



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)

Form of proxy for use at the annual general meeting to be held on Friday, 16 June 2017 at 10:00 a.m. (or at any adjournment of such meeting)

I/We^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ ordinary share(s) of HK\$0.01 each (the "Share(s)") in the share capital of Hailiang International Holdings Limited (the "Company"), hereby appoint the chairman of the annual general meeting of the Company (the "Meeting"), or ^(note 3) _____
of _____
as my/our proxy to attend the Meeting to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 16 June 2017 at 10:00 a.m. (or at any adjournment of the Meeting) for the purposes of considering and, if thought fit, passing, with or without amendments, the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment of the Meeting) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
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 auditor of the Company (the "Auditor") for the year ended 31 December 2016.		
2.	(a) To re-elect Mr. Feng Luming (馮櫛銘先生) as an Executive Director.		
	(b) To re-elect Dr. Chan Wing Mui Helen as an Independent Non-executive Director.		
	(c) To re-elect Mr. Wang Cheung Yue as an Independent Non-executive Director.		
	(d) To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
3.	To re-appoint ZHONGHUI ANDA CPA Limited as the Auditor for the year ending 31 December 2017 and to authorise the Board to fix its remuneration.		
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 of this resolution.		
	(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 of this resolution.		
	(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.		

Signature(s) ^(note 5): _____

Date: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out the "the chairman of the annual general meeting of the Company (the "Meeting")," or and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** If no direction is given, the proxy will vote or abstain as he/she/it thinks fit. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- To be valid, the instrument appointing a proxy must 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. 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.
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she/it or they represent as such member of the Company could exercise.
- The instrument appointing a proxy and (if required by 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 and transfer office in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. on Wednesday, 14 June 2017 (Hong Kong time) (being not less than 48 hours before the time of the Meeting) or any adjournment of the 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.
- Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment of the Meeting convened and in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.
- Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it is solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes 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 joint holding.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company or the Privacy Compliance Officer of the Company's branch share registrar and transfer office in Hong Kong at the above address.