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HAILIANG 海亮
HAILIANG INTERNATIONAL HOLDINGS LIMITED
海亮國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2336)

**PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF
ASSOCIATION OF THE COMPANY**

This announcement is made by Hailiang International Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) proposes to amend the amended and restated memorandum and articles of association of the Company currently in force (the “**Memorandum and Articles of Association**”) and to adopt a second amended and restated Memorandum and Articles of Association (the “**New Memorandum and Articles of Association**”) in order to (i) conform to the Core Shareholder Protection Standards as set out in Appendix 3 of the Listing Rules which came into force on 1 January 2022; (ii) bring the Memorandum and Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands; (iii) keep up with technological developments and to allow general meetings to be held as an electronic meeting (also referred to as a virtual general meeting); and (iv) make some other housekeeping improvements.

A summary of the major changes brought about by the proposed amendments to the Memorandum and Articles of Association (the “**Proposed Amendments**”) are set out below:

1. to provide that the requirement to hold an annual general meeting in each financial, rather than calendar, year and the maximum time that may elapse between such annual general meetings;
2. to specify that all members have the right to speak and vote at general meetings, unless specifically required to abstain from voting by the Listing Rules;
3. to provide that an ordinary, rather than special, resolution of members will be required to remove the Company’s auditors; and

4. to allow general meetings to be held as an electronic meeting (also referred to as a virtual general meeting).

The Proposed Amendments and the adoption of the New Memorandum and Articles of Association are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Hailiang International Holdings Limited
Cao Jianguo 曹建國
Chairman

Hong Kong, 25 March 2022

As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Cao Jianguo (曹建國先生) (Chairman), Mr. Feng Luming (馮櫓銘先生) (Chief Executive Officer) and Dr. Jin Xiaozheng (金曉錚博士); and three Independent Non-executive Directors, namely Dr. Chan Wing Mui Helen, Mr. Chiu King Yan and Mr. Wang Cheung Yue.