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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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Heritage International Holdings Limited (the “Company”) will be held at 30th Floor, China United Centre, No.28 Marble Road, North Point, Hong Kong on 4 August 2009 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution of the Company which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the share purchase agreement (“Best Purpose Disposal Agreement”, a copy of which having been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purposes) dated 8 June 2009 between Coupeville Limited (“Coupeville”) as the vendor and Welltodo Investments Limited (“Welltodo”) as the purchaser, under which 50 per cent. of the entire issued share capital of Best Purpose Limited (“Best Purpose”) shall be sold by Coupeville to Welltodo for a total consideration of HK\$180,000,000 to be settled by HK\$180 million 2 per cent. convertible note due 2012 issued by Willie International Limited upon and subject to the terms and conditions contained therein, and the transactions contemplated under it be and are hereby approved, confirmed and ratified; and the directors of the Company be and are hereby authorised to sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the articles of association of the Company) in connection with the Best Purpose Disposal Agreement, to make such non-material amendments and changes to it and to do and take all such action, steps, deeds and things

in such manner as they may deem necessary, desirable or appropriate to give effect to the Best Purpose Disposal Agreement and the transactions contemplated under it.”

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

Hong Kong, 17 July 2009

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business in
Hong Kong:*
29/F., China United Centre
No.28 Marble Road
North Point
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. Completion and return of the form of proxy will not preclude a member from attending and voting at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal place of business of the Company in Hong Kong at 29/F., China United Centre, No.28 Marble Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

As at the date hereof, the Company has five executive Directors, being Mr. Kwong Kai Sing, Benny, Mr. Ong Peter, Ms. Poon Chi Wan, Mr. Chow Chi Wah, Vincent and Mr. Wong Chun Hung and five independent non-executive Directors, being Mr. Chan Sze Hung, Mr. To Shing Chuen, Mr. Ha Kee Choy, Eugene, Mr. Chung Yuk Lun and Mr. Lo Wong Fung.

** For identification purposes only*