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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2278)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of Hailan Holdings Limited (the “Company”) will be held at 11/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on 29 April 2019, Monday at 11:00 a.m. or any adjournment thereof to consider and, if thought fit, to pass with or without amendments, the following resolutions:

**ORDINARY RESOLUTION**

1. “**THAT**

- (a) the 2019 Renewal Framework Agreement dated 25 January 2019 entered into among the Company, Sanya Fenghuang Xincheng Industry Company Limited, Sanya Fenghuang Shuiyun Property Development Company Limited, Hainan Nanhai Xiang Long Properties Development Limited, Danzhou Shuang Lian Properties Development Company Limited and Nanjing Huizhi Construction Installation Engineering Company Limited (the “**2019 Renewal Framework Agreement**”) (a copy of which is produced to the EGM marked “A” and signed by the Chairman of the EGM for the purpose of identification) be and is hereby approved, confirmed and ratified;
- (b) the Annual Caps for the three years ending 31 December 2021 in relation to the transactions contemplated under the 2019 Renewal Framework Agreement and the transactions contemplated thereunder be and hereby approved, confirmed and ratified; and

(c) any one or more of the directors of the Company be and is hereby authorized, for and on behalf of the Company, to exercise all the powers of the Company, to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to take all steps and do all such things and take all such actions as he or they may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the 2019 Renewal Framework Agreement and the transactions contemplated thereunder.”

By order of the Board  
**Hailan Holdings Limited**  
**Zhou Li**  
*Chairman*

26 March 2019

*Notes:*

1. Any member entitled to attend and vote at the EGM (and any adjournment of such meeting) shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the EGM (and any adjournment of such meeting). A proxy needs not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his 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 same.
3. In order to be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (or any adjournment of such meeting) (as the case may be) at which the person named in the instrument proposes to vote.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date of its execution, except at an adjourned Meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Completion and return of the proxy form does not preclude a member from attending and voting in person at the EGM (or any adjournment of such meeting) and, in such event, the proxy form shall be deemed to be revoked.
6. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM (and any adjournment of such meeting), the most senior will alone be entitled to vote, whether in person or by proxy. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. A form of proxy for use at the meeting is enclosed herewith.

*As at the date of this notice, the executive Directors are Ms. Zhou Li, Mr. Chen Xiang, Ms. Fan Wenyi and Ms. Chan Si Yu; the non-executive Director is Ms. Yao Yu; and the independent non-executive Directors are Mr. Li Yong, Mr. E Junyu and Dr. Zhao Guoqing.*