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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 proposed at the Annual General Meeting (“AGM”) were duly passed by the Shareholders by way of poll at the AGM held on 18 May 2016.

Reference is made to the circular dated 18 April 2016 (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 proposed at the AGM were duly passed by the Shareholders by way of poll at the AGM held on 18 May 2016.

* *For identification purposes only*

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 2015	958,896,192 (100.00%)	0 (0.00%)
2.	To declare a final dividend for the year ended 31 December 2015	959,499,692 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Hui Ching Chi as an executive director	943,927,469 (98.41%)	15,255,893 (1.59%)
4.	To re-elect Ms. Ada Ying Kay Wong as an independent non-executive director	924,459,527 (96.35%)	35,029,165 (3.65%)
5.	To re-elect Mr. Wang Ming Fu as an independent non-executive director	954,728,141 (99.57%)	4,157,051 (0.43%)
6.	To re-elect Mr. Ho Kwai Ching Mark as an independent non-executive director	956,199,841 (99.66%)	3,288,851 (0.34%)
7.	To re-elect Mr. Zhou Fang Sheng as an independent non-executive director	661,671,548 (69.08%)	296,189,001 (30.92%)
8.	To authorise the board of directors to fix the remuneration of the directors	953,155,796 (99.38%)	5,973,606 (0.62%)
9.	To re-appoint auditors and to authorise the board of directors to fix their remuneration	957,580,010 (99.80%)	1,919,662 (0.20%)
10.	To grant a general mandate to the board of directors to allot and issue shares	625,167,523 (65.17%)	334,179,447 (34.83%)
11.	To grant a general mandate to the board of directors to exercise all powers of the Company to purchase its own securities	959,449,692 (99.99%)	50,000 (0.01%)
12.	To extend the general mandate granted to the board of directors pursuant to Resolution No. 10 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. 11 above	633,227,973 (66.00%)	326,271,719 (34.00%)

Ordinary Resolutions		Number of votes cast (% of the total number of votes cast)	
		For	Against
13.	(a) to approve the satisfaction of any special dividend (“Special Dividend”) that may be declared by the board of directors of the Company in connection with the proposed spin-off and listing of the shares of Qinqin Foodstuffs Group (Cayman) Company Limited (“QinQin”) on the Main Board of the Stock Exchange of Hong Kong Limited, by way of distribution in specie (“Distribution”) of all of the issued shares in the share capital of QinQin held by the Company (representing 51% of the entire issued share capital of QinQin), subject to such conditions and on such basis as may be determined by the board of directors of the Company; and (b) to authorize the board of directors of the Company to do all such acts and to enter into all such transactions, arrangements, and agreements on behalf of the Company as it may in its absolute discretion consider appropriate, necessary, expedient or desirable to implement, administer and/or give effect to the Special Dividend and/or the Distribution.	959,499,692 (100.00%)	0 (0.00%)

As over 50% of the votes were cast in favour of resolutions 1 to 13, the above resolutions were duly passed as ordinary resolutions at the AGM.

As at the date of the AGM, the issued share capital of the Company comprised 1,214,706,221 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 1,214,706,221 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, 18 May 2016

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, Ms. Ada Ying Kay Wong, Mr. Ho Kwai Ching Mark and Mr. Zhou Fang Sheng.