

12 June 2023

To the Independent Shareholders,

Dear Sir or Madam,

**PROPOSED PRIVATISATION
BY WAY OF
VOLUNTARY CONDITIONAL CASH OFFER BY
YU MING INVESTMENT MANAGEMENT LIMITED
ON BEHALF OF
ZHONG JIA (INTERNATIONAL) INVESTMENT
CONSTRUCTION COMPANY LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
HAILAN HOLDINGS LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR AGREED
TO BE ACQUIRED BY THE OFFEROR
AND PARTIES ACTING IN CONCERT WITH IT)**

We refer to the Composite Document dated 12 June 2023 jointly issued by the Offeror and the Company, of which this letter forms part, in connection with the Offer. Unless the context otherwise requires, terms defined in the Composite Document shall have the same meanings when used in this letter.

We have been appointed by the Board to form the Independent Board Committee to consider the terms of the Offer and to make a recommendation to the Independent Shareholders as to whether, in our opinion, the terms of the Share Offer are fair and reasonable so far as the Independent Shareholders are concerned and to make a recommendation as to acceptance.

Pelican Financial Limited has been appointed as the Independent Financial Adviser to advise us in this respect. Details of its advice and the principal factors taken into consideration in arriving at its recommendation are set out in the “Letter from the Independent Financial Adviser” on pages 29 to 60 of the Composite Document. We also wish to draw your attention to, and advise you to read, the “Letter from the Board” on pages 19 to 26 of the Composite Document, the “Letter from Yu Ming” on pages 8 to 18 of the Composite Document and the appendices to the Composite Document.

We, being the members of the Independent Board Committee, have declared that, we are independent and do not have any conflict of interest in respect of the Offer or any direct or indirect interest therein and are therefore able to consider the terms of the Offer and to make recommendations to the Independent Shareholders.

RECOMMENDATION

The Independent Financial Adviser has advised the Independent Board Committee that it considers the terms of the Offer to be fair and reasonable so far as the Independent Shareholders are concerned, and accordingly it recommends the Independent Board Committee to recommend the Independent Shareholders to accept the Offer. The Independent Board Committee, having been so advised, considers the terms of the Offer to be fair and reasonable so far as the Independent Shareholders are concerned, and accordingly, recommends the Independent Shareholders to accept the Offer.

Independent Shareholders, in particular those who intend to accept the Offer, are reminded that there is no guarantee that the current market price of the Shares will or will not sustain and will or will not be higher than the Offer Price during and after the Offer Period. The Independent Shareholders who intend to accept the Offer are reminded to closely monitor the market price and the liquidity of the Shares during the acceptance period of the Offer and shall, having regard to their own circumstances and investment objectives, consider selling their Shares in the open market, instead of accepting the Offer, if the net proceeds from the sale of such Shares would be higher than that receivable under the Offer. They should also note that the Offer is conditional upon the Condition being satisfied. Accordingly, the Offer may or may not become unconditional.

Notwithstanding our recommendations, Independent Shareholders are strongly advised that their decision to realise or to hold their investment in the Company depends on their own individual circumstances and investment objectives. If in any doubt, Independent Shareholders should consult their own professional advisers such as licensed securities dealer, bank manager, solicitor, professional accountant, tax adviser or other professional adviser for professional advice.

Furthermore, the Independent Shareholders who wish to accept the Offer are recommended to read carefully the procedures for accepting the Offer as detailed in the Composite Document and the accompanying Form of Acceptance.

Yours faithfully,
For and on behalf of
The Independent Board Committee

Mr. Li Yong
*Independent Non-executive
Director*



Dr. Zhao Guoqing
*Independent Non-executive
Director*

Prof. Fan Conglai
*Independent Non-executive
Director*

Yours faithfully,
For and on behalf of
The Independent Board Committee

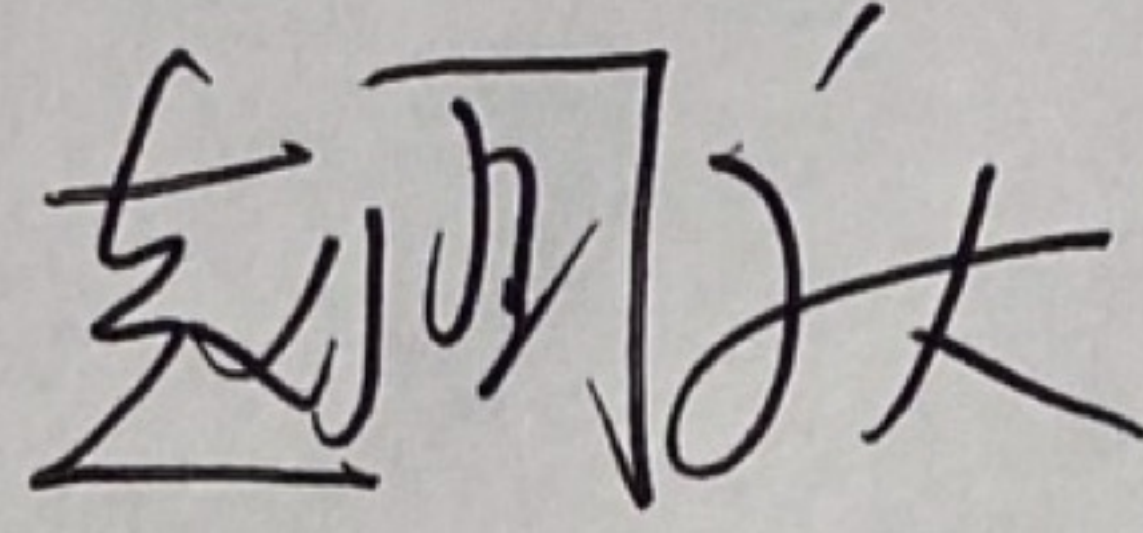
Mr. Li Yong
*Independent Non-executive
Director*

Dr. Zhao Guoqing
*Independent Non-executive
Director*

Prof. Fan Conglai
*Independent Non-executive
Director*

A handwritten signature in black ink, appearing to be 'Fan Conglai', written in a cursive style.

Yours faithfully,
For and on behalf of
The Independent Board Committee



Mr. Li Yong
*Independent Non-executive
Director*

Dr. Zhao Guoqing
*Independent Non-executive
Director*

Prof. Fan Conglai
*Independent Non-executive
Director*