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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>

**APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTORS,
MEMBERS OF AUDIT COMMITTEE,
NOMINATION COMMITTEE
AND
REMUNERATION COMMITTEE;**

**CHANGE OF PRINCIPAL SHARE REGISTRAR AND
TRANSFER AGENT IN THE CAYMAN ISLANDS**

The Board is pleased to announce that Mr. Ho Kwai Ching Mark and Mr. Zhou Fang Sheng have been appointed as independent non-executive directors and members of each of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 1 January 2013.

The Board also announces that with effect from 26 January 2013, the Company's principal share registrar and transfer agent in the Cayman Islands will be changed.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
MEMBERS OF AUDIT COMMITTEE, NOMINATION COMMITTEE
AND REMUNERATION COMMITTEE**

The board of directors (the "**Board**") of Hengan International Group Company Limited (the "**Company**") hereby announces that Mr. Ho Kwai Ching Mark ("**Mr. Ho**") and Mr. Zhou Fang Sheng ("**Mr. Zhou**") will be appointed as independent non-executive directors and members of each of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 1 January 2013.

Mr. Ho Kwai Ching Mark, aged 51, has been the Chief Compliance Officer of Hong Kong Mercantile Exchange Limited (HKMEx) since December 2008. Prior to joining HKMEx, he was Director of Business Development at Sun Hung Kai Securities Limited and Director of Phillip Securities (HK) Limited. He was also previously Vice President of Corporate Strategy of Hong

Kong Exchanges and Clearing Limited and Head of Compliance of Hong Kong Futures Exchange Limited. He has more than 18 years of experience in the securities and futures industry.

Mr. Ho received a Bachelor Degree in Social Sciences from the University of Hong Kong in 1984 and is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Mr. Ho has entered into a letter of appointment with the Company for a term of three years for his service as an independent non-executive director unless terminated by either party to the service contract, which requires not less than three months' prior notice for termination thereof. 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 re-election in accordance with the articles of association of the Company. Mr. Ho will be entitled to receive a director's fee of HK\$120,000 per annum. The emoluments to Mr. Ho 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, Mr. Ho has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Ho 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. Ho does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Ho required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**") nor there any other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. Zhou Fang Sheng, aged 63, has more than 20 years of management experience. From 1991 to 1997, Mr. Zhou served as deputy division director and division director in State-owned Assets Administration Bureau, and deputy director in Stated-owned Assets Administration Research Institute. From 1997 to 2001, Mr. Zhou worked as deputy director in difficulty relief working office for stated-owned enterprises of State Economic and Trade Commission. From 2001 to 2003, Mr. Zhou served as director in Stated-owned Assets Administration Research Section of Research Institute for Fiscal Science of Ministry of Finance. From 2003 to 2009, Mr. Zhou worked as Vice Counsel in charge of stated-owned enterprise restructuring and business management in Enterprise Reform Bureau of State-owned Assets Supervision and Administration Commission of the State Council. Mr. Zhou has been appointed as a supervisor of Sinotrans Limited (Stock Exchange stock code: 0598) and independent non-executive director of Beijing BDStar Navigation Co., Ltd (its shares are listed on Shenzhen Stock Exchange) since 19 November 2011 and 16 January 2012 respectively.

Mr. Zhou has entered into a letter of appointment with the Company for a term of three years for his service as an independent non-executive director unless terminated by either party to the service contract, which requires not less than three months' prior notice for termination thereof. 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 re-election in accordance with the articles of association of the Company. Mr. Zhou will be entitled to receive a director's fee of HK\$120,000 per annum. The emoluments to Mr. Zhou 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, Mr. Zhou has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Zhou 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. Zhou does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Zhou required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor there any other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Ho and Mr. Zhou to join the Board.

CHANGE OF PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT IN THE CAYMAN ISLANDS

The Board also announces that with effect from 26 January 2013, the Company's principal share registrar and transfer agent in the Cayman Islands will be changed to:

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

The Company's branch share registrar and transfer office in Hong Kong is still maintained by Tricor Abacus Limited of 26th Floor, Tesbury Centre, 28 Queens Road East, Hong Kong.

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

Hong Kong, 31 December 2012

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.

* *For identification purpose only*