

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

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 OF POSTPONED
EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT, in accordance with article 64E of the Second Amended and Restated Memorandum of Association and Articles of Association of Hailiang International Holdings Limited (the “**Company**”), the extraordinary general meeting of the Company originally scheduled to be held on Monday, 9 October 2023 at 10:00 a.m. (the “**EGM**”), is postponed to be held on Friday, 20 October 2023 at 10:00 a.m. at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong (the “**Postponed EGM**”) 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.”

Relevant information on the special resolution was set out in the circular to shareholders of the Company dated 15 September 2023.

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

Hong Kong, 9 October 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

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/its stead at the Postponed 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 Postponed 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 was 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 Postponed EGM, during which period no transfer of Shares would be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong (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 Postponed EGM was 9 October 2023.
5. For the avoidance of doubt, any form of proxy for use at the EGM, which has been despatched to the Shareholders on 15 September 2023 together with the circular and the notice of the EGM duly completed and returned in accordance with the instructions printed thereon remains valid for the Postponed EGM and the relevant Shareholders are not required to submit the form of proxy again. However, if the Shareholder intends to deposit a new form of proxy, he/she is requested to complete and deposit such new form of proxy (which can be downloaded from the Company’s website at www.hailianghk.com) to the Company’s Branch Share Registrar in Hong Kong not less than 48 hours before the time appointed for the Postponed EGM.

Shareholders should note that the forms of proxy deposited by Shareholders prior to the date of the EGM, if completed correctly, shall continue to be valid but will be superseded and become invalid in the event that the same Shareholder has deposited a new form of proxy.

Shareholders who have not yet returned the forms of proxy but intend to appoint a proxy to attend the Postponed EGM are required to complete and return the forms of proxy (which can be downloaded from the Company's website at www.hailianghk.com) in accordance with the instructions printed thereon to the Company's Branch Share Registrar in Hong Kong not less than 48 hours before the time appointed for holding the Postponed EGM (i.e. not later than Wednesday, 18 October 2023 at 10:00 a.m.) or any adjournment or postponement thereof (as the case may be).

6. 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, as soon as possible and in any event not later than 10:00 a.m. on Wednesday, 18 October 2023 (Hong Kong time) (being not less than 48 hours before the time of the Postponed 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.
7. Completion and return of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Postponed 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.
8. 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 Postponed EGM, the Postponed EGM will be further 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 Postponed 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 Postponed EGM under bad weather conditions bearing in mind their own situation.
9. No food or beverages will be served, and no corporate gifts will be distributed at the Postponed EGM.
10. 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.