
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hailiang International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 9 October 2023 at 10:00 a.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed on it and return it to the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. on Saturday, 7 October 2023 (Hong Kong time) (being not less than 48 hours before the time of the EGM) or any adjournment or postponement of such meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment or postponement of such meeting should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

15 September 2023

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DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Hailiang International Holdings Limited” to “Shuoao International Holdings Limited” and adoption of the Chinese name “碩奧國際控股有限公司” as its new dual foreign name to replace its existing Chinese name “海亮國際控股有限公司”
“Company”	Hailiang International Holdings Limited (海亮國際控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 9 October 2023 at 10:00 a.m. (or any adjournment or postponement of such meeting) for the purpose of considering, and if thought fit, approving the resolution proposed in the notice for convening the EGM which is set out on pages 6 to 7 of this circular
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 September 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Cao Jianguo (曹建國先生) (*Chairman*)
Mr. Feng Luming (馮櫓銘先生) (*Chief Executive Officer*)
Dr. Jin Xiaozheng (金曉錚博士)

Independent Non-executive Directors:

Dr. Chan Wing Mui Helen
Mr. Chiu King Yan
Mr. Wang Cheung Yue

Registered Office:

Cricket Square, Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal

Place of Business in Hong Kong:
Office 18, 6th Floor, World-wide House
No. 19 Des Voeux Road Central
Hong Kong

15 September 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 25 August 2023 in relation to the proposed Change of Company Name, stock short name, company logo and website.

The purpose of this circular is to provide you with information in respect of the proposed Change of Company Name and to give you the notice of the EGM.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Hailiang International Holdings Limited” to “Shuoao International Holdings Limited” and adopt the Chinese name “碩奧國際控股有限公司” as its new dual foreign name to replace its existing Chinese name “海亮國際控股有限公司”.

LETTER FROM THE BOARD

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the new dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the current English name and the current dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. The Company will then carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will better reflect the business strategy and further development of the Company, as well as providing the Company with a new corporate image. As such, the Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily operations or its financial position. Once the Change of Company Name has become effective, any new share certificates of the Company issued thereafter will bear the new name of the Company.

All the existing share certificates in issue bearing the present name of the Company will, after the Change of Company Name having become effective, continue to be effective and valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange and the Change of Company Name becomes effective, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will be changed. Subject to the Change of Company Name becomes effective, (i) the Company logo will be changed from “**HAILIANG** 海亮” to “**SHUOAO** 碩奥”; and (ii) the website of the Company will also be changed.

LETTER FROM THE BOARD

3. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 6 to 7 of this circular.

As at the Latest Practicable Date, as no Shareholder has material interest in the Change of Company Name, no Shareholder will be required to abstain from voting on the resolution to approve the Change of Company Name.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolution will be put to vote by way of poll at the EGM. An announcement on the poll result will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed on it and return it to the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. on Saturday, 7 October 2023 (Hong Kong time) (being not less than 48 hours before the time of the EGM) or any adjournment or postponement of such meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment or postponement of such meeting should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

4. CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Tuesday, 3 October 2023 to Monday, 9 October 2023, both days inclusive, to determine the entitlement of Shareholders to attend and vote at the EGM, during which period no transfer of Shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 29 September 2023. The record date for determining the entitlement of Shareholders to attend and vote at the EGM is 9 October 2023.

5. RECOMMENDATION

The Board considers that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the resolution set out in the notice of EGM.

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

7. MISCELLANEOUS

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Hailiang International Holdings Limited (the “**Company**”) will be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 9 October 2023 at 10:00 a.m. for the purposes to consider and, if thought fit, pass (with or without modification) the following resolution as a special resolution of the Company.

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”) being obtained, the English name and the dual foreign name in Chinese of the Company be changed from “Hailiang International Holdings Limited 海亮國際控股有限公司” to “Shuoao International Holdings Limited 碩奧國際控股有限公司”, with effect from the date on which the Registrar enters the new English name and the new dual foreign name in Chinese on the register of companies maintained by the Registrar in the Cayman Islands in place of the current English name and the current dual foreign name in Chinese of the Company and issues the Certificate of Incorporation on Change of Name; and any director of the Company, the company secretary and the registered office provider of the Company be and are hereby authorised severally to do all such acts and things and execute all documents and (where required) under seal of the Company, and take all steps which, in his/her/its opinion, may be necessary, desirable or expedient to implement and give effect to the aforesaid change of name of the Company and to attend to any necessary registration(s) and/or filings for and on behalf of the Company.”

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

Hong Kong, 15 September 2023

Head Office and Principal Place of Business in Hong Kong:
Office 18, 6th Floor, World-wide House
No. 19 Des Voeux Road Central
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. An eligible shareholder of the Company (the “**Shareholder**”) is entitled to appoint one or more proxies to attend, speak and vote in his/her/it stead at the EGM (or any adjournment or postponement of such meeting) provided that each proxy is appointed to exercise the rights attached to a share or shares of the Company (the “**Shares**”) held by the Shareholder. The proxy does not need to be a Shareholder.
2. Where there are joint registered holders of any Share(s), any one of such persons may vote at the EGM (or any adjournment or postponement of such meeting), either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the instrument of proxy. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
4. The transfer books and register of members of the Company will be closed from Tuesday, 3 October 2023 to Monday, 9 October 2023, both days inclusive, to determine the entitlement of Shareholders to attend and vote at the EGM, during which period no transfer of Shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrar in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 29 September 2023. The record date for determining the entitlement of Shareholders to attend and vote at the EGM is 9 October 2023.
5. The instrument appointing a proxy and (if required by the board of directors of the Company (the “**Board**”), the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Branch Share Registrar in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. on Saturday, 7 October 2023 (Hong Kong time) (being not less than 48 hours before the time of the EGM) or any adjournment or postponement of such meeting (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
6. Completion and return of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the EGM or any adjournment or postponement of such meeting convened and in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.
7. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions” announced by The Government of the Hong Kong Special Administrative Region of the People’s Republic of China is/are in force in Hong Kong or at any time after 8:00 a.m. on the date of the EGM, the EGM will be adjourned or postponed. The Company will post an announcement on its website (www.hailianghk.com) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned or postponed meeting. The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situation.
8. No food or beverages will be served, and no corporate gifts will be distributed at the EGM.
9. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.

As at the date of this notice, 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.