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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)

**APPOINTMENTS OF AN EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board announces that, with effect from 1 May 2017:

1. Mr. Feng Luming (馮櫓銘先生) will be appointed as an Executive Director;
2. Dr. Chan Wing Mui Helen will be appointed as an Independent Non-executive Director; and
3. Mr. Wang Cheung Yue will be appointed as an Independent Non-executive Director.

**APPOINTMENTS OF AN EXECUTIVE DIRECTOR AND INDEPENDENT
NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Hailiang International Holdings Limited (the “**Company**”) is pleased to announce that with effect from 1 May 2017, (i) Mr. Feng Luming (馮櫓銘先生) (**Mr. Feng**) will be appointed as an Executive Director; (ii) Dr. Chan Wing Mui Helen (“**Dr. Chan**”) will be appointed as an Independent Non-executive Director; and (iii) Mr. Wang Cheung Yue (“**Mr. Wang**”) will be appointed as an Independent Non-executive Director, respectively.

BIOGRAPHICAL DETAILS

Mr. Feng Luming (馮櫓銘先生)

Mr. Feng, aged 30, will be appointed as an Executive Director with effect from 1 May 2017. Mr. Feng is a director and the vice president of Hailiang Group Co., Limited# (海亮集團有限公司), a director of Zhe Jiang Hai Liang Co., Ltd.# (浙江海亮股份有限公司) (a company listed on the Shenzhen Stock Exchange (Stock Code: 002203)), the chairman of the board of directors of Natregro Healthy Food Group Ltd.# (明康匯健康食品集團有限公司), an executive director, the chairman of the board of directors and the general

manager of Zhejiang Natregro E-commerce Co., Ltd.# (浙江明康匯電子商務有限公司), an executive director of Hangzhou Puying Trading Limited# (杭州璞熒貿易有限公司) and an executive director and the general manager of Zhuji Renruide Investments Limited# (諸暨仁瑞德投資有限公司). Mr. Feng obtained a bachelor of science degree in business administration (entrepreneurship and innovation) from the University of San Francisco in 2013 and a master of global entrepreneurship and management degree from the University of San Francisco in 2014.

Save as disclosed in this announcement, Mr. Feng had not held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of this announcement.

Pursuant to the service contract entered into between Mr. Feng and the Company, Mr. Feng will be appointed by the Company for a fixed term of three years commencing from 1 May 2017 which may be terminated by either party by giving to the other three months' prior notice in writing. The directorship of Mr. Feng will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company (the "**Articles of Association**"). Mr. Feng will be entitled to receive a director's remuneration of HK\$195,000 per annum (pro-rata adjusted for any period shorter than a year) which is determined based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Feng may also be entitled to receive discretionary bonuses as may be decided by the remuneration committee of the Company (the "**Remuneration Committee**") having regard to the performance of Mr. Feng and the Company and its subsidiaries. The remuneration of Mr. Feng will be subject to annual review by the Remuneration Committee.

As at the date of this announcement, Mr. Feng did not have any interest in the shares of the Company (the "**Shares**") within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong (the "**SFO**")).

Mr. Feng is the son of Mr. Feng Hailiang (馮海良先生), the Chairman and a Non-executive Director of the Company. Other than this, Mr. Feng does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (each as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company.

Saved as disclosed above, Mr. Feng has confirmed that there is no other information which is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there are no other matters concerning the appointment of Mr. Feng as an Executive Director that need to be brought to the attention of the shareholders of the Company (the "**Shareholders**").

Dr. Chan Wing Mui Helen

Dr. Chan, aged 58, will be appointed as an Independent Non-executive Director with effect from 1 May 2017. Dr. Chan is the Chief Executive Officer (Honorary) of the Promoting Happiness Index Foundation. She is a visiting lecturer in the School of Design of The Hong Kong Polytechnic University. Dr. Chan had worked in the Immigration Department of the Hong Kong Government for 28 years and retired as an Assistant Director. She made valuable contributions to the Quality Migrant Admission Scheme and enhanced travel convenience for tourists and business visitors. She was a member of the Community Investment and Inclusion Fund Committee of the Labour and Welfare Bureau.

Dr. Chan obtained a bachelor of science degree from The University of Hong Kong in 1982. She was awarded the postgraduate diploma in management studies from the City Polytechnic of Hong Kong in 1994. She obtained a master of science degree in information systems from The Hong Kong Polytechnic University in 1997. She obtained a master of science degree from The Chinese University of Hong Kong in 2002. Dr. Chan obtained a doctoral degree in Chinese criminal law in the Renmin University of China in 2008. She obtained a master of Buddhist studies degree from The University of Hong Kong in 2011. She obtained a master of arts degree in Chinese culture from The Hong Kong Polytechnic University in 2015.

Dr. Chan was awarded the Chief Executive's Commendation for the Government Service in July 2009 and the Hong Kong Immigration Service Medal for Distinguished Service in July 2008. She was also awarded the Hong Kong Immigration Service Long Service Medal in April 2001 and First Clasp in May 2008.

Save as disclosed in this announcement, Dr. Chan had not held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of this announcement.

Pursuant to the service contract entered into between Dr. Chan and the Company, Dr. Chan will be appointed by the Company for a fixed term of three years commencing from 1 May 2017 which may be terminated by either party by giving to the other three months' prior notice in writing. The directorship of Dr. Chan will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Dr. Chan will be entitled to receive a director's remuneration of HK\$100,000 per annum (pro-rata adjusted for any period shorter than a year) which is determined based on her qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The remuneration of Dr. Chan will be subject to annual review by the Remuneration Committee.

As at the date of this announcement, Dr. Chan did not have any interest in the Shares within the meaning of Part XV of the SFO.

Dr. Chan does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (each as defined in the Listing Rules) of the Company.

Dr. Chan confirmed that she met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Dr. Chan has confirmed that there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters concerning the appointment of Dr. Chan as an Independent Non-executive Director that need to be brought to the attention of the Shareholders.

Mr. Wang Cheung Yue

Mr. Wang, aged 73, will be appointed as an Independent Non-executive Director with effect from 1 May 2017. Mr. Wang is the chairman and a director of Salon Films (Hong Kong) Limited. The Wang family founded Salon Films (Hong Kong) Limited in 1969. Mr Wang has been a director of Salon Films (Hong Kong) Limited since 1969. Mr Wang is a director of The Hong Kong International Film Festival Society Limited, a director of Asian Film Awards Academy Limited, a member of the Hong Kong Advisory Board of British Academy of Film and Television Arts and a Honorary Consultant to the Academy of Film of Hong Kong Baptist University. Mr. Wang obtained a bachelor of arts degree in business administration from Whittier College, California.

Save as disclosed in this announcement, Mr. Wang had not held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of this announcement.

Pursuant to the service contract entered into between Mr. Wang and the Company, Mr. Wang will be appointed by the Company for a fixed term of three years commencing from 1 May 2017 which may be terminated by either party by giving to the other three months' prior notice in writing. The directorship of Mr. Wang will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Wang will be entitled to receive a director's remuneration of HK\$100,000 per annum (pro-rata adjusted for any period shorter than a year) which is determined based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The remuneration of Mr. Wang will be subject to annual review by the Remuneration Committee.

As at the date of this announcement, Mr. Wang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Wang does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (each as defined in the Listing Rules) of the Company.

Mr. Wang confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Wang has confirmed that there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters concerning the appointment of Mr. Wang as an Independent Non-executive Director that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Feng, Dr. Chan and Mr. Wang in joining the Board.

By Order of the Board
Hailiang International Holdings Limited
Feng Hailiang 馮海良
Chairman

Hong Kong, 27 April 2017

As at the date of this announcement, the Board comprises one Non-executive Director, namely Mr. Feng Hailiang (馮海良先生) (Chairman); three Executive Directors, namely Mr. Cao Jianguo (曹建國先生) (Chief Executive Officer), Mr. Zhou Diyong (周迪永先生) and Ms. Ji Danyang (季丹陽女士); and three Independent Non-executive Directors, namely Mr. Chang Tat Joel, Mr. Ho Gilbert Chi Hang and Mr. Tsui Kun Lam Ivan.

an English translation of the Chinese company name and is for identification purposes only