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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)

(Warrant Code: 1248)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
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 8 August 2012 at 30/F., China United Centre, No.28 Marble Road, North Point, Hong Kong at 4:30 p.m. is set out on pages 9 to 12 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, Shops 1712-1716, 17th 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

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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 30/F., China United Centre, No.28 Marble Road, North Point, Hong Kong at 4:30 p.m. on 8 August 2012
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“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
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	4 July 2012, 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
“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
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s), currently with par value of HK\$0.01 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 Hong Kong Code on Takeovers and Mergers

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)

(Warrant Code: 1248)

Executive Directors:

Dr. Kwong Kai Sing, Benny

Mr. Ong Peter

Ms. Poon Chi Wan

Mr. Chow Chi Wah, Vincent

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

Mr. Lo Wong Fung

Principal Place of Business in

Hong Kong:

29/F., China United Centre

No.28 Marble Road

North Point

Hong Kong

9 July 2012

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
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 general mandate to the Directors to repurchase Shares on the Stock Exchange up to a maximum of 10 per cent 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 the 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 general mandate to the Directors to allot, issue and deal with new Shares and other securities up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company as 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 7,810,278,984 Shares. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 20 per cent will represent 1,562,055,796 Shares.

(C) RE-ELECTION OF DIRECTORS

In accordance with Bye-law 99 of the Bye-laws, Ms. Poon Chi Wan, Mr. To Shing Chuen and Mr. Lo Wong Fung will retire from office by rotation at the AGM, and being eligible, will offer themselves for re-election as Directors at the AGM.

The biographical and other particulars of Ms. Poon Chi Wan, Mr. To Shing Chuen and Mr. Lo Wong Fung are as follows:

Poon Chi Wan, aged 56, has been an executive Director since December 2001. She is also a director of all subsidiaries of the Company. Ms. Poon graduated from the Royal School of Music. She has over 10 years' management experience in another listed company.

As at the Latest Practicable Date, Ms. Poon was not connected with any other directors, senior management or substantial or controlling shareholders of the Company, and she had personal interests in 488,268 Shares within the meaning of Part XV of the SFO.

Ms. Poon has not entered into any service contract with the Company and she is not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Bye-laws. The director's fee of Ms. Poon after her re-election will be determined by the Board as authorised by the Shareholders at the AGM. The Board will negotiate with Ms. Poon and determine Ms. Poon's emolument with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. For information purposes only, the emolument received by Ms. Poon for the year ended 31 March 2012 was HK\$960,000.

Apart from being an executive director of the Company, Ms. Poon did not hold directorship in other listed public companies in the last three years before the Latest Practicable Date.

To Shing Chuen, aged 61, has been appointed as an independent non-executive Director since January 2002. Mr. To has a Bachelor's degree in Arts and has over 20 years of experience in trading, garment and leather field. He enjoys excellent relationship with Mainland China companies.

LETTER FROM THE BOARD

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

Mr. To did not hold directorship in other listed public companies in the last three years before the Latest Practicable Date.

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.

Lo Wong Fung, aged 65, has been appointed as an independent non-executive Director since July 2007. Mr. Lo is the founder and Chairman of Golden Fame Logistics Holding Limited and has more than 30 years' experience in the logistic field. He is the Chairman of The Chamber of Hong Kong Logistics Industry, a director and the Chairman of the Technology Committee of Hong Kong R&D Centre for Logistics and Supply Chain Management Enabling Technologies, the Permanent President of Hong Kong CFS & Logistics Association, the Permanent President of Hong Kong Container Drayage Services Association, the Honorary President of Hong Kong Cargo Vessel Traders' Association, the Chairman of Guangdong and Hong Kong Feeder Association and also a member of the Hong Kong Logistics Development Council. Mr. Lo is also the Vice Chairman and General Affairs Committee Chairman of Ning Po Residents Association (H.K.) and the Vice Chairman of Zhongshan Association of Overseas Chinese Enterprises. Mr. Lo is currently a visiting professor at the Shanghai Maritime University of China.

As at the Latest Practicable Date, Mr. Lo 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.

LETTER FROM THE BOARD

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

Mr. Lo did not hold directorship in other listed public companies in the last three years before the Latest Practicable Date.

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders regarding the re-election of the above 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) ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 30/F., China United Centre, No.28 Marble Road, North Point, Hong Kong at 4:30 p.m. on 8 August 2012 is set out on pages 9 to 12 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.

(E) RECOMMENDATION

The Directors consider that the proposals described in this circular relating to the grant of the general mandates to repurchase and issue Shares and re-election of the retiring Directors 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
Kwong Kai Sing, Benny
Chairman

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 7,810,278,984 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 781,027,898 Shares, representing not more than 10 per cent 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 2012) 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

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 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 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 Rule 26 of the Takeovers Code.

So far as is known to, or can be ascertained after reasonable enquiry by, the Directors, there was no person who was entitled to exercise, or control the exercise of, 10 per cent or more of the voting power at any general meeting of the Company as at the Latest Practicable Date. Based on such shareholding structure, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. Further, 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 per cent of the entire issued share capital of the Company.

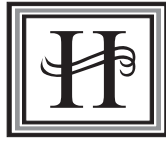
(g) Share prices

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>
2011		
July	0.080 [#]	0.078 [#]
August	0.083 [#]	0.077 [#]
September	0.410	0.077 [#]
October	0.345	0.075
November	0.228	0.172
December	0.189	0.128
2012		
January	0.142	0.100
February	0.160	0.121
March	0.265	0.123
April	0.143	0.130
May	0.132	0.096
June	0.112	0.091
July (up to the Latest Practicable Date)	0.094	0.092

[#] Adjusted to take into account the effect of the rights issue which became unconditional on 21 October 2011.

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)

(Warrant Code: 1248)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Heritage International Holdings Limited (the “Company”) will be held at 30/F., China United Centre, No.28 Marble Road, North Point, Hong Kong on 8 August 2012 at 4:30 p.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 2012.
2. To re-elect retiring directors and to authorise the board of directors to fix the directors’ remuneration.
3. To re-appoint the auditors and to authorise the board of directors 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;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

(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 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 purchase 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;
- (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 purchase 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 purchase 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.”

NOTICE OF ANNUAL 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.”

By order of the Board
Chow Chi Wah, Vincent
Executive Director and Company Secretary

Hong Kong, 9 July 2012

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 Shops 1712-16, 17th 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.