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恒安國際集團有限公司*
HENGAN INTERNATIONAL GROUP CO., LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1044)

Websites: <http://www.hengan.com>

<http://www.irasia.com/listcolhklhengan>

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 22 MAY 2023**
**(2) RETIREMENT OF DIRECTORS AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

POLL RESULTS OF AGM

The Board is pleased to announce that all 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 2023.

RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board hereby announces that:

- (1) each of Mr. Hung Ching Shan, Mr. Xu Shui Shen and Mr. Xu Chun Man had retired as an executive Director, and Mr. Chan Henry had retired as an independent non-executive Director respectively at the AGM. Accordingly, each of Mr. Hung Ching Shan, Mr. Xu Shui Shen and Mr. Xu Chun Man ceased to act as an executive Director, and Mr. Chan Henry ceased to act as an independent non-executive Director, chairman of the remuneration committee of the Company and member of each of the audit committee and nomination committee of the Company respectively upon the conclusion of the AGM.
- (2) Mr. Theil Paul Marin, an independent non-executive director of the Company, has been appointed by the Board as the chairman of the remuneration committee of the Company with effect from 22 May 2023.

* For identification purposes only

POLL RESULTS OF AGM

Reference is made to the circular dated 18 April 2023 (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 resolutions proposed at the AGM were duly passed by the Shareholders by way of poll at the AGM held on 22 May 2023.

The voting results at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of votes cast (% of the total number of votes cast)		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 2022	872,626,681 (99.87%)	1,163,564 (0.13%)	873,790,245
2.	To declare a final dividend for the year ended 31 December 2022	873,790,181 (99.99%)	64 (0.01%)	873,790,245
3.	To re-elect Mr. Ho Kwai Ching Mark as an independent non-executive director	769,587,827 (88.07%)	104,202,418 (11.93%)	873,790,245
4.	To authorise the board of directors to fix the remuneration of the directors	860,628,470 (98.53%)	12,829,275 (1.47%)	873,457,745
5.	To re-appoint auditors and to authorise the board of directors to fix their remuneration	856,463,178 (98.02%)	17,327,067 (1.98%)	873,790,245
6.	To grant a general mandate to the board of directors to allot and issue shares	588,600,405 (67.36%)	285,189,840 (32.64%)	873,790,245
7.	To grant a general mandate to the board of directors to exercise all powers of the Company to purchase its own securities	870,416,383 (99.61%)	3,373,862 (0.39%)	873,790,245
8.	To extend the general mandate granted to the board of directors pursuant to Resolution No. 6 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. 7 above	592,378,367 (67.79%)	281,409,878 (32.21%)	873,788,245

SPECIAL RESOLUTION		FOR	AGAINST	Total number of votes cast
9.	To approve the adoption of the Chinese name “恒安國際集團有限公司” as the dual foreign name of the Company, and to authorise directors of the Company to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the said adoption of Chinese name as the dual foreign name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company	873,790,181 (99.99%)	64 (0.01%)	873,790,245

As over 50% of the votes were cast in favour of resolutions 1 to 8, these resolutions were duly passed as ordinary resolutions at the AGM. As more than 75% of the votes were cast in favour of resolution 9, the resolution was duly passed as special resolution of the Company.

As at the date of the AGM, the issued share capital of the Company comprised of 1,162,120,917 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 1,162,120,917 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.

Except for Ms. Ada Ying Kay Wong and Mr. Chan Henry who were absent with apologies, all the remaining Directors attended the AGM.

RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board hereby announces that, Mr. Hung Ching Shan, Mr. Xu Shui Shen, Mr. Xu Chun Man and Mr. Chan Henry had retired at the AGM. Accordingly, each of Mr. Hung Ching Shan, Mr. Xu Shui Shen and Mr. Xu Chun Man ceased to be an executive Director upon the conclusion of the AGM. Mr. Chan Henry ceased to be an independent non-executive Director, chairman of the remuneration committee of the Company, and a member of each of the nomination committee and audit committee of the Company upon the conclusion of the AGM.

Each of Mr. Hung Ching Shan, Mr. Xu Shui Shen, Mr. Xu Chun Man and Mr. Chan Henry has confirmed that, in relation to their retirement as an executive Director or independent non-executive Director, each of them has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Stock Exchange and/or the Shareholders.

Mr. Theil Paul Marin, an independent non-executive director of the Company, has been appointed by the Board as the chairman of the remuneration committee of the Company with effect from 22 May 2023.

The Board would like to express its sincere gratitude to Mr. Hung Ching Shan, Mr. Xu Shui Shen, Mr. Xu Chun Man and Mr. Chan Henry for their valuable contributions to the Company during their tenure of service.

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

Hong Kong, 22 May 2023

As at the date of this announcement, the Board comprises Mr. Sze Man Bok, Mr. Hui Lin Chit, Mr. Hung Ching Shan, Mr. Hui Ching Lau, Mr. Xu Shui Shen, Mr. Xu Da Zuo, Mr. Xu Chun Man, Mr. Sze Wong Kim, Mr. Hui Ching Chi and Mr. Li Wai Leung as executive directors, and Mr. Chan Henry, Ms. Ada Ying Kay Wong, Mr. Ho Kwai Ching Mark, Mr. Theil Paul Marin and Mr. Chen Chuang as independent non-executive directors.