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**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**

**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)**

**(1) COMPLETION OF COMPULSORY ACQUISITION  
AND  
(2) WITHDRAWAL OF LISTING**

*Financial Adviser to the Offeror*



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

Reference is made to (i) 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**”); (iii) the Composite Document and Form of Acceptance jointly issued by the Company and the Offeror on 12 June 2023; (iv) the joint announcement dated 3 July 2023 jointly issued by the Company and the Offeror in relation to the acceptance level of the Offer as of the First Closing Date; (v) the joint announcement dated 18 July 2023 jointly issued by the Company and the Offeror in relation to the closing and the results of the Offer (the “**Final Closing Announcement**”); and (vi) the joint announcement dated 18 September 2023 jointly issued by the Company and the Offeror in relation to the compulsory acquisition and closure of register of members (the “**Update Announcement**”). Unless otherwise stated, terms used in this joint announcement shall have the same meanings as those ascribed to them in the Composite Document, the Final Closing Announcement and the Update Announcement (as the case may be).

## **COMPLETION OF COMPULSORY ACQUISITION**

On 13 October 2023, the Offeror despatched the Compulsory Acquisition Notices to all Remaining Offer Shareholders pursuant to section 88 of the Cayman Companies Act. The notice period during which Remaining Offer Shareholders could apply to the Grand Court to object to the Compulsory Acquisition expired at 12:00 a.m. on 13 November 2023 (Cayman time) (being the date of expiry of one month from the date of the Compulsory Acquisition Notice). Based on the search of the Register of Writs and Other Originating Process of the Grand Court conducted by the Offeror on 14 November 2023 (Cayman time), no such application had been made to the Grand Court by any Remaining Offer Shareholders. Since no Remaining Offer Shareholders had made such application by 12:00 a.m. on 13 November 2023 (Cayman time), the Offeror became entitled and bound to acquire the Remaining Offer Shares on the same terms as the Offer.

The Compulsory Acquisition was completed on 20 November 2023. The aggregate amount of the Compulsory Acquisition Consideration due to the Remaining Offer Shareholders has been paid by the Offeror to the Company which is holding such sum in a separate bank account on trust for the Remaining Offer Shareholders until the earlier of (i) the Remaining Offer Shareholders having been paid the Compulsory Acquisition Consideration in accordance with the terms of the Offer; and (ii) the expiry of six years from the date of completion of the Compulsory Acquisition. The Compulsory Acquisition Cheques will be despatched on 23 November 2023 to the Remaining Offer Shareholders whose names appeared on the Register on 9 October 2023 or other persons entitled thereto. As a result of and with effect from the completion of the Compulsory Acquisition, the Company became indirectly wholly-owned by Mr. Yeung Man (through the Offeror and Zhong Ze (International) Investment Limited) on 20 November 2023.

## WITHDRAWAL OF LISTING

The Stock Exchange has approved the withdrawal of listing of the Shares from the Stock Exchange pursuant to Rule 6.15(1) of the Listing Rules. The last day of trading of the Shares on the Stock Exchange was 4 October 2023 and the listing of the Shares on the Stock Exchange will be withdrawn with effect from 9:00 a.m. on Tuesday, 21 November 2023.

Unless otherwise stated, all time references in this announcement refer to Hong Kong time.

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, 21 November 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 the 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.*