

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.*

*This joint announcement appears for information purposes only and is not intended to and does not constitute, or form part of, any offer to purchase or subscribe for or an invitation to purchase or subscribe for any securities of the Offeror or Hailan Holdings Limited or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Hailan Holdings Limited in any jurisdiction in contravention of applicable law. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.*



**Zhong Jia (International) Investment  
Construction Company Limited**

*(Incorporated in the BVI with limited liability)*

**Hailan Holdings Limited  
海藍控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 2278)**

## **JOINT ANNOUNCEMENT**

**DESPATCH OF COMPOSITE DOCUMENT  
IN RELATION TO  
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)**

*Financial Adviser to the Offeror*



**YU MING INVESTMENT MANAGEMENT LIMITED**  
**禹銘投資管理有限公司**

Reference is made to the joint announcement issued by Hailan Holdings Limited (the “**Company**”) and Zhong Jia (International) Investment Construction Company Limited (the “**Offeror**”) dated 8 May 2023 in relation to, among other things, the Offer; (ii) the joint announcement dated 29 May 2023 jointly issued by the Company and the Offeror in relation to the delay in despatch of the composite offer and response document in relation to the Offer (the “**Composite Document**”); and (iii) the Composite Document and form of acceptance jointly issued by the Company and the Offeror on 12 June 2023. Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meanings as those ascribed to them in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among other things, (i) details of the Offer (including the expected timetable); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer, together with the Form of Acceptance, have been despatched to the Independent Shareholders on 12 June 2023 in accordance with the Takeovers Code.

## **EXPECTED TIMETABLE**

The expected timetable set out below, is indicative only and may be subject to change. Any changes to the timetable will be jointly announced by the Company and the Offeror as and when appropriate. Unless otherwise specified, all references to date and time contained in this joint announcement refer to Hong Kong dates and times.

**2023**

Despatch date of the Composite Document and the Form of Acceptance and commencement date of the Offer ( <i>Note 1</i> ) .....	Monday, 12 June
First Closing Date ( <i>Note 2</i> ).....	Monday, 3 July
Latest time and date for acceptance of the Offer on the First Closing Date ( <i>Note 2</i> ).....	4:00 p.m. on Monday, 3 July
Announcement of the results of the Offer as at the First Closing Date to be posted on the website of the Stock Exchange.....	no later than 7:00 p.m. on Monday, 3 July
Latest date for posting of remittances in respect of valid acceptances received under the Offer on or before 4:00 p.m. on the First Closing Date assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date ( <i>Note 3</i> ) .....	Wednesday, 12 July

Latest time and date by which the Offer can become  
or be declared unconditional as to acceptances (*Note 4*) ..... 7:00 p.m. on  
Friday, 11 August

*Notes:*

1. The Offer is made on 12 June 2023, the date of the Composite Document, and is capable of acceptance on and from that date for the whole of the Offer Period.
2. The latest time and date for acceptances to be lodged under the Offer are 4:00 p.m. on Monday, 3 July 2023, being a date no less than 21 days from the date of the Composite Document, unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the Offer, which will state either the next Offer Closing Date or, if the Offer is at that time unconditional as to acceptances, a statement that the Offer will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant and who wish to accept the Offer should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures and any deadlines set by HKSCC Nominees Limited.

3. Remittances in respect of the consideration for the Shares tendered under the Offer, less seller's ad valorem stamp duty payable, will be despatched to those Shareholders validly accepting the Offer by ordinary post at their own risk as soon as possible but in any event within seven Business Days following (i) the Offer Unconditional Date; or (ii) the duly completed acceptance of the Offer and the relevant documents of title in respect of such acceptances are received by the Registrar complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code, whichever is later.
4. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the Despatch Date. Accordingly, unless the Offer has previously become or been declared unconditional as to acceptances or has been extended with the consent of the Executive, the Offer will lapse at 7:00 p.m. on Friday, 11 August 2023.
5. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
  - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day;
  - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

## IMPORTANT

**Completion of the Offer is subject to the Condition being fulfilled. The despatch of the Composite Document does not in any way imply that the Offer will be completed. The Offer may or may not become unconditional and will lapse if it does not become unconditional within the time period that complies with the Takeovers Code. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.**

By Order of the sole director of  
**ZHONG JIA (INTERNATIONAL)  
INVESTMENT CONSTRUCTION  
COMPANY LIMITED**  
**Yeung Man**  
*Director*

By Order of the Board  
**HAILAN HOLDINGS LIMITED**  
**Zhou Li**  
*Chairperson*

Hong Kong, 12 June 2023

*As at the date of this joint announcement, the executive Directors are Ms. Zhou Li, Ms. Fan Wenyi, Mr. Chen Xiang and Mr. Jia Bin; and the independent non-executive Directors are Mr. Li Yong, Dr. Zhao Guoqing and Prof. Fan Conglai.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the sole director of Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Yeung Man.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Company) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*