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/listco/hk/hengan

GRANT OF AWARDED SHARES PURSUANT TO THE SHARE AWARD SCHEME

Reference is made to the announcement of Hengan International Group Co., Ltd (the "**Company**") dated 11 September 2023 (the "**Announcement**") in relation to the adoption of the share award scheme of the Company, which is a share scheme solely funded by existing Shares of the Company. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

GRANT OF AWARDED SHARES

On 15 January 2026, the Company granted a total of 18,495,000 Awarded Shares to 962 Selected Employees in accordance with the terms of the Scheme (the "**Grant**"). The vesting of the Awarded Shares will be subject to acceptance by the Selected Employees and satisfaction of certain vesting conditions.

The details of the Grant are set out below:

Date of Grant	:	15 January 2026
Number of Awarded Shares involved under the Grant	:	18,495,000
Number of grantees	:	962 Selected Employees, including Mr. Sze Man Bok, Mr. Hui Ching Lau, Mr. Xu Da Zuo, Mr. Sze Wong Kim, Mr. Hui Ching Chi, Mr. Li Wai Leung and Mr. Xu Wenmo who are directors of the Company
Closing price of the Shares on the date of date of Grant	:	HK$27.56 per Share. Based on the closing price of Share on the date of Grant, the market value of the 18,495,000 Awarded Shares in aggregate was approximately HK$509,722,200.

Source of Awarded Shares	:	Existing Shares acquired by the Trustee through on-market transactions conducted on the Stock Exchange as disclosed in the announcements of the Company dated 28 September 2023, 31 October 2023, 30 November 2023, 29 December 2023, 19 January 2024 and 7 May 2024
Vesting conditions	:	The vesting of the Awarded Shares under the Grant are subject to fulfilment of the following conditions including the vesting period, Vesting Date and payment of the purchase price for the Awarded Shares immediately before vesting:

Vesting period	**Vesting Date**	**Purchase price per Awarded Share**	**Percentage of Awarded Shares to be vested**
Date of Grant to 14 January 2027	15 January 2027 to 14 January 2028	HK$27.56	50%
Date of Grant to 14 January 2028	15 January 2028 to 14 January 2029	HK$27.56	50%

The purchase price of the Awarded Shares was determined based on the higher of: (i) the closing price of the Shares on the date of Grant; and (ii) the average closing price of the Shares for the five business days immediately preceding the date of Grant.

Financial assistance	:	None of the members of the Group has provided any financial assistance to the Selected Employees to facilitate the purchase of the Awarded Shares under the Scheme.
Clawback mechanism	:	In accordance with the Scheme Rules, any Awarded Shares shall not vest upon the occurrence of certain events, including but not limited to, that if: (i) the Selected Employee ceases to be an employee of the Group; or (ii) the Selected Employee's employment is terminated by reason of, *inter alia*, serious misconduct, incompetence or negligence in performing his/her duties causing material losses to the Group, being charged, convicted for any offence under applicable laws or regulations, and/or breaches of the Group's employee behaviour codes.

Allocation of the Awarded Shares granted to the Selected Employees and connected persons

The allocation of the Awarded Shares granted among all Selected Employees is set out in the table below:

Selected Employees	Relationship with the Company	Number of Awarded Shares granted	Percentage in the total number of Awarded Shares to be granted *(Note 1)*	Percentage in total number of issued Shares *(Note 2)*
Director of the Company				
Sze Man Bok	Executive Director and Chairman	100,000	0.541%	0.009%
Hui Ching Lau	Executive Director and Chief Executive Officer	300,000	1.622%	0.026%
Xu Da Zuo	Executive Director	200,000	1.081%	0.017%
Sze Wong Kim	Executive Director	60,000	0.324%	0.005%
Hui Ching Chi	Executive Director	200,000	1.081%	0.017%
Li Wai Leung	Executive Director	150,000	0.811%	0.013%
Xu Wenmo	Executive Director	60,000	0.324%	0.005%
Other Selected Employees				
Other employees of the Group (955 persons in total)		17,425,000	94.215%	1.501%
Total (962 persons in total)		**18,495,000**	**100%**	**1.593%**

Notes:

1. The formula for calculating the relevant percentage is the number of Awarded Shares granted to the relevant Selected Employees/the total number of Awarded Shares involved in the Grant (i.e. 18,495,000).

2. As at the date of this announcement, the total number of issued Shares of the Company is 1,160,820,917 (excluding treasury shares). The formula for calculating the relevant percentage is the number of Awarded Shares granted to the relevant Selected Employees/the total number of issued Shares.

Save as disclosed above, no Selected Employees involved in the Grant is a director, chief executive or substantial shareholder of the Company, or an associate of any of them.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Selected Employees other than Mr. Sze Man Bok, Mr. Hui Ching Lau, Mr. Xu Da Zuo, Mr. Sze Wong Kim, Mr. Hui Ching Chi, Mr. Li Wai Leung and Mr. Xu Wenmo are independent of the Company (other than as employee of the Company) and connected persons of the Company.

According to the Scheme Rules, (i) the Share Incentive Committee shall not make any further purchase which will result in the aggregate number of Shares purchased under the Scheme in excess of 5% of the issued share capital of the Company as at the Adoption Date; (ii) the maximum aggregate number of Shares held by the Trustee under the Trust at any time under the Scheme shall not exceed 2% of the issued share capital of the Company from time to time; and (iii) the maximum number of Awarded Shares that has been granted or will be granted to any Selected Employee under the Scheme shall not exceed 1% of the issued share capital of the Company as at the Adoption Date.

As at the date of this Announcement, (i) the Trustee (a) has purchased an aggregate of 23,200,000 Shares since the Adoption Date; (b) holds a total of 23,200,000 Shares, representing approximately 2% of the issued share capital of the Company; and (ii) the number of Awarded Shares granted to each of the Selected Employee under the Scheme do not exceed 1% of the issued share capital of the Company as at Adoption Date. After the grant of the Awarded Shares and assuming all of the Awarded Shares will be vested, (i) assuming the no further Shares will be acquired by the Trustee, the Trustee will hold a total of 4,705,000 Shares, representing approximately 0.407% of the issued share capital of the Company; and (ii) 39,611,045 Shares will be available for future grant under the Scheme.

REASONS FOR AND BENEFITS OF THE GRANT OF THE AWARDED SHARES

The Company is principally engaged in manufacturing, distribution and sale of personal hygiene products in the People's Republic of China and certain overseas markets.

The purposes of the Scheme are to (i) encourage employees to, through their opportunity in ownership of the equity interests in the Company and sharing of the results of the Group's strategic development, contribute to the Group and increase the value of the Company and its shares, thereby benefiting the Company and its shareholders as a whole; and (ii) retain talents and attract suitable personnel for further development of the Group. Allocation of the Awarded Shares was determined by the Share Incentive Committee (including all the independent non-executive Directors) after considering each of the Selected Employee's position, tenure, contributions, responsibility and his/her role in the Group's ordinary and usual course of business. The Share Incentive Committee is of the view that the Grant is consistent with the purposes of the Scheme and is able to encourage and retain the Selected Employees to make contributions to the long-term growth and development of the Group. The Share Incentive Committee and the Directors (including all the independent non-executive Directors) consider that the Awards are granted on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

The grant of the Awarded Shares to the Selected Employees has been approved by the Share Incentive Committee of the Company and the Board (including the independent non-executive Directors), except that the relevant Director(s) to whom the Grant was related had abstained from approving the grant to himself. Therefore, each of Mr. Sze Man Bok, Mr. Hui Ching Lau, Mr. Xu Da Zuo, Mr. Sze Wong Kim, Mr. Hui Ching Chi, Mr. Li Wai Leung and Mr. Xu Wenmo has abstained from approving the relevant Board resolutions in relation to the Awards granted to them. Save as disclosed, no other Director has any interest in the Awards and therefore, no other Director has abstained from voting on the relevant resolutions of the Board in respect of the Awards.

LISTING RULES IMPLICATIONS

The Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, the Scheme does not involve granting awards that are to be satisfied by issue of new shares. Therefore, the Scheme does not constitute a scheme involving issue of new shares as referred to in Chapter 17 of the Listing Rules.

Each of the grant of Awards to Mr. Sze Man Bok, Mr. Hui Ching Lau, Mr. Xu Da Zuo, Mr. Sze Wong Kim, Mr. Hui Ching Chi, Mr. Li Wai Leung and Mr. Xu Wenmo constitutes connected transaction of the Company under Chapter 14A of the Listing Rules. However, the grant of the Awarded Shares to the Directors also forms part of their remuneration packages under their respective service contracts with the Company, and is therefore exempt from the reporting, announcement and independent shareholders' approval requirements under Rule 14A.95 of the Listing Rules.

By order of the Board
Hengan International Group Co., Ltd
Sze Man Bok
Chairman

Hong Kong, 15 January 2026

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