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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>

**RETIREMENT AND ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHANGE OF COMPOSITION OF
BOARD COMMITTEE**

The Board hereby announces that:

- (1) Mr. Wang Ming Fu (“**Mr. Wang**”) has retired as an independent non-executive director of the Company (“**Director**”) at the annual general meeting of the Company held on 17 May 2019 (“**AGM**”). Accordingly, Mr. Wang ceased to act as an independent non-executive Director, the chairman of the nomination committee of the Company and a member of each of the remuneration committee and audit committee of the Company with effect from the conclusion of the AGM.
- (2) Mr. Theil Paul Marin (“**Mr. Theil**”) has been elected as an independent non-executive Director by the shareholders of the Company at the AGM with effect from the conclusion of the AGM. Mr. Theil has also been appointed by the board of Directors (the “**Board**”) as a member of each of the remuneration committee, the audit committee and nomination committee of the Company, all with effect from 17 May 2019.
- (3) Mr. Ho Kwai Ching Mark (“**Mr. Ho**”), an independent non-executive Director, has been appointed as the chairman of the nomination committee of the Company.

RETIREMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of Hengan International Company Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 12 April 2019. The Board hereby announces that, Mr. Wang has retired at the AGM. Mr. Wang ceased to be an independent non-executive Director, the chairman of the nomination committee of the Company and a member of each of the remuneration committee and audit committee of the Company with effect from the conclusion of the AGM.

* For identification purposes only

Mr. Wang has confirmed that, in relation to his retirement as an independent non-executive Director, he has no disagreement with the Board and there are no other matters that need to be brought to the attention of The Stock Exchange of Hong Kong Limited and/or the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Wang for his valuable contributions to the Company during his tenure of service.

ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Theil has been elected as an independent non-executive Director by the shareholders of the Company at the AGM. Mr. Theil has also been appointed by the Board as a member of each of the remuneration committee, the audit committee and nomination committee of the Company, all with effect from 17 May 2019.

Mr. Theil, aged 65, has had extensive experience in the finance and investment industry. He is the founder and has been the Chairman of Shenzhen Zhong An Credit Investment Co., Ltd since January 2008. He has served as an independent director of China Industrial Bank Co. Ltd., (stock code: SH601166) since October 2013, and an independent non-executive director of Qin Qin Foodstuffs Group (stock code: HK1583) (“**QinQin**”) since June 2016. He was also previously a director of the Company from July 2000 to September 2001. Mr. Theil graduated from Yale University with a Degree of Bachelor of Arts in June 1975 and a Degree of Master of Arts in East Asian Studies in June 1975. He also graduated with a Degree of Juris Doctor and a Degree of Master of Business Administration from Harvard Law School and Harvard Business School in November 1981 and June 1980 respectively.

Save as disclosed above, Mr. Theil has not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As aforementioned, Mr. Theil is an independent non-executive director of QinQin. Mr. Hui Lin Chit, executive director, chief executive director, deputy chairman and substantial shareholder of the Company, is a non-executive director of QinQin. Mr. Sze Man Bok, executive director, chairman and substantial shareholder of the Company, is also a non-executive director and substantial shareholder of QinQin. Mr. Sze has personal interests and is deemed interested, through the Sze’s Family Trust, in a total of approximately 8.02% of shares in QinQin under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**the SFO**”). As at the date of this announcement, Mr. Theil was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Theil is not connected with any directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, he does not hold any positions within the Group.

The Company entered into an appointment letter with Mr. Theil, which is subject to termination by either party giving not less than three month written notice. He is also subject to retirement and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Theil is entitled to a director fee of HK\$120,000 per annum which is determined with reference to his responsibilities, experience and market rate by the Board.

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

CHANGE IN COMPOSITION OF BOARD COMMITTEE

The Board further announces that, with effect from the conclusion of the AGM, Mr. Ho, an independent non-executive Director, has been appointed as the chairman of the nomination committee of the Company in place of Mr. Wang.

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

Hong Kong, 17 May 2019

As at the date of this announcement, the Board comprises 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. Li Wai Leung as executive directors, and Mr. Chan Henry, Ms. Ada Ying Kay Wong, Mr. Ho Kwai Ching Mark, Mr. Theil Paul Marin and Mr. Zhou Fang Sheng as independent non-executive directors.