSPECTUS SHALL BEAR THE SAME MEANINGS WHEN USED HEREIN UNLESS THE CONTEXT OTHERWISE REQUIRES.

茲提述漢基控股有限公司於二零一一年十月四日就供股及發行紅利認股權證刊登之章程(「章程」)。除非文義另有所指，否則本文件採用之詞彙與章程所界定者具備相同涵義。

THIS DOCUMENT IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES EXPIRES AT 4:00 P.M. ON WEDNESDAY, 19 OCTOBER 2011.

本文件具有價值及可轉讓，務請閣下立即處理。本文件及隨附之額外供股股份申請表格所載之要約於二零一一年十月十九日(星期三)下午四時正截止。

IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES, YOU SHOULD AT ONCE HAND THE RIGHTS ISSUE DOCUMENTS 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.

閣下如已售出或轉讓全部名下之股份，應立即將供股文件交予買方或承讓人，或經手買賣或轉讓之銀行、持牌證券交易商或其他代理人，以便轉交買方或承讓人。

THE STOCK EXCHANGE AND HKSCC TAKE NO RESPONSIBILITY FOR THE CONTENTS OF THE RIGHTS ISSUE DOCUMENTS, MAKE NO REPRESENTATION AS TO THEIR 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 THE RIGHTS ISSUE DOCUMENTS.

聯交所及香港結算對供股文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不會就供股文件之全部或任何部分內容而產生或倚賴該等內容而引致之任何損失承擔任何責任。

A COPY OF EACH OF THE RIGHTS ISSUE DOCUMENTS, HAVING ATTACHED THERETO THE WRITTEN CONSENT REFERRED TO UNDER THE PARAGRAPH HEADED "CONSENT OF EXPERT" IN APPENDIX IV TO THE PROSPECTUS, HAVE BEEN REGISTERED WITH THE REGISTRAR OF COMPANIES IN HONG KONG AS REQUIRED BY SECTION 342C OF THE COMPANIES ORDINANCE. A COPY OF EACH OF THE RIGHTS ISSUE DOCUMENTS WILL AS SOON AS REASONABLY PRACTICABLE BE DELIVERED TO THE REGISTRAR OF COMPANIES IN BERMUDA FOR FILING IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, THE SECURITIES AND FUTURES COMMISSION OF HONG KONG, THE REGISTRAR OF COMPANIES IN HONG KONG AND THE REGISTRAR OF COMPANIES IN BERMUDA TAKE NO RESPONSIBILITY FOR THE CONTENTS OF ANY OF THESE DOCUMENTS.

各供股文件連同章程附錄四「專業人士之同意書」一段所述之同意書之印本各一份已遵照公司條例第342C條呈交香港公司註冊處處長登記。各份供股文件之印本亦將會遵照公司法之規定在合理可行情況下盡快送交百慕達公司註冊處存查。香港證券及期貨事務監察委員會、香港公司註冊處處長及百慕達公司註冊處對任何此等文件之內容概不負責。

DEALINGS IN THE SHARES AND THE NIL-PAID AND FULLY-PAID RIGHTS SHARES MAY BE SETTLED THROUGH CCASS. YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER FOR DETAILS OF THOSE SETTLEMENT ARRANGEMENTS AND HOW SUCH ARRANGEMENTS MAY AFFECT YOUR RIGHTS AND INTERESTS.

股份及未繳股款及繳足股款供股股份可透過中央結算系統進行交易。閣下應就有關交易安排之詳情及此等安排可能對閣下之權利及權益造成之影響，諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

SUBJECT TO THE GRANTING OF THE LISTING OF, AND PERMISSION TO DEAL IN, THE RIGHTS SHARES (IN BOTH THEIR NIL-PAID AND FULLY-PAID FORMS) ON THE STOCK EXCHANGE, THE RIGHTS SHARES (IN BOTH THEIR NIL-PAID AND FULLY-PAID FORMS) WILL BE ACCEPTED AS ELIGIBLE SECURITIES BY HKSCC FOR DEPOSIT, CLEARANCE AND SETTLEMENT IN CCASS WITH EFFECT FROM THE RESPECTIVE COMMENCEMENT DATES OF DEALINGS IN THE RIGHTS SHARES IN THEIR NIL-PAID AND FULLY-PAID FORMS 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.

待未繳股款及繳足股款供股股份獲批准於聯交所上市及買賣後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份各自開始在聯交所買賣之日或香港結算決定之其他日期起在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於隨後第二個交易日在中央結算系統內進行交收。所有中央結算系統內之活動均依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT ABOUT THIS DOCUMENT OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本文件之任何內容或應採取之行動有任何疑问，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。



HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司\*  
(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(Stock Code: 412)  
(股份代號: 412)

RIGHTS ISSUE  
ON THE BASIS OF 22 RIGHTS SHARES  
FOR EVERY SHARE HELD ON THE RECORD DATE  
WITH BONUS WARRANTS ON THE BASIS OF ONE BONUS WARRANT FOR  
EVERY FIVE RIGHTS SHARES TAKEN UP  
供股

基準為於記錄日期每持有1股股份可獲發22股供股股份  
附帶紅利認股權證基準為每認購5股供股股份獲發1份紅利認股權證

Registered office:

註冊辦事處：  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

Head office and principal place

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

總辦事處及主要營業地點：

香港  
北角  
馬寶道28號  
華匯中心29樓

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東姓名及地址

Blank area for shareholder name and address.

Total number of Shares registered in your name(s) on Monday, 3 October 2011  
於二零一一年十月三日(星期一)登記於閣下名下之股份總數

Box A  
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance (but rounded up to the nearest cent for administrative reason) by no later than 4:00 p.m. on Wednesday, 19 October 2011.  
暫定配發予閣下之供股股份數目(股款(惟就行政目的上調至最接近港仙))最遲須於二零一一年十月十九日(星期三)下午四時正前按時繳足。

Box B  
乙欄

Total subscription monies payable which is rounded up to the nearest cent for administrative reason.  
應繳認購款項總額(就行政目的上調至最接近港仙)

Box C  
丙欄  
HK\$  
港元

To accept this provisional allotment of the Rights Shares in full, you must lodge this document intact with 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, together with a remittance in Hong Kong dollars for the full amount shown in Box C above so as to be received by not later than 4:00 p.m. on Wednesday, 19 October 2011. All remittances must be made in Hong Kong dollars and must be forwarded either by a cheque drawn on a bank account with, or by a banker's cashier order issued by, a licensed bank in Hong Kong. All such cheques or banker's cashier orders must be made payable to "HERITAGE INTERNATIONAL HOLDINGS LTD - PAL A/C" and crossed "Account Payee Only". No receipt will be given for such remittances. Instructions on transfer and splitting are set out overleaf.

閣下如全數接納此供股股份之暫定配額，必須將本文件整份連同以港元繳付上列丙欄所示之全數款項，於二零一一年十月十九日(星期三)下午四時正前送交本公司之股份過戶登記處香港分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有款項須以港元繳付，並須以香港持牌銀行之銀行戶口開出之支票或發出之銀行本票支付。所有該等支票或銀行本票須註明抬頭人為「HERITAGE INTERNATIONAL HOLDINGS LTD - PAL A/C」，並須以「只准入抬頭人賬戶」方式劃線開出。本公司不會就此等繳款發出收據。有關轉讓及分拆之指示載於背頁。

The Underwriting Agreement in respect of the Rights Issue contains provisions entitling the Underwriter by notice in writing to terminate the obligations of the Underwriter thereunder on the occurrence of certain events including force majeure. These events are set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus. If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. In addition, the Underwriting Agreement is conditional on, among other things, the conditions set out in the sub-section headed "Conditions Precedent to the Rights Issue and the Underwriting Agreement" in the letter from the Board contained in the Prospectus being fulfilled or waived as the case may be. If such conditions are not fulfilled or waived as the case may be by the Underwriter by 6:00 p.m. on Friday, 21 October 2011, or such later date or dates as the Underwriter may agree with the Company in writing, the Underwriting Agreement shall terminate and the Rights Issue will not proceed.

有關供股之包銷協議載有條文，授權包銷商在發生若干事件(包括不可抗力事件)時以書面通知方式終止其根據包銷協議須承擔之責任。該等事件載於章程內「終止包銷協議」一節。倘包銷商終止包銷協議，供股將不會進行。此外，包銷協議須待(其中包括)章程內董事會函件「供股及包銷協議之先決條件」一分節所載之條件達成或獲豁免(視乎情況而定)後，方可作實。倘若該等條件於二零一一年十月二十一日(星期五)下午六時正或之前或包銷商可能與本公司書面協定之較後日期未能達成或不獲包銷商豁免(視乎情況而定)，則包銷協議將會終止，而供股亦不會進行。

Shares have been dealt in on an ex-rights basis since Friday, 23 September 2011. The Rights Shares in their nil-paid form will be dealt in on the Stock Exchange from Friday, 7 October 2011 to Friday, 14 October 2011 (both days inclusive). If the Underwriter terminates the Underwriting Agreement, or the conditions of the Rights Issue are not fulfilled or waived as the case may be, the Rights Issue will not proceed. Any Shareholder or other person contemplating selling or purchasing the Shares and/or the Rights Shares in their nil-paid form from Friday, 12 August 2011 to Friday, 21 October 2011 who is in any doubt about his/her/its position is recommended to consult his/her/its professional adviser. Any Shareholder or other person contemplating selling or purchasing the Shares and/or the Rights Shares in their nil-paid form up to the date on which all conditions to which the Rights Issue is subject remain unfulfilled, will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed.

股份已由二零一一年九月二十三日(星期五)起在聯交所按除權基準買賣。未繳股款供股股份將於二零一一年十月七日(星期五)至二零一一年十月十四日(星期五)止期間(包括首尾兩日)在聯交所買賣。倘包銷商終止包銷協議，或供股之條件未能達成或不獲豁免(視乎情況而定)，則供股將不會進行。擬於二零一一年八月十二日(星期五)至二零一一年十月二十一日(星期五)止期間買賣股份及/或未繳股款供股股份之任何股東或其他人士如對其情況有任何疑问，應諮詢本身之專業顧問。任何股東或其他人士倘擬在供股之所有條件尚未達成前買賣股份及/或未繳股款供股股份，須承擔供股或許無法成為無條件及不會進行之風險。

\* For identification purposes only  
僅供識別

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓供股股份之認購權時，每宗買賣均須繳付從價印花稅。除出售之外，餽贈或轉讓實益權益亦須繳付從價印花稅。在本文件所指之任何供股股份配額轉讓登記前，須出示已繳付從價印花稅之證明。

**Form B**  
表格乙

**FORM OF TRANSFER AND NOMINATION**  
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their rights to subscribe for the Rights Shares comprised herein)  
(僅供有意轉讓彼/彼等根據本文件所載之供股股份之全部認購權之合資格股東填寫及簽署)

To: The Directors  
**Heritage International Holdings Limited**

致：漢基控股有限公司\*  
列位董事 台照

Dear Sir/Madam,  
I/We hereby transfer all my/our rights to subscribe for the Rights Shares comprised in this provisional allotment letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：  
本人/吾等謹將本暫定配額通知書所列本人/吾等認購供股股份之全部權利轉讓予接受此權利並簽署下列登記申請表格（表格丙）之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

**Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署（所有聯名股東均須簽署）**

Date日期：\_\_\_\_\_ 2011

**Stamp duty of HK\$5 and ad valorem stamp duty are payable by the transferor(s) if this form is completed.**

填妥此表格後，轉讓人須支付5港元之釐印費與及支付從價印花稅。

**Form C**  
表格丙

**REGISTRATION APPLICATION FORM**  
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(僅供獲轉讓供股股份之認購權之人士填寫及簽署)

To: The Directors  
**Heritage International Holdings Limited**

致：漢基控股有限公司\*  
列位董事 台照

Dear Sir/Madam,  
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms set out in this provisional allotment letter and the accompanying Prospectus and subject to the memorandum of association and bye-laws of the Company.

敬啟者：  
本人/吾等謹請閣下將表格甲中乙欄所列數目之供股股份登記於本人/吾等名下，而本人/吾等同意按照本暫定配額通知書及隨附之章程所載之條款，並在貴公司之公司組織章程大綱及細則之規限下接納此等股份。

Existing Shareholder(s)  
Please mark "X" in the box  
現有股東請於欄內填上「X」符號

To be completed in block letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.  
請用英文正楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。

Name in English 英文姓名	Family name 姓氏	Other names 名字	Name in Chinese 中文姓名
Name continuation and/or names of joint applicants 申請人(續)姓名 及/或聯名申請人姓名			
Address in English (Joint applicant(s) should give one address only) 英文地址(聯名申請人只 須提供一個地址)			
Occupation 職業		Tel. no. 電話號碼	
Dividend instructions 派息指示			
Name & address of bank 銀行名稱及地址			Bank account no. 銀行賬戶號碼

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

**Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署（所有聯名申請人均須簽署）**

Date日期：\_\_\_\_\_ 2011

**Ad valorem stamp duty is payable by the transferee(s) if this form is completed.**

填妥此表格後，承讓人須支付從價印花稅。

\* For identification purposes only  
僅供識別



# HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司\*  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 412)

4 October 2011

Dear Qualifying Shareholder(s),

Reference is made to the prospectus (the "Prospectus") issued by Heritage International Holdings Limited dated 4 October 2011 in relation to the Rights Issue and the Bonus Warrant Issue. Terms defined in the Prospectus have the same meanings when used herein unless the context indicates otherwise.

In accordance with the terms and subject to the conditions set out in the Prospectus, the Directors have provisionally allotted to you the Rights Shares on the basis of 22 Rights Shares for every Share registered in your name on the register of members of the Company as at the close of business on the Record Date (i.e. Monday, 3 October 2011). Your holding of the Shares as at the close of business on the Record Date is set out in Box A of Form A and the number of the Rights Shares provisionally allotted to you is set out in Box B of Form A.

Any Rights Shares provisionally allotted but not accepted will be available for excess applications by the Qualifying Shareholders using the accompanying form of application for excess Rights Shares.

The Rights Shares, when issued and fully paid, will rank pari passu in all respects with the Shares then in issue, including the right to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment of the Rights Shares in their fully-paid form.

## PROCEDURES FOR ACCEPTANCE AND PAYMENT

To accept all your provisional allotment and entitlements in full, you must lodge the whole of this provisional allotment letter intact with 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, together with a remittance for the full amount payable on acceptance which is rounded up to the nearest cent for administrative reason, as set out in Box C of Form A, so as to be received by no later than 4:00 p.m. on Wednesday, 19 October 2011. This will constitute acceptance of the provisional allotment and entitlements on the terms of this provisional allotment letter and the Prospectus and subject to the memorandum of association and bye-laws of the Company. **All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "HERITAGE INTERNATIONAL HOLDINGS LTD – PAL A/C" and crossed "Account Payee Only"**. No receipt will be given for such remittances.

It should be noted that unless this provisional allotment letter duly completed, together with the appropriate remittance as shown in Box C of Form A, is received as described above by no later than 4:00 p.m. on Wednesday, 19 October 2011, whether by the original allottee or any person in whose favour the rights have been validly transferred, this provisional allotment and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a provisional allotment letter as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

Completion and return of this provisional allotment letter will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the provisional allotment letter and any acceptance of it have been, or will be, duly complied with.

## TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this provisional allotment letter to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this provisional allotment letter intact together with a remittance for the full amount payable on acceptance which is rounded up to the nearest cent for administrative reason as set out in Box C of Form A with 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, so as to be received by no later than 4:00 p.m. on Wednesday, 19 October 2011. **All remittances must be in Hong Kong dollars and cheques must be drawn on a bank account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "HERITAGE INTERNATIONAL HOLDINGS LTD – PAL A/C" and crossed "Account Payee Only"**. It should be noted that stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

## SPLITTING

If you wish to accept only part of your provisional allotment or transfer all or part of your provisional allotment to more than one person or transfer only part of your provisional allotment to one person, the original provisional allotment letter must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Tuesday, 11 October 2011 with 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, which will cancel the original provisional allotment letter and issue new provisional allotment letters in the denominations required, which will be available for collection at the office of the Company's branch share registrar in Hong Kong after 9:00 a.m. on the second business day after your surrender of the original provisional allotment letter.

## EXCESS RIGHTS SHARES

If you wish to apply for any Rights Shares in addition to those provisionally allotted to you, you should complete and sign the accompanying form of application for excess Rights Shares and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for (but rounded up to the nearest cent for administrative reason), in accordance with the instructions set out therein with 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, so as to be received by no later than 4:00 p.m. on Wednesday, 19 October 2011. **All remittances must be made in Hong Kong dollars. Cheques must be drawn on a bank account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "HERITAGE INTERNATIONAL HOLDINGS LTD – EAF A/C" and crossed "Account Payee Only"**. No receipt will be given for such remittances.

It should be noted that allotment of excess Rights Shares, if any, will be made at the sole discretion of the Directors and on a fair and reasonable basis. The Directors will give preference to topping up odd lots to whole board lots.

## CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately upon receipt and all interest earned on such monies will be retained for the benefits of the Company. Completion and return of a provisional allotment letter with a cheque and/or a banker's cashier order, whether by you or by any nominated transferee, will constitute a warranty by the applicant that the cheque or the banker's cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any provisional allotment letter in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation, and, in such event, the relevant provisional allotment and all rights and entitlement given pursuant thereto will be deemed to have been declined and will be cancelled.

## SHARE AND WARRANT CERTIFICATES AND REFUND CHEQUES

It is expected that certificates for the fully-paid Rights Shares and the Bonus Warrants will be posted by the Company's branch share registrar in Hong Kong to those entitled thereto at their registered addresses at their own risk on or around Wednesday, 26 October 2011.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted by ordinary post at your own risk to your registered address on or before Wednesday, 26 October 2011.

## TERMINATION OF THE UNDERWRITING AGREEMENT

If at any time on or before 6:00 p.m. on the second business day following the Latest Acceptance Date:

- (A) the Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that, any of the warranties contained in the Underwriting Agreement was untrue, inaccurate, misleading or breached, and in each case the same is (in the reasonable opinion of the Underwriter) material in the context of the Rights Issue; or
- (B) there shall be:
- any new law or regulation enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere;
  - any change in local, national or international financial, political, industrial or economic conditions;
  - any change of an exceptional nature in local, national or international equity securities or currency markets;
  - any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict;
  - any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange; or
  - any change or development involving a prospective change in taxation or exchange controls in Hong Kong or elsewhere,

which event or events is or are in the reasonable opinion of the Underwriter:

- likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole; or
- likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares taken up; or
- so material as to make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,

then and in such case, the Underwriter may by notice in writing to the Company terminate the Underwriting Agreement whereupon all obligations of the Underwriter under the Underwriting Agreement shall cease and determine and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement, and the Rights Issue shall not proceed.

## OVERSEAS SHAREHOLDERS

The Rights Issue Documents have not been and will not be registered and/or filed under any securities or equivalent legislation of any jurisdictions other than the applicable laws in Hong Kong and Bermuda. No action has been taken to permit the Rights Issue in any territory outside Hong Kong. No person receiving a PAL or EAF in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. Subject as referred to below, it is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself, before acquiring any rights to subscribe for the provisionally allotted Rights Shares, as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. If you are in doubt as to your position, you should consult your own professional advisers. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

## GENERAL

Lodgement of this provisional allotment letter with or, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split provisional allotment letters and/or the certificates for the Rights Shares and the Bonus Warrants.

This provisional allotment letter and any acceptance of the offer contained herein shall be governed by, and construed in accordance with, the laws of Hong Kong.

Further copies of the Prospectus giving details of the Rights Issue and the Bonus Warrant Issue are available from 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. All enquiries in connection with this provisional allotment letter should be directed to them at the same address or by phone at (852) 2862 8555.

Yours faithfully,  
For and on behalf of  
**Heritage International Holdings Limited**  
Dr. Kwong Kai Sing, Benny  
Chairman

\* For identification purposes only



# HERITAGE INTERNATIONAL HOLDINGS LIMITED

## 漢基控股有限公司\*

(於百慕達註冊成立之有限公司)

(股份代號：412)

敬啟者：

茲提述漢基控股有限公司於二零一一年十月四日就供股及發行紅利認股權證刊發之章程(「章程」)。除非文義另有所指，否則本文件採用之詞彙與章程所界定者具備相同涵義。根據章程所載之條款及在其所載條件之規限下，董事已按於記錄日期(即二零一一年十月三日(星期一))營業時間結束時在本公司股東名冊登記於閣下名下每1股股份可獲配發22股供股股份之基準，向閣下暫定配發供股股份。閣下於記錄日期營業時間結束時所持有之股份數目列於表格甲之甲欄，而暫定配發予閣下之供股股份數目則列於表格甲之乙欄。

已暫定配發但不獲接納之任何供股股份，可供合資格股東以隨附之額外供股股份申請表格申請認購。

供股股份於發行及繳足股款後，在各方面將與當時之已發行股份享有同等權益，包括有權收取於繳足股款供股股份配發日期當日或其後所宣派、作出或派付之所有未來股息及分派。

### 接納及付款手續

閣下如欲接納全數暫定配額，須將本暫定配額通知書整份連同表格甲之丙欄所示接納時須繳付之全部股款(就行政目的上調至最接近港仙)，於二零一一年十月十九日(星期三)下午四時正前送交本公司之股份過戶登記處香港分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。辦妥上述手續即表示已按本暫定配額通知書及章程之條款，並在本公司之組織章程大綱及細則之規限下接納暫定配發配額。所有股款須以港元支付，須以香港持牌銀行之戶口開出之支票或發出之銀行本票支付，註明抬頭人為「HERITAGE INTERNATIONAL HOLDINGS LTD - PAL A/C」，並須以「只准入抬頭人賬戶」方式劃線開出。本公司將不會就此發出收據。

敬請注意，除非已填妥之本暫定配額通知書連同表格甲之丙欄所示之應繳股款如上文所述於二零一一年十月十九日(星期三)下午四時正前由原承配人或任何已有效承讓有關權利之人士送達，否則此暫定配額及一切有關權利及權益將被視作放棄並予以取消。本公司可全權酌情決定暫定配額通知書之有效性，對自行或由代表遞交表格之人士亦具約束力(即使表格並未依照有關指示填妥)。

填妥及交回本暫定配額通知書將構成向本公司作出保證及聲明，表示已經或將會妥為遵守有關暫定配額通知書及接納暫定配額通知書之香港以外所有有關地區之一切登記、法律及監管規定。

### 轉讓

閣下如欲將全部可認購暫定配發予閣下之供股股份之權利轉讓他人，則必須填妥及簽署轉讓及提名表格(表格乙)，並將本暫定配額通知書交予閣下認購權之承讓人或轉讓經手人。承讓人須填妥及簽署登記申請表格(表格丙)，並將本暫定配額通知書整份連同表格甲之丙欄所示須於接納時繳足之款項(就行政目的上調至最接近港仙)於二零一一年十月十九日(星期三)下午四時正前送達本公司之股份過戶登記處香港分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)。所有股款須以港元支付，須以香港持牌銀行之戶口開出之支票或發出之銀行本票支付，註明抬頭人為「HERITAGE INTERNATIONAL HOLDINGS LTD - PAL A/C」，並須以「只准入抬頭人賬戶」方式劃線開出。敬請留意，閣下須就轉讓有關供股股份之認購權予承讓人繳付釐印費，而承讓人接納有關權利時亦須繳付釐印費。

### 分拆

閣下如僅擬接納部分暫定配額，或向超過一名人士轉讓閣下之全部或部分暫定配額，或僅向一名人士轉讓部分暫定配額，則必須於二零一一年十月十一日(星期二)下午四時三十分前將原有暫定配額通知書交回本公司之股份過戶登記處香港分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)，其將註銷原有暫定配額通知書，並按所需數目發出多份新暫定配額通知書，該等新暫定配額通知書可於閣下交回原有之暫定配額通知書後第二個營業日上午九時正後在本公司之股份過戶登記處香港分處領取。

### 額外供股股份

閣下如欲申請認購暫定配發予閣下以外之任何供股股份，必須按隨附之額外供股股份申請表格印備之指示將表格填妥及簽署，並連同所申請認購額外供股股份須另行支付之股款(惟就行政目的上調至最接近港仙)，於二零一一年十月十九日(星期三)下午四時正前交回本公司之股份過戶登記處香港分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款須以港元支付，須以香港持牌銀行之戶口開出之支票或發出之銀行本票支付，註明抬頭人為「HERITAGE INTERNATIONAL HOLDINGS LTD - EAF A/C」，並須以「只准入抬頭人賬戶」方式劃線開出。本公司不會就此等繳款發出收據。

敬請留意，額外供股股份(如有)將由董事按公平合理標準全權酌情分配。董事將優先處理湊足完整買賣單位之認購申請。

### 支票及銀行本票

全部支票及銀行本票於接獲後將立即過戶，而有關款項所產生之所有利息將撥歸本公司所有。填妥及交回暫定配額通知書連同支票及/或銀行本票(不論是由閣下或由任何獲提名承讓人交回)，將構成申請人保證該支票或銀行本票將於首次過戶時兌現。倘隨附之任何支票或銀行本票於首次過戶時未能兌現，則在不影響本公司之其他有關權利之情況下，本公司保留權利拒絕受理任何該等暫定配額通知書。在此情況下，有關之暫定配額及據此給予之一切有關權利及權益將被視作放棄及予以取消。

### 股票及紅利認股權證證書及退款支票

預期繳足股款供股股份之股票及紅利認股權證證書將於二零一一年十月二十六日(星期三)或相近日期由本公司之股份過戶登記處香港分處寄予有權收取股票之人士之登記地址，郵誤風險概由彼等承擔。

有關全部或部份不獲接納之額外供股股份申請之退款支票(如有)，預期將於二零一一年十月二十六日(星期三)或之前以平郵方式寄發至閣下之登記地址，郵誤風險概由閣下自行承擔。

### 終止包銷協議

倘於最後接納日期後第二個營業日下午六時正或之前任何時間：

- (A) 包銷商知悉或有合理理由相信包銷協議所載之任何保證為失實、不準確、有所誤導或已遭違反，而各情況經包銷商合理認為對供股目的屬重大；或
- (B) 發生下列事件：

- (i) 香港或其他地區之任何法院或其他管轄機關實施任何新法例或規例，或更改現有法例或規例，或更改其詮釋或適用範圍；
- (ii) 本地、國家或國際金融、政治、工業或經濟情況之任何轉變；
- (iii) 本地、國家或國際股本證券或貨幣市場任何特別性質之變動；
- (iv) 本地、國家或國際間爆發敵對事件、暴動或武裝衝突或此等事件升級；
- (v) 聯交所對證券實施全面禁售、暫停買賣或重大買賣限制；或
- (vi) 涉及香港或其他地區之稅務或外匯管制預期轉變之任何變動或發展；

而包銷商合理認為上述一項或多項事件：

- (a) 可能會對本集團之整體業務、財政狀況或前景造成重大不利影響；或
- (b) 可能會對供股之成功與否或供股股份之接納程度造成重大不利影響；或
- (c) 影響重大以致令到繼續進行供股不應、不明智或不適宜；

則在此情況下，包銷商可透過向本公司發出書面通知終止包銷協議。據此，包銷商於包銷協議項下之所有責任將會終止及終結，而概無訂約方可就包銷協議產生或與之有關之任何事宜或事項對任何其他訂約方提出任何索償，而供股亦不會進行。

### 海外股東

除香港及百慕達之適用法例以外，供股文件並無亦不會根據任何司法權區之任何證券或同等法例登記及/或存案。本公司並無採取任何行動，以獲准在香港以外任何地區提出供股。除非在某地區毋須遵守任何登記或其他法律及有關監管規定可合法提出要約或邀請，否則於香港以外任何地區接獲暫定配額通知書或額外申請表格之人士，概不得視之為申請認購供股股份或額外供股股份之要約或邀請。在下列所述者之規限下，身處香港以外地區之人士如有意申請供股股份，則於獲得認購暫定配發供股股份之任何權利前，須自行遵守所有有關地區之法律及規例，包括取得任何政府或其他方面之同意及支付當地之有關稅項、徵費及其他款項。任何人士接納供股股份之要約將被視作構成該名人士向本公司作出已經妥為遵守當地法律及規例之聲明及保證。閣下如對本身之情況有所疑問，請諮詢閣下之專業顧問。倘本公司認為接納任何認購供股股份之申請會違反任何司法權區之適用證券法例或其他法例或規例，則本公司有權拒絕受理有關申請。

### 一般事項

將本暫定配額通知書連同(或如適用者)已由獲發本暫定配額通知書之人士簽署之轉讓及提名表格一經交回，即屬交回上述文件之人士有權處理本暫定配額通知書，並有權收取分拆後之暫定配額通知書及/或供股股份股票及紅利認股權證證書之不可推翻的證據。

本暫定配額通知書及接納通知書所載要約均受香港法例監管並按其詮釋。

載有供股及發行紅利認股權證其他詳情之章程，可於本公司之股份過戶登記處香港分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)索取。如有任何有關本暫定配額通知書之查詢，請往上述地址或致電(852) 2862 8555查詢。

此致

列位合資格股東 台照

代表  
漢基控股有限公司  
主席  
鄭啟成博士  
謹啟

二零一一年十月四日

\* 僅供識別