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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>

GRANT OF 2,908,000 SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Hengan International Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that on 28 July 2011, 2,908,000 options (the “**Options**”) to subscribe for a total of 2,908,000 ordinary shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) were granted to certain Directors and employees of the Group (the “**Grantees**”), subject to the acceptance of the Grantees, under the share option scheme adopted by the Company on 26 May 2011. Mr. Xu Shui Shen, Mr. Sze Wong Kim and Mr. Hui Ching Chi are executive directors of the Company among the Grantees. Details of such grant are set out below:

Date of grant	: 28 July 2011 (the “ Date of Grant ”)
Exercise price of Options granted	: HK\$68.30 per Share, which represents the highest of (i) the nominal value of the Shares; (ii) the closing price of HK\$68.30 per Share as stated in the daily quotation sheet issued by The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) on the Date of Grant; and (iii) the average closing price of HK\$67.27 per Share as stated in the daily quotation sheet issued by the Stock Exchange for the five business days immediately preceding the Date of Grant.
Closing price of the Shares on the Date of Grant	: HK\$68.30
Number of Options granted	: 2,908,000 Options
Validity period of the Options	: The validity period of the Options shall be the Date of Grant to 27 July 2021 and the Options shall lapse at the expiry of the validity period.

Exercise period of the Options : the Options granted shall be exercisable during the following periods:

- (a) up to 50% of the Options shall be exercisable from 28 July 2014 to 27 July 2021;
- (b) additional 25% of the Options shall be exercisable from 28 July 2015 to 27 July 2021; and
- (c) the remaining 25% of the Options shall be exercisable from 28 July 2016 to 27 July 2021.

Among the Options granted above, a total of 60,000 Options were granted to the Directors of the Company as follows:

Name of Directors	Position held with the Company	Number of Options granted
Mr. Xu Shui Shen	Executive Director	20,000
Mr. Sze Wong Kim	Executive Director	20,000
Mr. Hui Ching Chi	Executive Director	20,000
Total		<u>60,000</u>

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, nor as associate (as defined in the Listing Rules) of any of them.

In accordance with Rule 17.04(1) of the Listing Rules, the grant of the Options has been approved by the independent non-executive Directors of the Company.

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

Hong Kong, 28 July 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. Hui 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.

* *For identification purpose only*