**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :**     __28/2/2015__

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer                    Hengan International Group Company Limited
Date Submitted                    4 March 2015

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :   1044      Description :

|  | No. of ordinary shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Balance at close of preceding month | 3,000,000,000 | HK$0.1 | HK$300,000,000 |
| Increase/(decrease) | 0 |  | 0 |
| Balance at close of the month | 3,000,000,000 | HK$0.1 | HK$300,000,000 |

(2) Stock code :             Description :

|  | No. of ordinary shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Balance at close of preceding month |  |  |  |
| Increase/(decrease) |  |  |  |
| Balance at close of the month |  |  |  |

2. Preference Shares

| | No. of preference shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Stock code : _____ Description : _____ | | | |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

3. Other Classes of Shares

| | No. of other classes of shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Stock code : _____ Description : _____ | | | |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

Total authorised share capital at the end of the month *(State currency)* :     HK$300,000,000

## II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
| --- | --- | --- | --- | --- |
| | (1) | (2) | | |
| Balance at close of preceding month | **1,224,400,221** | | | |
| Increase/ (decrease) during the month | **5,500** | | | |
| Balance at close of the month | **1,224,405,721** | | | |

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| --- | --- | --- | --- | --- | --- | --- |
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. share option scheme approved in the AGM on ( 26 / 5 / 2011 ) ordinary shares *(Note 1)* | 0 | 5,500 | 0 | 0 | 5,500 | 14,273,000 |
| 2. ( / / ) shares *(Note 1)* | | | | | | |
| 3. ( / / ) shares *(Note 1)* | | | | | | |

|  |  |
| --- | --- |
| Total A. (Ordinary shares) | 5,500 |
| (Preference shares) | |
| (Other class) | |
| Total funds raised during the month from exercise of options (State currency) | HK$375,650 |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|
| 1. _____ <br> _____ <br> (  /  /   ) <br> Stock code (if listed) _____ <br> Class of shares issuable *(Note 1)* _____ <br> Subscription price _____ <br> EGM approval date (if applicable) (dd/mm/yyyy) ___ (  /  /   ) ___ | | | | | | |
| 2. _____ <br> _____ <br> (  /  /   ) <br> Stock code (if listed) _____ <br> Class of shares issuable *(Note 1)* _____ <br> Subscription price _____ <br> EGM approval date (if applicable) (dd/mm/yyyy) ___ (  /  /   ) ___ | | | | | | |
| 3. _____ <br> _____ <br> (  /  /   ) <br> Stock code (if listed) _____ <br> Class of shares issuable *(Note 1)* _____ <br> Subscription price _____ <br> EGM approval date (if applicable) (dd/mm/yyyy) ___ (  /  /   ) ___ | | | | | | |
| 4. _____ <br> _____ <br> (  /  /   ) <br> Stock code (if listed) _____ <br> Class of shares issuable *(Note 1)* _____ <br> Subscription price _____ <br> EGM approval date (if applicable) (dd/mm/yyyy) ___ (  /  /   ) ___ | | | | | | |

Total B.　(Ordinary shares) _____

(Preference shares) _____

(Other class) _____

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|
| 1. _____ | HK$ | | | | | |
| _____ | | | | | | |
| _____ | | | | | | |
| Stock code (if listed) _____ | | | | | | |
| Class of shares issuable *(Note 1)* _____ | | | | | | |
| Subscription price _____ | | | | | | |
| AGM approval date (if applicable) (dd/mm/yyyy)) _____ | | | | | | |
| 2. _____ | | | | | | |
| _____ | | | | | | |
| _____ | | | | | | |
| Stock code (if listed) _____ | | | | | | |
| Class of shares issuable *(Note 1)* _____ | | | | | | |
| Subscription price _____ | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) _____ | | | | | | |
| 3. _____ | | | | | | |
| _____ | | | | | | |
| _____ | | | | | | |
| Stock code (if listed) _____ | | | | | | |
| Class of shares issuable *(Note 1)* _____ | | | | | | |
| Subscription price _____ | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) _____ | | | | | | |
| 4. _____ | | | | | | |
| _____ | | | | | | |
| _____ | | | | | | |
| Stock code (if listed) _____ | | | | | | |
| Class of shares issuable *(Note 1)* _____ | | | | | | |
| Subscription price _____ | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) _____ | | | | | | |

Total C.  (Ordinary shares) 0 _____
(Preference shares) _____
(Other class) _____

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|
| 1. _____ <br> _____ <br> _____ <br> _____ ( / / ) <br> _____ shares *(Note 1)* | | |
| 2. _____ <br> _____ <br> _____ <br> _____ ( / / ) <br> _____ shares *(Note 1)* | | |
| 3. _____ <br> _____ <br> _____ <br> _____ ( / / ) <br> _____ shares *(Note 1)* | | |
| Total D.    (Ordinary shares) | | |
| (Preference shares) | | |
| (Other class) | | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|
| 1. Rights issue | At price : | State currency ———— | Class of shares issuable ———— *(Note 1)* <br><br> Issue and allotment date : (dd/mm/yyyy)    ( / / ) <br><br> EGM approval date: (dd/mm/yyyy)    ( / / ) | ———— | ———— |
| 2. Open offer | At price : | State currency ———— | Class of shares issuable ———— *(Note 1)* <br><br> Issue and allotment date : (dd/mm/yyyy)    ( / / ) <br><br> EGM approval date: (dd/mm/yyyy)    ( / / ) | ———— | ———— |
| 3. Placing | At price : | State currency ———— | Class of shares issuable ———— *(Note 1)* <br><br> Issue and allotment date : (dd/mm/yyyy)    ( / / ) <br><br> EGM approval date: (dd/mm/yyyy)    ( / / ) | ———— | ———— |
| 4. Bonus issue | | | Class of shares issuable ———— *(Note 1)* <br><br> Issue and allotment date : (dd/mm/yyyy)    ( / / ) <br><br> EGM approval date: (dd/mm/yyyy)    ( / / ) | ———— | ———— |

| | Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|
| 5. | Scrip dividend | At price : | State currency ——— | Class of shares issuable *(Note 1)* ——— <br><br> Issue and allotment date : (dd/mm/yyyy) ( / / ) <br><br> EGM approval date: (dd/mm/yyyy) ( / / ) | ——— | ——— |
| 6. | Repurchase of shares | | | Class of shares repurchased *(Note 1)* <u>ordinary</u> <br><br> Cancellation date : (dd/mm/yyyy) / / <br><br> AGM approval date: (dd/mm/yyyy) / / | ——— | ——— |
| 7. | Redemption of shares | | | Class of shares redeemed *(Note 1)* ——— <br><br> Redemption date : (dd/mm/yyyy) ( / / ) <br><br> EGM approval date: (dd/mm/yyyy) ( / / ) | ——— | ——— |
| 8. | Consideration issue | At price : | State currency ——— | Class of shares issuable *(Note 1)* ——— <br><br> Issue and allotment date : (dd/mm/yyyy) ( / / ) <br><br> EGM approval date: (dd/mm/yyyy) ( / / ) | ——— | ——— |

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|
| 9. Capital reorganisation | Class of shares issuable ———— *(Note 1)* | | |
| | Issue and allotment date : (dd/mm/yyyy) ( / / ) | | |
| | EGM approval date: (dd/mm/yyyy) ( / / ) | | |
| | | ———— | ———— |
| 10. Other (Please specify)    At price : State currency ——— | Class of shares issuable ———— *(Note 1)* | | |
| | Issue and allotment date : (dd/mm/yyyy) ( / / ) | | |
| | EGM approval date: (dd/mm/yyyy) ( / / ) | | |
| | | ———— | ———— |
| | Total E.   (Ordinary shares) ————<br>(Preference shares) ————<br>(Other class) ———— | | |

| | | |
|---|---|---|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 5,500 |
| | (2) | - |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | - |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | - |

*(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)*

Remarks (if any):

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_____

_____

_____

_____

_____

_____

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_____

_____

_____

Submitted by:   <u>Loo Hong Shing Vincent</u>

                    Director

Title:   _____

        (Director, Secretary or other duly authorised officer)

*Notes :*

1.     *State the class of shares (e.g. ordinary, preference or other).*

2.     *If there is insufficient space, please append the prescribed continuation sheet.*