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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>

## **POLL RESULTS OF ANNUAL GENERAL MEETING**

The Board is pleased to announce that all the ordinary resolutions and special resolutions proposed at the Annual General Meeting (“AGM”) were duly passed by the Shareholders by way of poll at the AGM held on 22 May 2012.

Reference is made to the circular dated 19 April 2012 (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 and special resolutions proposed at the AGM were duly passed by the Shareholders by way of poll at the AGM held on 22 May 2012.

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 2011	937,833,310 (99.91%)	808,800 (0.09%)
2.	To declare a final dividend for the year ended 31 December 2011	938,642,110 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Sze Man Bok as an executive director	891,577,678 (95.04%)	46,489,932 (4.96%)
4.	To re-elect Mr. Hung Ching Shan as an executive director	893,201,178 (95.39%)	43,162,102 (4.61%)
5.	To re-elect Mr. Xu Da Zuo as an executive director	730,398,536 (78.00%)	205,964,743 (22.00%)
6.	To re-elect Mr. Loo Hong Shing Vincent as an executive director	897,321,178 (95.83%)	39,042,102 (4.17%)
7.	To authorise the board of directors to fix the remuneration of the directors	916,122,207 (99.85%)	1,406,497 (0.15%)
8.	To re-appoint auditors and to authorise the board of directors to fix their remuneration	937,465,826 (99.87%)	1,176,284 (0.13%)
9.	To grant a general mandate to the board of directors to allot and issue shares	645,234,949 (68.74%)	293,407,161 (31.26%)
10.	To grant a general mandate to the board of directors to exercise all powers of the Company to purchase its own securities	930,634,700 (99.15%)	8,007,410 (0.85%)
11.	To extend the general mandate granted to the board of directors pursuant to Resolution No. 9 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. 10 above	669,162,196 (71.29%)	269,479,913 (28.71%)
Special Resolutions			
12.	To consider and approve the amendments to the memorandum and articles of association of the Company as set out in the notice of the meeting.	934,401,202 (99.63%)	3,429,407 (0.37%)
13.	To adopt the new memorandum and articles of association of the Company as set out in the notice of the meeting.	938,132,612 (99.99%)	997 (0.01%)

As over 50% of the votes were cast in favour of resolutions 1 to 11, and over 75% of the votes were cast in favour of resolutions 12 and 13, the resolutions were duly passed as ordinary resolutions and special resolution at the AGM.

As at the date of the AGM, the issued share capital of the Company comprised 1,229,017,721 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 1,229,017,721 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, 22 May 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.*