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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 11,758,000 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 “**Stock Exchange**”) (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Hengan International Group Company Limited (the “**Company**”) hereby announces that on 27 July 2012, 11,758,000 share options (the “**Share Options**”) to subscribe for a total of 11,758,000 ordinary shares of HK\$0.10 each in the share 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. Sze Man Bok, Mr. Hui Lin Chit, Mr. Hung Ching Shan, Mr. Xu Shui Shen, Mr. Xu Da Zuo, Mr. Xu Chun Man and Mr. Loo Hong Shing, Vincent, are executive directors of the Company (“**Executive Director**”) among the Grantees. Details of the Share Options granted are set out below:

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|--|---|--|
| Date of grant | : | 27 July 2012 (the “ Date of Grant ”) |
| Exercise price of Share Options granted | : | HK\$72.75 per Share, which represents the highest of (i) the nominal value of the Shares; (ii) the closing price of HK\$72.75 per Share as stated in the daily quotation sheet issued by the Stock Exchange on the Date of Grant; and (iii) the average closing price of HK\$72.48 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\$72.75 |
| Number of Share Options granted | : | 11,758,000 Share Options, each Share Option entitling the Grantees to subscribe for one Share |
| Validity period of the Share Options | : | The validity period of the Share Options shall be the Date of Grant to 27 July 2022 and the Share Options shall lapse at the expiry of the validity period. |

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

- (a) up to 50% of the Share Options shall be exercisable from 28 July 2015 to 27 July 2016 (the “**First Period**”);
- (b) additional 25% of the Share Options together with any Share Options not exercised during the First Period shall be exercisable from 28 July 2016 to 27 July 2017 (the “**Second Period**”); and
- (c) the remaining 25% of the Share Options together with any Share Options not exercised during the First Period or the Second Period shall be exercisable from 28 July 2017 to 27 July 2022.

Among the Share Options granted above, a total of 616,000 Share Options were granted to the following Executive Directors:

Name of Executive Directors	Number of Share Options granted
Mr. Sze Man Bok	20,000
Mr. Hui Lin Chit	148,000
Mr. Hung Ching Shan	20,000
Mr. Xu Shui Shen	160,000
Mr. Xu Da Zuo	108,000
Mr. Xu Chun Man	20,000
Mr. Loo Hong Shing Vincent	140,000
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	616,000
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Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, nor an 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 Share Options to the Grantees 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, 27 July 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