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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>

**ELECTION OF LANGUAGE AND MEANS OF RECEIPT
OF CORPORATE COMMUNICATIONS
AND
PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF
ASSOCIATION IN VIEW OF
THE AMENDED CORPORATE GOVERNANCE CODE**

INTRODUCTION

For the purposes of environmental protection and costs saving, the Company is making the arrangements described below, in accordance with Rule 2.07A and Rule 2.07B of the Listing Rules and Article 167 of the Articles of Association of the Company, to ascertain Shareholders' preferences as to the choice of the means of receipt (in printed form or by electronic means) and language (in English only, in Chinese only or in both English and Chinese) of future Corporate Communications.

The Company recommends Shareholders to take advantage of the Website Version (as defined below) of the Company's future Corporate Communications. However, Shareholders shall have the right at anytime by reasonable notice in writing to the Company to change their choice of preferred language and/or means of receipt of the Corporate Communications.

* For identification purposes only

PROPOSED ARRANGEMENTS FOR ELECTION OF LANGUAGE AND MEANS OF RECEIPT OF CORPORATE COMMUNICATIONS

In accordance with Rule 2.07A and Rule 2.07B of the Listing Rules and Article 167 of the Articles of Association of the Company, the following arrangements will be made by the Company:

1. The Company will send a letter dated 19 April 2012 (the “**First Letter**”) together with a pre-paid postage reply form (the “**Reply Form**”), prepared in both English and Chinese, to Shareholders to enable them to elect any one of the following options:
 - (i) to read future Corporate Communications published on the Company’s website at <http://www.hengan.com> (“**Website Version**”) in place of receiving printed copies; or
 - (ii) to receive printed copies of all future Corporate Communications in English only; or
 - (iii) to receive printed copies of all future Corporate Communications in Chinese only; or
 - (iv) to receive printed copies of all future Corporate Communications in both English and Chinese.

If the Reply Form is returned by post from outside Hong Kong, Shareholders must affix the appropriate postage. If the Company does not receive the Reply Form indicating the selection by 16 May 2012 and until the Shareholder informs the Company otherwise by reasonable notice in writing according to the relevant laws and regulations, the Shareholder is deemed to have consented to receiving the Website Version only for all future Corporate Communications, and only a printed notification letter of the publication of the Corporate Communications on the Company’s website will be sent to such Shareholder. If an email address is provided by such Shareholder in the Reply Form, an electronic version of the notification of the publication of the Corporate Communications on the Company’s website will be sent to such Shareholder in the future in place of a printed notification.

2. With respect to Shareholders who choose to receive the Corporate Communications in printed form, the Company will send the selected language version of the Corporate Communications to those Shareholders who have made a selection unless and until they notify the Company or the Hong Kong Branch Share Registrar, Tricor Abacus Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong in writing that they wish to receive the Corporate Communications in the other (or both) language(s), or by electronic means (through the Company’s website).
3. In future, every time our printed Corporate Communications are sent out in accordance with the arrangements described in paragraph 2 above, a letter (the “**Second Letter**”) and a pre-paid postage Reply Form (applicable for posting in Hong Kong only), prepared in English and Chinese, will be attached to or printed in the relevant Corporate Communications, specifying that the Corporate Communications prepared in the other language will be available upon request, and that Shareholders may change their choice of means of receipt and language of the Corporate Communications by completing the Reply Form and returning it to the Hong Kong Branch Share Registrar. If the Reply Form is returned by post from outside Hong Kong,

Shareholders must affix appropriate postage. Shareholders also have the right at any time by reasonable notice in writing to the Company or the Hong Kong Branch Share Registrar by post or by e-mail to hengan-ecom@hk.tricorglobal.com to change the choice of language and/or means of receipt of the Corporate Communications.

4. All Corporate Communications in both English and Chinese, and in accessible format, will be available on the Company's website at <http://www.hengan.com> and the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.
5. The Company can be contacted via the dial-up hotline service of the Hong Kong Branch Share Registrar at Tel: (852) 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding public holidays) to enable Shareholders to make enquiry of the Company's proposed arrangements described above.
6. The First Letter and the Second Letter will mention that both languages of the relevant Corporate Communications will be available on the Company's website and that the dial-up hotline service has been provided.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION IN VIEW OF THE AMENDED CORPORATE GOVERNANCE CODE

In view of the recent amendments to the Corporate Governance Code and the associated Listing Rules, the Board proposes to seek approval from the Shareholders to pass a special resolution at the AGM to be held on 22 May 2012 in order to make certain amendments to the relevant provisions of the Company's Articles of Association to conform to such amendments to the Listing Rules. Additional amendments will also be proposed to update all references of the Cayman Companies Law in the Memorandum and Articles of Association to "Cayman Companies Law (2011 Revision)". Details of the proposed amendments to the Memorandum and Articles of Association are set out in the circular of the Company which will be dispatched to the Shareholders on 19 April 2012.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

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| "AGM" | the annual general meeting of the Company to be held at Tianshan and Lushan Room, Level 5, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 22 May 2012 at 10:00 a.m.; |
| "Articles of Association" | the articles of association of the Company; |

“Company”	Hengan International Group Company Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed and traded on the Main Board of the Stock Exchange;
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules;
“Corporate Communications”	any document to be issued by the Company for the information or action of holders of any of the Company’s securities as defined in Rule 1.01 of the Listing Rules;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Branch Share Registrar”	Tricor Abacus Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Memorandum and Articles of Association”	the consolidated memorandum of association and Articles of Association of the Company;
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company;
“Shareholders”	holders of the Shares; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 19 April 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 Da Zuo, Mr. Xu Shui Shen, 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.