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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>

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
THE FOOD AND SNACKS BUSINESS OF THE GROUP  
ON THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**DECLARATION OF CONDITIONAL DISTRIBUTION IN SPECIE**

**REVISED CLOSURE OF REGISTER OF MEMBERS**

**DECLARATION OF CONDITIONAL DISTRIBUTION IN SPECIE**

On 17 June 2016, the Board declared a conditional distribution in specie of the entire issued share capital of QinQin held by the Company, representing 51% of the entire issued share capital of QinQin, to the Qualifying Shareholders, being the registered holders of the Company's shares whose names appear on the register of members of the Company on the Record Date.

The Conditional Distribution is conditional on the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the QinQin Shares on the Main Board of the Stock Exchange and such approval not having been revoked prior to the completion of the Proposed Spin-off. If this condition is not satisfied, the Conditional Distribution will not be made and the Proposed Spin-off will not take place, in which case an announcement will be made.

\* For identification purposes only

## **REVISED CLOSURE OF REGISTER OF MEMBERS**

As more time is required to finalize the documentation in connection with the Spin-Off, the Board announces that the Record Date will be revised to Tuesday, 5 July 2016 and the register of members of the Company will now be closed from Thursday, 30 June 2016 to Tuesday, 5 July 2016 (both days inclusive), during which no transfer of shares of the Company will be effected.

In order to qualify for the entitlement of the Conditional Distribution, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates should be lodged with the Company's share registrar, Tricor Abacus Limited, at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 29 June 2016.

**The listing of the shares of QinQin pursuant to the Proposed Spin-off is subject to, among other things, the granting by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the shares of QinQin on the Main Board of the Stock Exchange and such approval not having been revoked prior to the completion of the Proposed Spin-off. Accordingly, there is no assurance that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Conditional Distribution will not be made. Shareholders of the Company and potential investors in the Company should therefore exercise caution when dealing in or investing in the securities of the Company.**

### **1. INTRODUCTION**

Reference is made to the announcements of Hengan International Group Company Limited (the "**Company**") dated 11 January 2016, 31 March 2016 and 6 June 2016 (the "**Spin-off Announcements**") in respect of the Proposed Spin-off. Capitalized terms used in this announcement shall have the same meaning as those defined in the Spin-off Announcements unless the context requires otherwise.

### **2. DECLARATION OF CONDITIONAL DISTRIBUTION IN SPECIE**

On 17 June 2016, the Board declared a conditional distribution in specie of the entire issued share capital of QinQin held by the Company, representing 51% of the entire issued share capital of QinQin, to the Shareholders whose name appear on the register of members of the Company as at the Record Date (defined herein below) (the "**Qualifying Shareholders**"), being the registered holders of the Company's shares whose names appear on the register of members of the Company on the Record Date.

## **Condition to the Conditional Distribution**

The Conditional Distribution is conditional on the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the QinQin Shares on the Main Board of the Stock Exchange and such approval not having been revoked prior to the completion of the Proposed Spin-off. If this condition is not satisfied, the Conditional Distribution will not be made and the Proposed Spin-off will not take place, in which case an announcement will be made.

## **Entitlement of Qualifying Shareholders**

If the Conditional Distribution becomes unconditional, it will be satisfied wholly by way of a distribution in specie of the entire issued share capital of QinQin held by the Company, representing 51% of the entire issued share capital of QinQin, to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. Pursuant to the Conditional Distribution, the Qualifying Shareholders will be entitled to one Share for every five shares of the Company held on the Record Date.

Fractional entitlements of Qualifying Shareholders to the QinQin Shares under the Conditional Distribution will be disregarded.

## **Non-Qualifying Shareholders**

The distribution of the QinQin Shares under the Conditional Distribution to certain Shareholders may be subject to laws of jurisdictions outside Hong Kong. Shareholders and beneficial owners of Shares (“**Beneficial Shareholders**”) residing or located in jurisdictions other than Hong Kong and shareholders holding shares of the Company on their behalf should inform themselves about and observe all legal and regulatory requirements applicable to them. It is the responsibility of the Shareholders and Beneficial Shareholders to satisfy themselves as to the full observance of the laws of the relevant jurisdictions applicable to them in connection with the Conditional Distribution, including obtaining of any governmental, exchange control or other consents which may be required, or compliance with any other necessary formalities and payment of any issue, transfer or other taxes due in such jurisdiction.

Overseas Shareholders, Beneficial Shareholders and shareholders holding shares of the Company on their behalf should consult their professional advisers if they are in doubt as to the potential applicability of, or consequences under, any provision of law or regulation or judicial or regulatory decisions or interpretations in any jurisdiction, territory or locality therein or thereof and, in particular, whether there will be any restriction or prohibition on the receipt, acquisition, retention, disposal or otherwise with respect to the QinQin Shares.

The Non-Qualifying Shareholders will be entitled to the Conditional Distribution but will not receive QinQin Shares. The Company will arrange for the QinQin Shares which the Non-Qualifying Shareholders would otherwise receive pursuant to the Conditional Distribution to be sold on their behalf on the market as soon as reasonably practicable following the commencement of dealings in QinQin Shares on the Stock Exchange. The Company will arrange for the aggregate proceeds of such sale (net of expenses and taxes) to be paid to the relevant Non-Qualifying Shareholders (in proportion to their shareholdings in the Company as at the Record Date) in Hong Kong dollars in full satisfaction of the relevant QinQin Shares which they would otherwise receive pursuant to the Conditional Distribution. Such payment of net proceeds to the Non-Qualifying Shareholders is expected to be made within approximately four weeks following the commencement of dealings in the QinQin Shares on the Main Board.

### **3. REVISED CLOSURE OF REGISTER OF MEMBERS**

As more time is required to finalize the documentation in connection with the Spin-Off, the record date for ascertaining the entitlements (“**Record Date**”) and period for closure of the register of members of the Company as previously announced on 6 June 2016 will now be delayed, so Record Date will no longer be Friday, 1 July 2016 and book closure will no longer take place from Tuesday, 28 June 2016 to Friday, 1 July 2016 (both days inclusive). The Board announces that the Record Date will be revised to Tuesday, 5 July 2016 and the register of members of the Company will now be closed from Thursday, 30 June 2016 to Tuesday, 5 July 2016 (both days inclusive), during which no transfer of shares of the Company will be effected.

In order to qualify for the entitlement of the Conditional Distribution, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates should be lodged with the Company’s share registrar, Tricor Abacus Limited, at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 29 June 2016.

#### 4. GENERAL

**The listing of the shares of QinQin pursuant to the Proposed Spin-off is subject to the granting by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the shares of QinQin on the Main Board of the Stock Exchange and such approval not having been revoked prior to the completion of the Proposed Spin-off. Accordingly, there is no assurance that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Conditional Distribution will not be made. Shareholders of the Company and potential investors in the Company should therefore exercise caution when dealing in or investing in the securities of the Company.**

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

Hong Kong, 17 June 2016

*As at the date of this announcement, the Board comprises 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 as executive Directors, and Mr. Chan Henry, Mr. Wang Ming Fu, Ms. Ada Ying Kay Wong, Mr. Ho Kwai Ching, Mark and Mr. Zhou Fang Sheng as independent non-executive Directors.*