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恒安國際集團有限公司*

HENGAN INTERNATIONAL GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1044)

Websites: <http://www.hengan.com>

<http://www.irasia.com/listco/hk/hengan>

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
MEMBER OF AUDIT COMMITTEE
AND
MEMBER OF REMUNERATION COMMITTEE**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND A
MEMBER OF EACH OF THE AUDIT COMMITTEE AND REMUNERATION
COMMITTEE**

The Board announces that Mr. Chu Cheng Chung, aged 66, retired and resigned as an independent non-executive director and a member of each of the audit committee and the remuneration committee of the Company with effect from 1 January 2010.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND A
MEMBER OF EACH OF THE AUDIT COMMITTEE AND REMUNERATION
COMMITTEE**

The Board is pleased to announce that Mr. Wang Ming Fu, aged 43, has been appointed as an independent non-executive director and a member of each of the audit committee and the remuneration committee of the Company with effect from 1 January 2010.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND A MEMBER
OF EACH OF THE AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

The board of directors (the “**Board**”) of Hengan International Group Company Limited (the “**Company**”) hereby announces that Mr. Chu Cheng Chung (“**Mr. Chu**”), aged 66, will resign as an independent non-executive Director and a member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) upon his retirement after many years of faithful service to the Company. His retirement will be effective from 1 January 2010. Mr. Chu has confirmed to the Company that there was no disagreement with the Board and that there is no matter in relation to his resignation which needs to be brought to the attention of the shareholders of the Company. The Board would like to express its gratitude to Mr. Chu for his valuable contribution to the Company.

* For identification purpose only

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND A MEMBER OF EACH OF THE AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board is pleased to announce that Mr. Wang Ming Fu (“**Mr. Wang**”) will be appointed as an independent non-executive Director and a member of each of the Audit Committee and the Remuneration Committee with effect from 1 January 2010.

Mr. Wang, aged 43, is currently the chairman of the HEJUN Consulting Co., Ltd. He was a managing director of Security Research Institute and a general manager of merger and acquisition department of Junan Securities Co., Ltd. from 1993 to 1998, and was an executive director of Institute of Finance and Security, Renmin University of China from 1999 to 2003. He is a director of New Oriental Education Fund from 2007. In addition, he was an independent non-executive director of Shenzhen Airport Co., Ltd. and Hainan Minsheng Gas Corporation. He is also an independent non-executive director of Beijing UFSOFT Co., Ltd. and Zhongrong Life Insurance Company Limited from 2005 and 2009 respectively.

He obtained a bachelor degree in political education from the East China Normal University, a master of law degree from the Nanjing University and a doctorate degree in economic from the Remin University of China. He was a senior visiting scholar of University of Illinois. Mr. Wang is a reputable strategist and investment banker in China providing long-term strategy, corporate culture, corporate governance, merger and acquisition professional consulting services for government, corporations, listed companies and institutional investors, and has over sixteen years of working experience. His articles with original ideas and theories on various Chinese industries, corporate governance and capital markets amount to millions of words.

He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. He does not hold any other positions with the Company or its subsidiaries. As at the date of this announcement, Mr. Wang did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Wang has been appointed for a 3-year term expiring on 31 December 2012. He will hold the office until the next following general meeting of the Company and will retire at that general meeting, but will be eligible for reelection in accordance with the articles of association of the Company. The emoluments to Mr. Wang will be determined and subject to review by the Board from time to time with reference to his duties and responsibilities with the Company. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Wang pursuant to any of the requirements of the rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited or there is no other matter that needs to be brought to the attention of shareholders of the Company. The Board would like to take this opportunity to welcome Mr. Wang to join the Board.

By order of the Board
Hengan International Group Company Limited Limited
Sze Man Bok
Chairman

Hong Kong, 31 December 2009

As at the date of this announcement, our Executive Directors are Mr. Sze Man Bok, Mr. Hui Lin Chit, Mr. Hung Ching Shan, Mr. Xu Da Zuo, Mr. Xu Chun Man and Mr. Loo Hong Shing Vincent; and our Independent Non-Executive Directors are Mr. Chan Henry, Mr. Chu Cheng Chung and Ms. Ada Ying Kay Wong.