

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibilities for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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>

POLL RESULTS OF ANNUAL GENERAL MEETING

The Board is pleased to announce that all the ordinary resolutions proposed at the Annual General Meeting (“AGM”) were duly passed by the Shareholders by way of poll at the AGM held on 26 May 2011.

Reference is made to the circular dated 20 April 2011 (the “Circular”) of the Company. Unless otherwise stated, terms used in this announcement shall have the same meaning as defined in the Circular.

The Board is pleased to announce that all the ordinary resolutions proposed at the AGM were duly passed by the Shareholders by way of poll at the AGM held on 26 May 2011.

The voting results at the AGM are as follows:

Ordinary Resolutions		Number of votes cast (% of the total number of votes cast)	
		For	Against
1.	To receive and consider the audited consolidated accounts and the reports of the directors and auditors for the year ended 31 December 2010	938,418,890 (99.95%)	423,819 (0.05%)
2.	To declare a final dividend for the year ended 31 December 2010	939,128,709 (100.00%)	0 (0.00%)
3.	(i) To re-elect Mr. Hui Lin Chit as an executive director	903,814,225 (96.31%)	34,636,484 (3.69%)
	(ii) To re-elect Mr. Chan Henry as an independent non-executive director	931,993,998 (99.31%)	6,456,711 (0.69%)
	(iii) To re-elect Ms. Ada Ying Kay Wong as an independent non-executive director	931,993,998 (99.31%)	6,456,711 (0.69%)
	(iv) To re-elect Mr. Xu Shui Shen as an executive director	913,204,274 (97.57%)	22,757,935 (2.43%)
	(v) To re-elect Mr. Xu Chun Man as an executive director	913,566,774 (97.61%)	22,395,435 (2.39%)
	(vi) To re-elect Mr. Sze Wong Kim as an executive director	902,553,225 (96.43%)	33,408,984 (3.57%)
	(vii) To re-elect Mr. Hui Ching Chi as an executive director	722,891,519 (77.04%)	215,412,490 (22.96%)
	(viii) To authorise the board of directors to fix the remuneration of the directors	938,813,209 (99.99%)	29,500 (0.01%)
4.	To re-appoint auditors and to authorise the board of directors to fix their remuneration	938,894,209 (99.98%)	234,500 (0.02%)
5.	To grant a general mandate to the board of directors to allot and issue shares	679,437,923 (72.35%)	259,690,786 (27.65%)
6.	To grant a general mandate to the board of directors to exercise all powers of the Company to purchase its own securities	938,701,209 (99.95%)	427,500 (0.05%)
7.	To extend the general mandate granted to the board of directors pursuant to Resolution No. 5 above by an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the Company pursuant to the general mandate granted pursuant to Resolution No. 6 above	685,857,423 (73.04%)	253,126,786 (26.96%)
8.	To approve and accept the New Share Option Scheme and to authorise the Board to do all acts necessary therefor	736,763,532 (78.45%)	202,359,677 (21.55%)

As over 50% of the votes were cast in favour of Resolutions 1, 2, 3, 4, 5, 6, 7 and 8, the resolutions were duly passed as ordinary resolutions at the AGM.

As at the date of the AGM, the issued share capital of the Company comprised 1,224,218,721 Shares.

Since none of the Shareholders was required to abstain from voting on any of the resolutions proposed at the AGM (the “Resolutions”), the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions was 1,224,218,721 Shares. No Shareholder was entitled to attend and to vote only against the Resolutions and no parties who have stated their intention in the Circular to vote against the Resolutions or to abstain have done so at the AGM. Tricor Abacus Limited, the branch share registrar of the Company in Hong Kong, acted as scrutineers for the purpose of the poll at the AGM.

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

Hong Kong, 26 May 2011

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 Shui Shen, Mr. Xu Da Zuo, Mr. Xu Chun Man, Mr. Sze Wong Kim, Mr. Hui Ching Chi and Mr. Loo Hong Shing Vincent; and our Independent Non-Executive Directors are Mr. Chan Henry, Mr. Wang Ming Fu and Ms. Ada Ying Kay Wong.