



# HERITAGE INTERNATIONAL HOLDINGS LIMITED

## 漢基控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

### PROXY FORM

Form of proxy for use at the Annual General Meeting to be held at 30/F., China United Centre, No.28 Marble Road, North Point, Hong Kong on 31 August 2009 at 9:00 a.m. and at any adjournment thereof.

I/We <sup>note 1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>note 2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of Heritage International Holdings Limited (the "Company"), HEREBY APPOINT <sup>note 3</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him/her, the chairman of the meeting as my/our proxy to act for me/us at the Annual General Meeting of the Company to be held on 31 August 2009 at 9:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For <sup>note 4</sup>	Against <sup>note 4</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2009.		
2.	(i) To re-elect Mr. Ong Peter as executive director of the Company.		
	(ii) To re-elect Ms. Poon Chi Wan as executive director of the Company.		
	(iii) To re-elect Mr. Wong Chun Hung as executive director of the Company.		
	(iv) To re-elect Mr. Lo Wong Fung as independent non-executive director of the Company.		
	(v) To authorise the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint auditors of the Company and to authorise the directors of the Company to fix the remuneration thereof.		
4.	To increase the authorised share capital of the Company from HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.10 each ("Shares") to HK\$500,000,000 by the creation of 4,000,000,000 additional new Shares.		
5.	To grant an unconditional mandate to the directors to allot, issue and deal with securities.		
6.	To grant an unconditional mandate to the directors to purchase the Company's shares.		
7.	To include the nominal amount of the shares purchased by the Company in the mandate granted to the directors under resolution (5).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009

Signature <sup>note 6</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the Company registered in your name(s).
- Please insert the name and address of the proxy desired. If no name is inserted, the chairman of the meeting will act as your proxy. Any alteration made to this form of proxy must be initialed by the person(s) who signs it.
- Please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish your proxy to vote on your behalf. If the form is returned duly signed, but without any indication, your proxy will vote for or against the resolutions, or will abstain, at his discretion.
- Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy shall be in writing and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at 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, Hong Kong not less than 48 hours before the time appointed for holding the meeting or not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose names any share stands shall for such purpose be deemed joint holders thereof.

\* For identification purposes only