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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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

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

A notice convening the AGM to be held on 18 September 2015 at YUE – Function Room, V234, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong at 9:30 a.m. is set out on pages 13 to 16 of this circular. A proxy form for use at the AGM is also enclosed herewith. Whether or not you intend to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or at any adjourned meeting should you so wish.

* *For identification purposes only*

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
(A) GENERAL MANDATE TO REPURCHASE SHARES	3
(B) GENERAL MANDATE TO ISSUE SHARES	4
(C) RE-ELECTION OF DIRECTORS	4
(D) PROPOSED CHANGE OF COMPANY NAME	7
(E) ANNUAL GENERAL MEETING	8
(F) RECOMMENDATION	9
 APPENDIX – EXPLANATORY STATEMENT	 10
 NOTICE OF ANNUAL GENERAL MEETING	 13

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at YUE – Function Room, V234, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong at 9:30 a.m. on 18 September 2015
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 August 2015, 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
“Proposed Change of Company Name”	the proposed change of the name of the Company from “Heritage International Holdings Limited 漢基控股有限公司” to “China Innovative Finance Group Limited 中國新金融集團有限公司”
“Repurchase Mandate”	the proposed new general mandate, to be sought at the AGM, which authorises the Directors to repurchase Shares in the manner as set out in the notice of the AGM

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s), currently with par value of HK\$0.00025 each, in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.
“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.

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. Yau Wai Lung
Mr. Ma Chao

Independent Non-executive Directors:

Mr. To Shing Chuen
Mr. Chung Yuk Lun
Mr. Cheung Wing Ping

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

19 August 2015

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

(A) GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant an unconditional and general mandate to the Directors to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM. An explanatory statement as required under the Listing Rules is set out in Appendix hereto.

* For identification purposes only

LETTER FROM THE BOARD

(B) GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions will also be proposed at the AGM to grant an unconditional and general mandate to the Directors to allot, issue and deal with new Shares and other securities up to 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the AGM and adding to such general mandate any Shares repurchased by the Company pursuant to the Repurchase Mandate mentioned above.

As at the Latest Practicable Date, there were in issue an aggregate of 16,943,718,244 Shares. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 20% will represent 3,388,743,648 Shares.

(C) RE-ELECTION OF DIRECTORS

In accordance with Bye-law 91 of the Bye-laws, Mr. Yau Wai Lung, an executive Director appointed by the Board since 19 August 2014, Mr. Ma Chao, an executive Director appointed by the Board since 22 April 2015, and Mr. Cheung Wing Ping, an independent non-executive Director appointed by the Board since 17 April 2015, shall hold office only until the AGM and shall then be eligible for re-election.

In accordance with Bye-law 99(B) of the Bye-laws, Mr. To Shing Chuen, an independent non-executive Director, shall retire from office by rotation at the AGM.

Mr. Yau Wai Lung, Mr. Ma Chao, Mr. To Shing Chuen and Mr. Cheung Wing Ping, being eligible, will offer themselves for re-election as Directors at the AGM.

The particulars of Mr. Yau Wai Lung, Mr. Ma Chao, Mr. To Shing Chuen and Mr. Cheung Wing Ping are as follows:

Mr. Yau Wai Lung, aged 43, is an executive Director and chairman of the nomination committee of the Company. He has rich experience in project investment and management in Hong Kong and China. Mr. Yau held a number of senior business development roles in major corporations and, during his tenure with these corporations, Mr. Yau was involved in a number of cross-border business projects and he was responsible for the investment and management of these projects.

As at the Latest Practicable Date, Mr. Yau has not previously held and was not holding any other position with any of the Company or its subsidiaries and did not hold any other directorships in any listed public companies in Hong Kong or overseas in the last three years or other major appointments and qualifications.

LETTER FROM THE BOARD

Mr. Yau and his associate had interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date:

Capacity	No. of issued ordinary Shares held	No. of underlying Shares held
Beneficial interest	–	169,400,000 (Note 1)
Corporate interest	2,004,488,000 (Note 2)	–

Note 1: Such share options were granted by the Company under the share option scheme adopted on 18 August 2014.

Note 2: As at the Latest Practicable Date, Mr. Yau Wai Lung is interested in 2,004,488,000 Shares under controlled corporation, Leading Fortune International Group Limited.

Save as disclosed above, Mr. Yau did not have any interest in the Company within the meaning of Part XV of the SFO. Mr. Yau was not connected with any other Directors, senior management or substantial or controlling shareholders of the Company.

The appointment of Mr. Yau to the office of executive Director was for a term of three years commencing on 19 August 2014 and subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Yau was entitled to receive an annual emolument of HK\$1,560,000, which was determined with reference to his duties and responsibilities with the Company, his qualifications, experiences and the prevailing market conditions. In addition, Mr. Yau may be entitled to discretionary bonus as determined at the discretion of the Board with reference to his performance.

Mr. Ma Chao, aged 32, is an executive Director. He graduated from Beijing Jiaotong University. Mr. Ma has extensive experience in finance and wealth management. Mr. Ma is currently the chairman of 華信財富管理有限公司(Huaxin Wealth Management Company Limited*). Prior to his current position, Mr. Ma served as executive president of 湖南信託有限責任公司(Hunan Trust Company Limited*) and managing director of 中誠信財務顧問有限公司 (Zhongchengxin Financial Advisory Company Limited*).

Mr. Ma has rich experience in project investment and management in Hong Kong and China. Mr. Ma had held various senior business development positions in major corporations and was involved in a number of cross-border business projects and principally in charge of the investment and management of these projects.

As at the Latest Practicable Date, Mr. Ma has not previously held and was not holding any other positions with any of the Company or its subsidiaries and did not hold any other directorships in any Hong Kong and overseas listed public companies in the last three years or other major appointments and qualifications.

Mr. Ma was not connected with any other Directors, senior management or substantial or controlling shareholders of the Company, and did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

The appointment of Mr. Ma as executive Director was for a term of three years commencing from 22 April 2015 and subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Ma was entitled to receive an annual emolument of HK\$1,200,000, which was determined with reference to his duties and responsibilities with the Company, his qualifications, experiences and the prevailing market conditions. In addition, Mr. Ma may be entitled to discretionary bonus as determined at the discretion of the Board with reference to his performance.

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LETTER FROM THE BOARD

Mr. To Shing Chuen, aged 64, has been appointed as an independent non-executive Director since January 2002. He is a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. To has a Bachelor's of Arts degree and has over 20 years of experience in trading, garment and leather fields. Mr. To is currently an independent non-executive director of Qualipak International Holdings Limited (Stock Code: 1332), which is a publicly listed company in Hong Kong.

Save as disclosed above, Mr. To did not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years before the Latest Practicable Date.

As at the Latest Practicable Date, Mr. To was not connected with any other Directors, senior management or substantial or controlling shareholders of the Company, and he did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. To has not entered into any service contract with the Company and he was not appointed for a specific term but subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. To was entitled to receive an annual director's fee of HK\$120,000, which was determined with reference to Mr. To's duties and responsibilities with the Company, his qualifications, experiences and current market conditions.

According to paragraph A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, the further appointment of Mr. To as an independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders given that Mr. To has been an independent non-executive Director since 2002 and has served on the Board for more than nine (9) years. However, given that Mr. To enjoys excellent relationship with Mainland China companies and has always made valuable contribution to the Company by providing his balanced and objective views to the Board, the Board recommends the Shareholders to vote in favour of the resolution to re-elect Mr. To as an independent non-executive Director for a further term at the AGM.

Mr. To has never held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group. There is no evidence that the independence of Mr. To, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected by his length of service to the Board. Besides, Mr. To has also provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board therefore recommends the re-election of Mr. To as an independent non-executive Director for a further term at the AGM.

Mr. Cheung Wing Ping, aged 48, is an independent non-executive Director, chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. He has over 20 years of experience in auditing and accounting fields. He holds a Bachelor's degree in Accountancy with honours from City University of Hong Kong and is a fellow of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

LETTER FROM THE BOARD

Mr. Cheung is currently an independent non-executive director of Freeman Financial Corporation Limited (Stock Code: 279) and Enerchina Holdings Limited (Stock Code: 622) and executive director of Mason Financial Holdings Limited (previously known as Willie International Holdings Limited) (Stock Code: 273), all of which are publicly listed companies in Hong Kong. Mr. Cheung was formerly an executive director of Eagle Ride Investment Holdings Limited (previously known as Radford Capital Investment Limited) (Stock Code: 901) from June 2011 to November 2013 and an independent non-executive director of Mason Financial Holdings Limited (previously known as Willie International Holdings Limited) (Stock Code: 273) from October 2009 to June 2013, all of which are publicly listed companies in Hong Kong.

Save as disclosed above, Mr. Cheung has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Cheung did not have any interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Cheung did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Cheung has not entered into any letter of appointment with the Company. Mr. Cheung was not appointed for any specific length or proposed length of service with the Company but subject to retirement by rotation and re-election pursuant to the Company's Bye-laws. Mr. Cheung was entitled to receive an annual director's fee of HK\$120,000, which was determined with reference to Mr. Cheung's duties and responsibilities with the Company, his qualifications, experiences and current market conditions. The director's fee of Mr. Cheung is subject to annual review by the remuneration committee of the Company and the Board.

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders regarding the retiring Directors or any other information that needs to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

(D) PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from "Heritage International Holdings Limited 漢基控股有限公司" to "China Innovative Finance Group Limited 中國新金融集團有限公司".

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the SGM; and
- (ii) the Registrar of Companies in Bermuda approving the Proposed Change of Company Name.

LETTER FROM THE BOARD

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date of entry of the new names of the Company on the register maintained by the Registrar of Companies in Bermuda. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in Bermuda and the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

In addition to its continued involvement in investments in listed and unlisted securities and money lending, the Group intends to expand into a variety of financial services serving PRC markets. On 8 April 2015 the Group entered into a sales and purchase agreement with a company that provides financial leasing services, including a financial leasing transaction services platform (O2O) with cross-border Renminbi business products and integrated financial products; it also provides leasing transactions consultation services, guarantees, factoring business and other related businesses.

The Board considers that the Proposed Change of Company Name will provide a more accurate corporate identity and image of the Company, and better reflect the future business development and focus of the Group. The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company. The existing certificates of securities in issue bearing the present name of the Company will, after the Proposed Change of Company Name becomes effective, continue to be evidence of title to such securities and the existing certificates of securities will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Should the Proposed Change of Company Name become effective, any new certificates of securities will be issued only in the new name of the Company.

(E) ANNUAL GENERAL MEETING

A notice convening the AGM to be held at YUE – Function Room, V234, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong at 9:30 a.m. on 18 September 2015 is set out on pages 13 to 16 of this circular. A proxy form for use at the AGM is also enclosed herewith. Whether or not you intend to attend the AGM, you are urged 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 AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, the vote of the Shareholders will be taken by poll at the AGM except where the chairman of the meeting, 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.

LETTER FROM THE BOARD

(F) RECOMMENDATION

The Directors consider that the proposals described in this circular relating to the grant of the general mandates to repurchase and issue Shares, re-election of the retiring Directors and Proposed Change of Company Name are in the interest of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the resolutions at the AGM.

By order of the Board
Heritage International Holdings Limited
Yau Wai Lung
Executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to be included in this circular concerning the repurchase of Shares by the Company.

(a) Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 16,943,718,244 Shares.

Subject to the passing of the relevant ordinary resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,694,371,824 Shares, representing not more than 10% of the issued share capital of the Company as at the date of the AGM.

(b) Reasons for repurchases

The Directors believe that it is in the best interest of the Company and its Shareholders that they should be granted the Repurchase Mandate, thus enabling the Company to repurchase Shares in the market at any appropriate time. Such repurchases may, depending on market condition and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

(c) Funding of repurchases

The Directors propose that repurchases of Shares will be funded entirely from the Company's available cash flow or working capital facilities, which will be funds legally available for the repurchase in accordance with the Bye-laws, the Listing Rules and the applicable laws of Hong Kong and Bermuda.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 31 March 2015) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(d) Share repurchase made by the Company

As at the Latest Practicable Date, no repurchases of Shares have been made by the Company during the preceding six (6) months (whether on the Stock Exchange or otherwise).

(e) General

None of the Directors, or to the best of their knowledge, having made all reasonable enquiries, their close associates, has any present intention to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders. None of the core connected persons of the Company have notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong and Bermuda.

(f) Effect of the Takeovers Code

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could be deemed to have thereby obtained or consolidated control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Hao Tian Management (Hong Kong) Limited, Win Team Investments Limited and Hao Tian Development Group Limited, acting in concert, held 4,941,500,000 Shares representing approximately 29.16% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of Hao Tian Management (Hong Kong) Limited, Win Team Investments Limited and Hao Tian Development Group Limited, acting in concert, in the Company would be increased to approximately 32.40% of the issued share capital of the Company and such an increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

In any event, the Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage as required by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

(g) Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date are as follows:

	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
2014		
August	0.575	0.250
September	0.563	0.368
October	0.635	0.450
November	0.538	0.443
December	0.430	0.328
2015		
January	0.488	0.340
February	0.485	0.335
March	0.630	0.290
April	1.600	0.530
May	1.310	1.060
June	1.720	1.110
July	1.230	0.510
August (up to the Latest Practicable Date)	1.010	0.630

NOTICE OF ANNUAL GENERAL MEETING



HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Heritage International Holdings Limited (the “**Company**”) will be held at YUE – Function Room, V234, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on 18 September 2015 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the financial year ended 31 March 2015.
2. To re-elect retiring directors and to authorise the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass (with or without modification) the following resolutions:

ORDINARY RESOLUTIONS

4. “THAT:
 - (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or 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 of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (defined below) or the exercise of subscription

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

rights under any share option scheme or an issue of shares upon the exercise of the subscription rights attached to any existing warrants, bonds, debentures, notes, deeds or other securities which are convertible into shares of the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose 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; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company or, where appropriate, such other securities (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory).”

5. “THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as may be amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors of the Company;

(c) the aggregate nominal amount of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the time of 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; and

(iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.”

6. “THAT conditional upon the passing of the ordinary resolutions numbered 4 and 5 set out in the notice of meeting of which this resolution forms part, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 5 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with ordinary resolution numbered 4.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

7. “THAT subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the name of the Company be and is hereby changed from “Heritage International Holdings Limited 漢基控股有限公司” to “China Innovative Finance Group Limited 中國新金融集團有限公司” with effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in Bermuda, and that any one director of the Company be and is hereby authorized to do all such acts and things and execute and deliver all documents as he considers necessary, desirable or expedient in his role and absolute discretion for the implementation of and giving effect to the aforesaid change of name of the Company and to attend to any registration and/or filing for and on behalf of the Company.”

By order of the Board
Heritage International Holdings Limited
Yau Wai Lung
Executive Director

Hong Kong, 19 August 2015

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with 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 together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (2) In case of joint holders of a share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto. However, if more than one of such joint holders are present at the meeting personally or by proxy, that one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- (3) The register of members will be closed from 16 September 2015 to 18 September 2015, both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the forthcoming annual general meeting of the Company, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with 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, for registration not later than 4:30 p.m. on 15 September 2015.
- (4) As at the date of this notice, the Company has two executive directors, being Mr. Yau Wai Lung and Mr. Ma Chao and three independent non-executive directors, being Mr. To Shing Chuen, Mr. Chung Yuk Lun and Mr. Cheung Wing Ping.