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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this supplemental 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 supplemental circular, together with the Revised 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this document.

This supplemental 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 supplemental 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 supplemental circular misleading.

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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>

**SUPPLEMENTAL CIRCULAR TO  
THE CIRCULAR TO SHAREHOLDERS DATED 12 APRIL 2024  
AND  
SUPPLEMENTAL NOTICE OF AGM**

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This supplemental circular should be read together with the circular of Hengan International Group Company Limited and the notice convening the AGM to be held at 22/F United Centre, 95 Queensway, Hong Kong on Friday, 17 May 2024 at 9:30 a.m., both dated 12 April 2024.

A supplemental notice of the AGM is set out on pages 8 to 11 of this supplemental circular. A Revised Form of Proxy for use at the AGM is also enclosed. Such Revised Form of Proxy is also published on the websites of the Stock Exchange and the Company.

Whether or not Shareholders intend to attend the said meeting, they are requested to complete and return the Revised 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 Revised Form of Proxy will not prevent you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

To the extent that there are any inconsistencies between the English version and the Chinese version of this supplemental circular, the English version shall prevail.

Hong Kong, 2 May 2024

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 22/F United Centre, 95 Queensway, Hong Kong on 17 May 2024 at 9:30 a.m.;
“Articles of Association”	the Articles of Association of the Company;
“Board”	the board of Directors of the Company or a duly authorised committee of the board of Directors from time to time;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Chairman”	the Chairman presiding at any meeting of members or of the Board;
“Circular”	the circular of the Company dated 12 April 2024;
“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;
“Director(s)”	the director(s) of the Company;
“Explanatory Statement”	the Explanatory Statement set out in Appendix I to the Circular;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum and Articles of Association”	the Memorandum of Association and Articles of Association;
“Memorandum of Association”	the Memorandum of Association of the Company;

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## DEFINITIONS

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“New Memorandum and Articles of Association”	the new Memorandum and Articles of Association of the Company incorporating and consolidating all the Proposed Amendments proposed to be adopted by the Shareholders at the AGM;
“Notice of AGM”	the notice of AGM dated 12 April 2024 set out in the Circular;
“Original Form of Proxy”	the form of proxy enclosed to the Circular;
“Proposed Amendments”	the proposed amendments to the Articles of Association set out in Appendix III to the Circular;
“Revised Form of Proxy”	the revised form of proxy enclosed to this supplemental circular;
“Rule Amendments”	the amendments to the Listing Rules proposed pursuant to the conclusions to the consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares” published by the Stock Exchange on 12 April 2024;
“Share Issuance Mandate”	shall have the meaning ascribed to it in the Circular subject to any amendments proposed in this supplemental circular;
“Share Registrar”	the Company’s branch share registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share Repurchase Mandate”	shall have the meaning ascribed to it in the Circular;
“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;
“supplemental notice of AGM”	the supplemental notice of AGM dated 2 May 2024;
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which is scheduled to come into effect on 11 June 2024 and as amended from time to time;
“HK\$”	Hong Kong dollars; and
“%”	per cent.



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*Executive Directors:*

Mr. Sze Man Bok (*Chairman*)  
Mr. Hui Lin Chit (*Deputy Chairman*)  
Mr. Hui Ching Lau (*Chief Executive Officer*)  
Mr. Xu Da Zuo  
Mr. Sze Wong Kim  
Mr. Hui Ching Chi  
Mr. Li Wai Leung  
Mr. Xu Wenmo

*Independent Non-Executive Directors:*

Ms. Ada Ying Kay Wong, *JP*  
Mr. Ho Kwai Ching Mark  
Mr. Theil Paul Marin  
Mr. Chen Chuang

*Registered Office:*

P.O. Box 309,  
Ugland House,  
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KY1-1104,  
Cayman Islands

*Head Office:*

Hengan Industrial City,  
Anhai Town, Jinjiang City,  
Fujian Province,  
PRC

*Place of Business in Hong Kong:*

Unit 2101D, 21st Floor,  
Admiralty Centre, Tower 1,  
18 Harcourt Road,  
Hong Kong

Hong Kong, 2 May 2024

*To the Shareholders,*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO  
THE CIRCULAR TO SHAREHOLDERS DATED 12 APRIL 2024  
AND  
SUPPLEMENTAL NOTICE OF AGM**

**1. INTRODUCTION**

Reference is made to the Circular and the Notice of AGM. The purpose of this supplemental circular is to provide you with information regarding (i) updates on the proposed general mandates to issue and repurchase Shares to be granted to the Directors and (ii) updates on the Explanatory Statement.

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## LETTER FROM THE BOARD

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This supplemental circular should be read together with the Circular in relation to, among other things, proposals for general mandates to issue and repurchase Shares, the re-election of retiring Directors and the Proposed Amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association.

### 2. UPDATES ON GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

On 12 April 2024, the Stock Exchange published conclusions to its consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares”. The Rule Amendments are scheduled to come into effect on 11 June 2024 which will have the effect of, among others, removing the requirements to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents and adopting a framework in the Listing Rules to govern the resale of treasury shares (the “**New Treasury Share Regime**”).

The Directors consider that the New Treasury Share Regime will provide greater flexibility to the Company in repurchasing and reselling Shares thereby allowing the Company an additional channel to manage the Company’s capital structure. As such, the Directors wish to update the Circular and the proposed ordinary resolutions at the Annual General Meeting in relation to the general mandates to issue and repurchase Shares as follows:

- (i) the ordinary resolution to be proposed at the AGM to give the Directors a general mandate to issue, allot or otherwise deal with additional Shares of the Company shall include any sale or transfer of treasury Shares out of treasury;
- (ii) the maximum number of Shares that may be issued, allotted or otherwise dealt with (or sold or transferred in respect of treasury shares) shall be 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;
- (iii) the Company will use the Share Issuance Mandate for its sale or transfer of treasury shares only after the Rule Amendments has come into effect and if the Share Issuance Mandate is approved by the Shareholders at the AGM; and
- (iv) the ordinary resolution to be proposed at the AGM to extend the Share Issuance Mandate by an amount representing the aggregate nominal amount of Shares purchased by the Company pursuant to the Share Repurchase Mandate shall include any sale or transfer of treasury Shares out of treasury.

Save for the above, all other information in relation to the general mandates to issue and repurchase Shares remain the same.

Accordingly, the Board has resolved that the resolutions under items numbered 10 and 12 as set out in the Notice of AGM should be deleted in its entirety and replaced by the new resolution under item numbered 10 and 12 as set out in the supplemental notice of AGM set out in pages 8 to 11 to this supplemental circular to reflect the applicable Rule Amendments.

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## LETTER FROM THE BOARD

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### 3. UPDATES ON THE EXPLANATORY STATEMENT

Pursuant to the new rule 10.06(1)(b)(xii) of the Listing Rules that is scheduled to come into effect on 11 June 2024 under the Rule Amendments, the issuer must send to its shareholders an explanatory statement in the manner as required under rule 10.06 of the Listing Rules containing, among others, a statement of whether the issuer intends to cancel the repurchased shares following settlement of any such repurchase or hold them as treasury shares. Accordingly, the Directors wish to add to the Explanatory Statement as follows:

- a. The Company may cancel Shares repurchased or hold Shares repurchased as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase(s).
- b. For the treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:
  - (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and
  - (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and
  - (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

Save for the above, the information set out in the Explanatory Statement as required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares remains unchanged and true and accurate.

### 4. SUPPLEMENTAL NOTICE OF AGM

Set out on pages 8 to 11 of this supplemental circular is the supplemental notice of the AGM at which, *inter alia*, ordinary resolutions to be proposed to the Shareholders to consider and approve, among others, the revised general mandates. Save as disclosed above, all the resolutions proposed in the Circular and set out under the Notice of AGM remain unchanged.

Please refer to the Circular and the Notice of AGM for details of other resolutions to be proposed at the Annual General Meeting and other relevant matters.

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## LETTER FROM THE BOARD

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### 5. REVISED FORM OF PROXY

Since the Original Form of Proxy does not reflect the revision of the general mandate to issue Shares proposed to be granted to the Directors, the Revised Form of Proxy is enclosed for use at the Annual General Meeting. The Revised Form of Proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.hengan.com> and <http://www.irasia.com/listco/hk/hengan>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the Revised Form of Proxy in accordance with the instructions printed thereon and return the same to the Share Registrar as soon as possible but in any event not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (the “Closing Time”).

A Shareholder who has not yet lodged the Original Form of Proxy with the Share Registrar is requested to lodge the Revised Form of Proxy if he/she wishes to appoint proxy(ies) to attend, speak and vote at the Annual General Meeting on his/her behalf. In this case, the Original Form of Proxy should not be lodged with the Share Registrar.

A Shareholder who has already lodged the Original Form of Proxy with the Share Registrar should note that:

- (i) if no Revised Form of Proxy is lodged with the Share Registrar, the Original Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Form of Proxy;
- (ii) if the Revised Form of Proxy is lodged with the Share Registrar before the Closing Time, the Revised Form of Proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by him/her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder; and
- (iii) if the Revised Form of Proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Form of Proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy with the Share Registrar before the Closing Time.

Shareholders are reminded that submission of the Original Form of Proxy and/or the Revised Form of Proxy shall not preclude Shareholders from attending the Annual General Meeting or any adjourned meeting thereof and voting in person should they so wish.

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## LETTER FROM THE BOARD

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### 6. ACTION TO BE TAKEN

The Revised Form of Proxy is enclosed to this supplemental circular and is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.hengan.com> and <http://www.irasia.com/listco/hk/hengan>).

Whether or not you are able to attend the AGM, you are requested to complete and return the Revised Form of Proxy to the Share Registrar 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 Revised Form of Proxy will not prevent you from attending and voting at the AGM should you so wish.

### 7. 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 set out under the Notice of AGM and the supplemental notice of AGM.

### 8. RECOMMENDATIONS

The Directors believe the updates to the general mandates to issue and repurchase Shares and the updates to the Explanatory Statement are in the best interests of the Company and Shareholders as a whole, and accordingly recommend you to vote in favour of the resolutions stated in the supplemental notice of the AGM.

By order of the Board  
**Sze Man Bok**  
*Chairman*



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This notice is supplemental to the notice of the annual general meeting (the “AGM”) of Hengan International Group Company Limited dated 12 April 2024 (the “Original AGM Notice”) to convene the AGM which will be held at 22/F United Centre, 95 Queensway, Hong Kong on Friday, 17 May 2024 at 9:30 a.m.

Details of the proposed resolutions to be considered at the AGM were stated in the Original AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 12 April 2024. Apart from the amendments stated below, all the information contained in the Original AGM Notice remains to be valid and effective.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled. In addition, as set out in the supplemental circular of the Company dated 2 May 2024 (the “Supplemental Circular”), the resolutions under items numbered 10 and 12 stated in the Original AGM Notice should be deleted in their entirety and replaced by the following new resolutions under items numbered 10 and 12:

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

“**THAT:**

- (a) subject to paragraphs (c) and (d) 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 (including any sale or transfer of treasury shares listed on the Stock Exchange (if any) out of treasury), 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;

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## SUPPLEMENTAL NOTICE OF AGM

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- (c) the aggregate nominal amount of additional share capital allotted or agreed conditionally or unconditionally to be allotted, or otherwise be dealt with (including any sale or transfer of treasury shares listed on the Stock Exchange, if any), 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;
- (d) the authority conferred on the directors of the Company for all the powers of the Company to sell or transfer treasury shares pursuant to paragraph (a) shall only be exercised after the amendments to the Rules Governing the Listing of Securities on the Stock Exchange relating to treasury shares has come into effect; and
- (e) 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

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## SUPPLEMENTAL NOTICE OF AGM

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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).”

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, issued and otherwise dealt with (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) or agreed conditionally or unconditionally to be allotted, issued and otherwise dealt with (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) 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 as set out in the Original AGM Notice 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, 2 May 2024

*Notes:*

- (i) Please refer to the Original AGM Notice for details of other resolutions to be proposed at the AGM and other relevant matters.
- (ii) 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.
- (iii) Since the form of proxy accompanying the circular of the Company dated 12 April 2024 does not reflect the revision of the general mandate to issue Shares proposed to be granted to the Directors, a revised form of proxy (the “**Revised Form of Proxy**”) is enclosed for use at the AGM. For details, please refer to the section headed “Revised Form of Proxy” of the Supplemental Circular.
- (iv) 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting and any adjournment thereof.

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## SUPPLEMENTAL NOTICE OF AGM

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- (v) For determining the entitlement to attend and vote at AGM, the register of members of the Company will be closed from Friday, 10 May 2024 to Friday, 17 May 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 9 May 2024.
  
- (vi) For determining the entitlement to the Proposed Final Dividend for the year ended 31 December 2023, the register of members of the Company will also be closed from Thursday, 23 May 2024 to Friday, 24 May 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 22 May 2024.