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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>*

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of shareholders of Hengan International Group Company Limited (the “Company”) will be held at 22/F United Centre, 95 Queensway, Hong Kong by way of hybrid meeting on Friday, 20 May 2022 at 10:00 a.m. Shareholder will be denied entry to the venue of the AGM but will be able to join the AGM via Tencent Meeting 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 2021;
2. To declare a final dividend for the year ended 31 December 2021;
3. To re-elect Mr. Sze Man Bok as an executive director;
4. To re-elect Mr. Hui Lin Chit as an executive director;
5. To re-elect Mr. Li Wai Leung as an executive director;
6. To re-elect Mr. Theil Paul Marin as an independent non-executive director;
7. To elect Mr. Chen Chuang 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;

* *for identification purposes only*

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;
- (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).”

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.”

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.”

13. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the Memorandum and Articles of Association of the Company be and are hereby amended as detailed in the “Explanatory Statement on Proposed Amendments to the Memorandum and Articles of Association” which is contained in Appendix III to the circular of the Company dated 13 April 2022 and forms part of this Notice of Annual General Meeting and that the amended and restated Memorandum and Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for the existing memorandum and articles of association of the Company.”

By order of the Board
Li Wai Leung
Company Secretary

Hong Kong, 13 April 2022

Notes:

- (1) Due to the recent development of the COVID-19 pandemic and in view of the latest Prevention and Control of Disease (Prohibition on Gathering) Regulation (Cap. 599G, laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Cap. 599F, laws of Hong Kong) (together, the “**Regulations**”), the Board hereby announces that the AGM will be a hybrid meeting. The following special arrangements for the AGM will be put in place:
- (i) **The Shareholders are requested to attend the AGM by means of electronic facilities via Tencent Meeting. Any shareholder who does attempt to attend the AGM in person will be denied entry to the venue of the AGM and will be able to join the AGM via Tencent Meeting.**
 - (ii) Shareholders will still be able to vote by doing so in advance of the AGM by proxy. If a Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the chairman of the AGM as his/her/its proxy to attend and vote on his/her/its behalf at the AGM. If a Shareholder appoints a person who is not the chairman of the AGM as his/her/its proxy, that person will not be permitted entry to the AGM venue and will not be able to exercise your vote.
 - (iii) In appointing the Chairman of the AGM as proxy, a Shareholder (whether individual or corporate) must give specific instructions as to voting in the proxy form, and deposit the duly completed and signed proxy form together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 10:00 a.m. on Wednesday, 18 May 2022 (being not less than forty-eight (48) hours before the AGM), failing which the appointment will be treated as invalid.
 - (iv) The AGM will be held by way of electronic means and a Shareholder will be able to observe the proceedings of the AGM through a Tencent live webcast of the AGM. A Shareholder who wishes to join the Tencent meeting (the “**AGM Tencent Meeting**”) must register by 10:00 p.m. on Wednesday, 18 May 2022 with Tricor Abacus Limited at “is-enquiries@hk.tricorglobal.com” or telephone hotline (852) 2980 1333.
 - (v) Following authentication of his/her/its status as Shareholder, authenticated Shareholders will receive an email with instructions illustrating how to join the AGM Tencent Meeting by 5:00 p.m. on Thursday, 19 May 2022.
 - (vi) A Shareholder who registers for the AGM Tencent Meeting may submit questions related to the resolutions to be tabled for approval at the AGM. Questions can be submitted by 10:00 p.m. on Wednesday, 18 May 2022 by email to Tricor Abacus Limited at “is-enquiries@hk.tricorglobal.com” or telephone hotline (852) 2980 1333. Shareholders can also raise questions during the AGM Tencent Meeting. The questions raised by Shareholders at the AGM Tencent Meeting and those submitted beforehand will be addressed at the AGM Tencent Meeting as far as possible.

Non-registered shareholders who hold shares in CCASS through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“**HKSCC**”) may also exercise their voting rights by appointing the chairman of the meeting. In addition, they can watch and listen to the AGM online and ask questions. In this regard, they should consult their bank, broker or custodian (as the case may be) directly to make the necessary arrangements.

(vii) **Viewing the live streaming webcast of the AGM via Tencent Meeting will not be counted towards a quorum nor will they be able to cast their votes online.**

- (2) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 16 May 2022.
- (3) For determining the entitlement to the proposed final dividend for the year ended 31 December 2021, the register of members of the Company will also be closed from Thursday, 26 May 2022 to Friday, 27 May 2022, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 25 May 2022.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to adopt further changes to the AGM arrangements at short notice. Shareholders are advised to check the websites of the Company (www.hengan.com) and HKEX (www.hkexnews.hk) for the latest announcement and information relating to the AGM.

As at the date of this notice, 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, Mr. Theil Paul Marin, Ms. Ada Ying Kay Wong, Mr. Ho Kwai Ching, Mark and Mr. Zhou Fang Sheng as independent non-executive directors.