

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hengan International Group Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

A registered shareholder whose name is entered in the register of members of Hengan International Group Company Limited as the holder of share(s) for another beneficial shareholder should provide such beneficial shareholder with the information contained herein in compliance with applicable laws, regulations and other relevant requirements.

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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>*

**(1) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
AND ELECTION OF DIRECTOR
AND
(3) NOTICE OF AGM**

A letter from the Board is set out on pages 3 to 8 of this circular.

A notice convening the AGM of Hengan International Group Company Limited to be held at Taishan Room, Level 5, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 17 May 2019 at 9:30 a.m., is set out on pages 17 to 20 of this circular.

Whether or not Shareholders intend to attend the said meeting, they are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on 17 May 2019 at 9:30 a.m.;
“Articles of Association”	the Articles of Association of the Company;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors or a duly authorised committee of the board of Directors;
“Companies Law”	the Companies Law (2018 Revision) (Cap. 22) of the Cayman Islands;
“Company”	Hengan International Group Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hui Family Trust”	the family trust of which Mr. Hui Lin Chit is settlor and beneficiary;
“Latest Practicable Date”	3 April 2019, being the latest practicable date for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;

DEFINITIONS

“Share(s)”	Share(s) of HK\$0.10 each in the capital of the Company or, if there has been any subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares in the ordinary share capital of the Company resulting from such sub-division, reduction, consolidation, reclassification or reconstruction;
“Shareholder(s)”	holder(s) of issued Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules;
“Sze’s Family Trust”	the family trust of which Mr. Sze Man Bok is settlor and beneficiary;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time;
“HK\$”	Hong Kong dollars; and
“%”	per cent.

LETTER FROM THE BOARD



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HENGAN INTERNATIONAL GROUP COMPANY LIMITED

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(Stock Code: 1044)

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

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Executive Directors:

Mr. Sze Man Bok (*Chairman*)

Mr. Hui Lin Chit

(*Deputy Chairman and Chief Executive Officer*)

Mr. Hung Ching Shan

Mr. Xu Shui Shen

Mr. Xu Da Zuo

Mr. Xu Chun Man

Mr. Sze Wong Kim

Mr. Hui Ching Chi

Mr. Li Wai Leung

Registered Office:

P.O. Box 309,

Ugland House,

Grand Cayman,

KY1-1104,

British West Indies

Head Office:

Hengan Industrial City,

Anhai Town, Jinjiang City,

Fujian Province,

PRC

Independent Non-Executive Directors:

Mr. Chan Henry

Mr. Wang Ming Fu

Ms. Ada Ying Kay Wong, JP

Mr. Ho Kwai Ching Mark

Mr. Zhou Fang Sheng

Place of Business in Hong Kong:

Unit 2101D, 21st Floor,

Admiralty Centre, Tower 1,

18 Harcourt Road,

Hong Kong

Hong Kong, 12 April 2019

To the Shareholders,

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
AND ELECTION OF DIRECTOR
AND
(3) NOTICE OF AGM**

* for identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

(a) General mandates to issue and repurchase Shares

By ordinary resolutions of the Shareholders of Company passed on 17 May 2018, general mandates were granted to the Directors (i) to repurchase, on the Stock Exchange, ordinary shares of HK\$0.10 each in the capital of the Company up to a maximum of 10% of the aggregate nominal amount of the share capital in issue of the Company; (ii) to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total of the aggregate nominal amount of share capital in issue of the Company and the number of Shares repurchased (if any) pursuant to the aforesaid general mandate to repurchase Shares. These general mandates will expire at the conclusion of the AGM if they are not revoked or varied by an ordinary resolution of the Shareholders before the AGM. It is therefore proposed to seek your approval at the AGM to grant fresh general mandates to the Directors to exercise the above powers.

(b) Re-election of retiring Directors and election of Director

Pursuant to Article 116 of the Articles of Association and the Corporate Governance Code set out in Appendix 14 to the Listing Rules, Mr. Sze Man Bok, Mr. Li Wai Leung, Mr. Ho Kwai Ching Mark and Mr. Zhou Fang Sheng will retire from office at the AGM, and being eligible, offer themselves for re-election at the AGM. It is therefore proposed to seek your approval at the AGM to re-elect the aforesaid Directors. Mr. Wang Ming Fu will also retire from office at the AGM but will not offer himself for re-election at the AGM.

As recommended by the Board, an ordinary resolution will be proposed at the AGM to consider and approve the appointment of Mr. Theil Paul Marin as an independent non-executive Director, for the term commencing on the date of the AGM and ending in three years subject to renewal and extension.

Please refer to the section headed "4. RE-ELECTION OF RETIRING DIRECTORS AND ELECTION OF DIRECTOR" for further details.

The purpose of this circular is to give you, amongst other things, further information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions proposed at the AGM.

2. GENERAL MANDATE TO REPURCHASE SHARES

Under the Companies Law and the Listing Rules, listed companies are allowed to repurchase their own issued securities. The Articles of Association also enable such securities repurchases to be made. The Directors consider that the power to repurchase Shares increases flexibility in the conduct of the Company's affairs and is in the interests of its Shareholders.

LETTER FROM THE BOARD

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to exercise all powers of the Company to repurchase Shares subject to the Articles of Association, the applicable laws and relevant regulatory requirements. Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the mandate as set out in Resolution No. 11 of the notice of AGM on pages 17 to 20 of this circular will be such number of Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the AGM (the "Share Repurchase Mandate"). A resolution authorising the extension of the mandate as set out in Resolution No. 10 of the notice of AGM to the Directors to issue additional Shares by the number of Share repurchased (if any) under the repurchase mandate (as set out in Resolution No. 11) will be proposed as Resolution No. 12 at the AGM.

Appendix I to this circular contains the Explanatory Statement required under the Listing Rules that gives all the information reasonably necessary to enable Shareholders to make an informed decision in connection with their approval of the Share Repurchase Mandate.

3. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will also be proposed at the AGM for the grant of a general mandate to the Directors to issue, allot or otherwise deal with additional Shares of the Company up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution (the "Share Issuance Mandate").

The Share Issuance Mandate is valid from the date of the passing of the resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or
- (c) the revocation or variation of the authority given under the resolution by ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the number of Shares in issue was 1,189,672,417 shares. Accordingly, the exercise of the Share Issuance Mandate in full would enable the Company to issue, allot or otherwise deal with an additional 237,934,483 Shares.

4. RE-ELECTION OF RETIRING DIRECTORS AND ELECTION OF DIRECTOR

As at the Latest Practicable Date, the Board comprised 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. Li Wai Leung 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.

LETTER FROM THE BOARD

Pursuant to Article 116 of the Articles of Association and the Corporate Governance Code set out in Appendix 14 to the Listing Rules, Mr. Sze Man Bok, Mr. Li Wai Leung, Mr. Ho Kwai Ching Mark and Mr. Zhou Fang Sheng will retire from office at the AGM, and being eligible, offer themselves for re-election at the AGM. Mr. Wang Ming Fu will also retire from office at the AGM but will not offer himself for re-election.

Mr. Wang Ming Fu confirms that, in relation to his proposed retirement, he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders and/or the Stock Exchange.

As mentioned above, Mr. Wang Ming Fu will not seek for re-election and will retire from office of independent non-executive Director at the AGM. Therefore, the Board nominates Mr. Theil Paul Marin as the candidate for election as the new independent non-executive Director at the AGM.

Mr. Theil Paul Marin, being eligible for election as independent non-executive Director of the Company at the AGM, has given confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board and the Nomination Committee of the Company determined that Mr. Theil Paul Marin meets the criteria of independence expected of an independent non-executive Director under Rule 3.13 of the Listing Rules and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is elected at the AGM.

Subject to Shareholders' approval at the AGM, the Company will enter into an appointment letter with Mr. Theil Paul Marin, which is subject to termination by either party giving not less than three months written notice. He is also subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Theil Paul Marin will be entitled to a director fee of HK\$120,000 which is determined with reference to his responsibilities, experience and market rate by the Board.

Details of the Directors proposed to be re-elected and elected at the AGM are set out in Appendix II to this circular.

5. CLOSURE OF REGISTER OF MEMBERS

(a) For determining the entitlement to attend and vote at the 2019 AGM

The annual general meeting is scheduled to be held on Friday, 17 May 2019. For determining the entitlement to attend and vote at AGM, the register of members of the Company will be closed from Tuesday, 14 May 2019 to Friday, 17 May 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at AGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 10 May 2019.

LETTER FROM THE BOARD

(b) For determining the entitlement to the Proposed Final Dividend

The Proposed Final Dividend is subject to the approval of shareholders at the 2019 AGM. For determining the entitlement to the proposed final dividend for the year ended 31 December 2018, the register of members of the Company will also be closed from Thursday, 23 May 2019 to Friday, 24 May 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 22 May 2019.

6. ANNUAL GENERAL MEETING

The AGM will be held at Taishan Room, Level 5, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 17 May 2019 at 9:30 a.m. The notice of AGM is set out on pages 17 to 20 of this circular. Resolutions in respect of the general mandates to repurchase and issue Shares and re-election of retiring and election of Directors as referred to above will be proposed, amongst others, at the AGM.

7. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy to the Company's branch share registrar, Tricor Abacus Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the AGM should you so wish.

8. VOTING BY POLL

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, and hence the Chairman of the meeting will demand for a poll for all resolutions put forward at the forthcoming AGM to be held on 17 May 2019.

9. RECOMMENDATION

The Directors believe the general mandates to repurchase and issue Shares and the re-election of retiring Directors and election of Director are in the best interests of the Company and Shareholders as a whole, and accordingly recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
Sze Man Bok
Chairman

(A) PROPOSED SHARE REPURCHASE MANDATE

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as at the date of the passing of the resolution to approve the granting to the Directors the Share Repurchase Mandate. As at the Latest Practicable Date, the number of Shares in issue was 1,189,672,417 shares. Accordingly, the exercise of the Share Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as at the date of the passing of the resolution to approve the Share Repurchase Mandate) would enable the Company to repurchase 118,967,242 shares.

(B) REASONS FOR REPURCHASES

Repurchases of Shares will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

(C) FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published accounts) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(D) UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention to sell Shares to the Company or its subsidiaries if the Share Repurchase Mandate is granted.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

No connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Share Repurchase Mandate is granted.

(E) IMPLICATION UNDER TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, the substantial shareholders of the Company, Mr. Sze Man Bok and Mr. Hui Lin Chit, were beneficially interested in an aggregate of 484,020,650 Shares, representing approximately 40.69% of the total issued share capital of the Company, which 483,445,050 Shares were held by Credit Suisse Trust Limited as trustee of The Sze's Family Trust and The Hui Family Trust, being discretionary trusts established by Mr. Sze and Mr. Hui respectively, and 575,600 Shares were personally held by Mr. Sze.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the aggregate interests of the abovesaid Shareholders would be increased to approximately 45.21% of the total issued share capital of the Company after the repurchase. The Directors believe that such increase may give rise to such Shareholders an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors do not intend to exercise the power to repurchase Shares to such extent at present. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchase made under the Share Repurchase Mandate.

Any repurchase of the Shares which results in the number of Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could not be implemented unless waiver is granted by the Stock Exchange from strict compliance requirements regarding the public float under Rule 8.08 of the Listing Rules. However, in the event that the Share Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25% of the total number of Shares in issue.

(F) SHARE PRICES

The highest and lowest prices at which Shares had been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date, were as follows:

	Share Price	
	Highest HK\$	Lowest HK\$
2018		
April	82.75	67.20
May	74.70	66.90
June	79.85	74.00
July	77.00	68.05
August	71.40	63.45
September	72.60	66.60
October	72.90	61.20
November	65.90	61.30
December	66.20	51.80
2019		
January	61.80	55.55
February	65.30	60.65
March	69.95	61.15
April (up to the Latest Practicable Date)	70.00	67.70

(G) SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had repurchased its shares on the Stock Exchange as follows:

Date of repurchase	Number of shares repurchased	Share Price	
		Highest price paid HK\$	Lowest price paid HK\$
17 December 2018	647,000	55.90	54.90
18 December 2018	1,322,500	54.65	53.60
19 December 2018	2,284,000	53.00	51.90
20 December 2018	2,659,500	53.50	52.00
21 December 2018	167,500	54.60	54.40
24 December 2018	1,487,000	55.80	57.00
27 December 2018	3,129,000	57.05	56.50
28 December 2018	1,009,500	56.80	56.05
31 December 2018	1,543,500	57.00	56.10
2 January 2019	546,500	57.00	55.90
3 January 2019	1,059,000	57.00	56.20
10 January 2019	540,500	56.80	56.15
	16,395,500		

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AND ELECTION OF DIRECTOR

MR. SZE MAN BOK

Mr. Sze Man Bok, aged 69, is an Executive Director of the Company, the Chairman of the Group. He is responsible for the Group's overall corporate direction and business strategy. Mr. Sze is one of the founding shareholders and a member of the Nomination Committee of the Company. He is the father of Mr. Sze Wong Kim, a Director of the Company. Mr. Sze is currently a non-executive director of Qinqin Foodstuffs Group (Cayman) Company Limited ("Qinqin"), a company listed on the Main Board of the Stock Exchange with stock code 1583. Mr. Sze was appointed as executive director of Wang Zeng Berhad ("WZB") on 15 June 2017, a company listed on the Main Market of Bursa Malaysia Securities Berhad with a stock code of 7203. He was redesignated as non-independent non-executive director of WZB on 25 September 2017.

Mr. Sze has entered into a service agreement with the Company for an initial term of three years and continuing thereafter on an annual basis. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Sze received remuneration of approximately RMB367,000 for the year ended 31 December 2018, which was determined with reference to his experience, responsibilities, performance and the Group's financial results.

Saved as disclosed above, he does not have any relationship with any Directors, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Sze was interested in 238,990,399 Shares and held 20,000 options granted under the share option scheme adopted by the Company on 26 May 2011 to subscribe for 20,000 Shares of the Company within the meaning of Part XV of the SFO. Out of the 238,990,399, 238,414,799 Shares were held by Credit Suisse Trust Limited, as trustee of Sze's Family Trust, being a discretionary trust established by Mr. Sze. Mr. Sze had personal interests in 575,600 Shares.

No public sanctions have been made against Mr. Sze by statutory or regulatory authorities, saved as disclosed below. Reference was made to the Stock Exchange announcement on 11 October 2001. During the period from September to December 1999, the Group had made temporary advances of HK\$46,425,000 to United Wealth International (Holdings) Limited ("United Wealth") and Changde Hengan Paper Products Co., ("Changde Paper"). These temporary advances, representing approximately 3.02% of the Group's consolidated net tangible assets as at 31 December 1999, were fully received with interest and handling fee between early January 2000 and February 2000. United Wealth was wholly owned by Mr. Sze Man Bok, Mr. Hui Lin Chit, Mr. Yeung Wing Chun and Mr. Hung Ching Shan, the Executive Directors of the Company for the time being, while Changde Paper was a 94% owned subsidiary of United Wealth. As such, the temporary advances constituted connected transactions of the Company. Mr. Sze and other relevant Executive Directors were publicly criticised for breaching the Listing Rules and Directors' Undertaking as they failed to disclose these connected transactions by way of a press notice, seek independent Shareholders' approval in advance and notify the Stock Exchange on a timely basis. Mr. Sze considers that he is appropriate to continue to act as a Director of the Company as the above infringement was unintentional and did not arise by reason of any bad faith or deliberate conduct. In addition, he has gained relevant

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AND ELECTION OF DIRECTOR

experience and knowledge from the above event to prevent any similar infringement in the future. The Board also considers that Mr. Sze, who has over 40 years of experience in the consumer product industry, has the requisite knowledge and competence to act as an Executive Director of the Company.

Save as disclosed above, Mr. Sze has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(i) to (v) of the Listing Rules in connection with his re-election.

MR. LI WAI LEUNG

Mr. Li Wai Leung, aged 40, joined the Group on 3 January 2017 as the Deputy Chief Financial Officer, the Company Secretary and authorized representative of the Company. He was appointed as an executive director of the Company on 21 March 2017. He has over 18 years of experience in accounting, finance and business advisory work. Before joining the Group, Mr. Li was the chief financial officer, company secretary and authorized representative of Evergreen International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 238). Prior to that, Mr. Li also worked as the chief financial officer of two sizable PRC-based manufacturing companies and as a senior manager in PricewaterhouseCoopers. Mr. Li obtained his bachelor's degree in Business Administration in Accounting and Finance from the University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Li was appointed as executive director of WZB on 15 June 2017.

Mr. Li has entered into a service agreement with the Company for an initial term of three years and continuing thereafter on an annual basis. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Li received remuneration of approximately RMB1,268,000 for the year ended 31 December 2018, which was determined with reference to his experience, responsibilities, performance and the Group's financial results.

Mr. Li does not have any relationship with any directors, senior management, substantial or controlling shareholder of the Company. As at the Latest Practicable Date, he did not have any interests in the Company pursuant to Part XV of the SFO. He has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Li has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (v) in connection with his re-election.

MR. HO KWAI CHING MARK

Mr. Ho Kwai Ching Mark, aged 57, is an Independent Non-executive Director of the Company appointed on 1 January 2013. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee. He is currently a consultant in the securities and futures industry and an independent non-executive director of Lee Kee

APPENDIX II	DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AND ELECTION OF DIRECTOR
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Holdings Limited, a company listed in Hong Kong with stock code 0637. He was the Chief Operating Officer of Oriental Patron Securities Limited, the Chief Compliance Officer of Hong Kong Mercantile Exchange Limited, the Director of Business Development of Sun Hung Kai Securities Limited and a Director of Phillip Securities (HK) Limited. He was also previously Vice President of Corporate Strategy of Hong Kong Exchanges and Clearing Limited and Head of Compliance of Hong Kong Futures Exchange Limited. He has more than 24 years of experience in the securities and futures industry.

Mr. Ho received a Bachelor Degree in Social Sciences from the University of Hong Kong in 1984 and is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Mr. Ho has entered into a letter of appointment with the Company for a term of three years expiring on 31 December 2021 subject to re-newal and extension. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ho received remuneration of HK\$120,000 for the year ended 31 December 2018 which was determined with reference to his experience, responsibilities and market rate. Save as disclosed above, Mr. Ho has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Ho is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. He does not hold any other positions with the Company or its subsidiaries. As at the Latest Practicable Date, Mr. Ho does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Ho required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor there any other matter that needs to be brought to the attention of the shareholders of the Company.

MR. ZHOU FANG SHENG

Mr. Zhou Fang Sheng, aged 69, is an Independent Non-executive Director of the Company appointed on 1 January 2013. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee. He has more than 25 years of management experience. From 1991 to 1997, Mr. Zhou served as deputy division director and division director in State-owned Assets Administration Bureau, and deputy director in Stated-owned Assets Administration Research Institute. From 1997 to 2001, Mr. Zhou worked as deputy director in difficulty relief working office for state-owned enterprises of State Economic and Trade Commission. From 2001 to 2003, Mr. Zhou served as a director in State-owned Assets Administration Research Section of Research Institute for Fiscal Science of Ministry of Finance. From 2003 to 2009, Mr. Zhou worked as Vice Counsel in charge of state-owned enterprise restructuring and business management in Enterprise Reform Bureau of State-owned Assets Supervision and Administration Commission of the State Council. From 2012 to 2017, Mr. Zhou was appointed as an independent non-executive director of Beijing BDStar Navigation Co., Ltd (listed on Shenzhen Stock Exchange). Mr. Zhou is currently appointed as a supervisor of Sinotrans Limited, a

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AND ELECTION OF DIRECTOR

company listed in Hong Kong with stock code 598. Mr. Zhou is also an independent non-executive director of China National Building Material Company Limited (a company listed in Hong Kong with stock code 03323) and an independent director of Chenguang Biotech Group Co.,Ltd. (a company listed in Shen Zhen with stock code 300138).

Mr. Zhou has entered into a letter of appointment with the Company for a term of three years expiring on 31 December 2021 subject to re-newal and extension. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Zhou received remuneration of HK\$120,000 for the year ended 31 December 2018, which was determined with reference to his experience, responsibilities and market rate. Save as disclosed above, Mr. Zhou has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Zhou is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. He does not hold any positions with the Company or its subsidiaries. As at the Latest Practicable Date, Mr. Zhou does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Zhou required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor there any other matter that needs to be brought to the attention of the shareholders of the Company.

MR. THEIL PAUL MARIN

Mr. Theil Paul Marin, aged 65, has had extensive experience in the finance and investment industry. He is the founder and has been the Chairman of Shenzhen Zhong An Credit Investment Co., Ltd since January 2008. He has served as an independent director of China Industrial Bank Co. Ltd., (stock code: SH601166) since October 2013, and an independent non-executive director of Qin Qin Foodstuffs Group (stock code: HK1583) (“QinQin”) since June 2016. He was also previously a director of the Company from July 2000 to September 2001.

Mr. Theil graduated from Yale University with a Degree of Bachelor of Arts in June 1975 and a Degree of Master of Arts in East Asian Studies in June 1975. He also graduated with a Degree of Juris Doctor and a Degree of Master of Business Administration from Harvard Law School and Harvard Business School in November 1981 and June 1980 respectively.

Save as disclosed above, Mr. Theil has not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

APPENDIX II	DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AND ELECTION OF DIRECTOR
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As aforementioned, Mr. Theil is an independent non-executive director of QinQin. Mr. Hui Lin Chit, executive director, chief executive director, deputy chairman and substantial shareholder of the Company, is a non-executive director of QinQin. Mr. Sze Man Bok, executive director, chairman and substantial shareholder of the Company, is also a non-executive director of QinQin. Mr. Sze has personal interests and is deemed interested, through the Sze's Family Trust, in a total of approximately 8.02% of shares in QinQin under Part XV of the SFO.

As at the Latest Practicable Date, Mr. Theil was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Theil is not connected with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he does not hold any positions within the Group.

Subject to the election of Mr. Theil as an independent non-executive Director at the AGM, the Company will enter into an appointment letter with Mr. Theil, which is subject to termination by either party giving not less than three month written notice. He is also subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Theil will be entitled to a director fee of HK\$120,000 which is determined with reference to his responsibilities, experience and market rate by the Board.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Theil Paul Marin that is required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to (v) of the Listing Rules nor are there any other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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>

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Hengan International Group Company Limited (the “Company”) will be held at Taishan Rooms, Level 5, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on 17 May 2019 (Friday) at 9:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated accounts and the reports of the directors and auditors for the year ended 31 December 2018;
2. To declare a final dividend for the year ended 31 December 2018;
3. To re-elect Mr. Sze Man Bok as an executive director;
4. To re-elect Mr. Li Wai Leung as an executive director;
5. To re-elect Mr. Zhou Fang Sheng as an independent non-executive director;
6. To re-elect Mr. Ho Kwai Ching Mark as an independent non-executive director;
7. To elect Mr. Theil Paul Marin as an independent non-executive director;
8. To authorise the board of directors to fix the remuneration of the directors;
9. To re-appoint auditors and authorise the board of directors to fix their remuneration;
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power, be and is hereby generally and unconditionally approved;

** for identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (aa) Rights Issue; or (bb) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (cc) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to participants of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (dd) any scrip dividend or other similar scheme implemented in accordance with the Articles of Association of the Company, shall not exceed 20% of the total aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval be limited accordingly; and
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company’s articles of association to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

“Rights Issue” means an offer of shares or other securities open for a period fixed by the directors of the Company to holders of shares on the Register of Members of the Company on a fixed recorded date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements the directors of the Company may deem necessary or expedient in relation to fractional entitlements of having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company or any other rights to subscribe shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors of the Company;
- (c) the aggregate nominal amount of the ordinary share capital of the Company or any other rights to subscribe shares in the capital of the Company in each case which the directors of the Company are authorised to repurchase pursuant to the approvals in sub-paragraphs (a) and (b) of this Resolution shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate referred to in Resolution No. 10 above be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company since the granting of the general mandate referred to in Resolution No. 11 above and pursuant to the exercise by the directors of the powers of the Company to purchase such shares provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution.”

By order of the Board
Li Wai Leung
Company Secretary

Hong Kong, 12 April 2019

Notes:

- (i) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy does not need to be a member of the Company.
- (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney of authority, must be lodged with the Company’s branch share registrar, Tricor Abacus Limited, at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.
- (iii) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 14 May 2019 to Friday, 17 May 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, 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 Friday, 10 May 2019.
- (iv) For determining the entitlement to the proposed final dividend for the year ended 31 December 2018, the register of members of the Company will also be closed from Thursday, 23 May 2019 to Friday, 24 May 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, 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, 22 May 2019.