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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)

**(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 17 JUNE 2022;**

AND

**(II) ADOPTION OF THE SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

References are made to the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Hailiang International Holdings Limited (the “**Company**”) both dated 28 April 2022. Unless otherwise indicated, capitalised terms used herein have the same meanings as those defined in the Circular.

(I) POLL RESULTS OF THE AGM

The board of directors (the “**Board**”) of the Company is pleased to announce that at the AGM held on 17 June 2022, all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the AGM Notice were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) was 1,815,910,767 shares, all of which entitled the holders to attend and vote on the Proposed Resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the Proposed Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Proposed Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the Proposed Resolutions. None of the Shareholders have indicated in the Circular that they intended to vote against or to abstain from voting on any Proposed Resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking at the AGM.

Except for Mr. Cao Jianguo (曹建國先生) and Dr. Jin Xiaozheng (金曉錚博士), Executive Directors, who were unable to attend the AGM due to other engagement, all other Directors, including Executive Director, namely Mr. Feng Luming (馮櫓銘先生), and Independent Non-executive Directors, namely Dr. Chan Wing Mui Helen, Mr. Chiu King Yan and Mr. Wang Cheung Yue, attended the AGM in person or via electronic means.

The poll results in respect of all the Proposed Resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) and the auditor (the “ Auditor ”) of the Company for the year ended 31 December 2021.	1,422,193,292 (100%)	0 (0%)
2.	(a) To re-elect Mr. Feng Luming (馮櫓銘先生) as an Executive Director.	1,422,193,292 (100%)	0 (0%)
	(b) To re-elect Dr. Chan Wing Mui Helen as an Independent Non-executive Director.	1,422,193,292 (100%)	0 (0%)
	(c) To authorise the Board to fix the Directors’ remuneration.	1,422,193,292 (100%)	0 (0%)
3.	To re-appoint ZHONGHUI ANDA CPA Limited as the Auditor for the year ending 31 December 2022 and to authorise the Board to fix its remuneration.	1,422,193,292 (100%)	0 (0%)
4.	(A) To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing this resolution.*	1,422,193,292 (100%)	0 (0%)
	(B) To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing this resolution.*	1,422,193,292 (100%)	0 (0%)
	(C) Conditional upon resolutions 4(A) and 4(B) being passed, to extend the general and unconditional mandate granted to the Directors to allot, issue and deal with additional Shares by the aggregate number of Shares repurchased by the Company.*	1,422,193,292 (100%)	0 (0%)

Special Resolution		Number of Votes (%)	
		For	Against
5.	To consider and approve the amendments to the amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company.*	1,422,193,292 (100%)	0 (0%)

* *The full text of the above ordinary resolutions numbered 4(A) to 4(C) and the special resolution numbered 5 are set out in the AGM Notice.*

As more than 50% of the votes present at the AGM in person or by proxy were cast in favour of each of the above ordinary resolutions numbered 1 to 4, such resolutions were duly passed as ordinary resolutions of the Company. As not less than 75% of the votes present at the AGM in person or by proxy were cast in favour of the above special resolution numbered 5, such resolution was duly passed as special resolution of the Company.

(II) ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board is pleased to announce that the Proposed Amendments and the adoption of the second amended and restated Memorandum and Articles of Association were duly passed at the AGM. Details of the Proposed Amendments are set out in the Circular. The full text of the second amended and restated Memorandum and Articles of Association will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hailianghk.com), respectively.

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

Hong Kong, 17 June 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.