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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Heritage International Holdings Limited (the “**Company**”) will be held at Salon Room V, 3/F, Hoi Yat Heen, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong at 9:00 a.m. on Thursday, 22 January 2015 (the “**SGM**”) for the purpose of considering and, if thought fit, passing with or without amendment the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below) in issue and to be issued, each issued and unissued ordinary share of the Company (the “**Share(s)**”) with a par value of HK\$0.001 each in the share capital of the Company be subdivided into four (4) Shares with a par value HK\$0.00025 each (the “**Subdivided Shares**”), with effect from the business day immediately following the day on which this resolution is passed by the shareholders of the Company, and such Subdivided Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares of the Company contained in the Bye-laws of the Company, and any one director of the Company be and is hereby authorized to do all such acts, deeds and things and to effect all necessary actions as he or she may consider necessary or desirable in order to effect, implement and complete any and all of the aforesaid matters.”

Yours faithfully,
For and on behalf of the Board
Heritage International Holdings Limited
Yau Wai Lung
Executive Director

Hong Kong, 6 January 2015

* *For identification purpose only*

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

29th Floor
China United Centre
No. 28 Marble Road
North Point, Hong Kong

Notes:

1. A form of proxy for use at the SGM is enclosed herewith.
2. 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 its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the SGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at 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 not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. As at the date of this notice, the Company has three executive directors, being Mr. Ong, Peter, Mr. Yau Wai Lung and Dr. Jonathan Ross and three independent non-executive directors, being Mr. To Shing Chuen, Mr. Ha Kee Choy, Eugene and Mr. Chung Yuk Lun.