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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hailan Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Hailan Holdings Limited to be held at Unit B, 6/F, 9 Queen's Road Central, Hong Kong on Wednesday, 27 June 2018 at 2:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.hailanholdings.com>).

Whether or not you intend to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish. If you attend and vote at the Annual General Meeting in person, the authority of your proxy will be revoked.

27 April 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit B, 6/F, 9 Queen’s Road Central, Hong Kong on Wednesday, 27 June 2018 at 2:00 p.m. to consider and, if desirable, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Hailan Holdings Limited (海藍控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 31 August 2015 and the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 15 to 17 of this circular

DEFINITIONS

“Latest Practicable Date”	20 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	15 July 2016, the date on which the Shares of the Company were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on page 17 of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



Hailan Holdings Limited **海藍控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2278)

Executive Directors:

Ms. Zhou Li (*Chairperson and
Chief Executive Officer*)
Ms. Fan Wenyi
Mr. Chen Xiang

Non-executive Director:

Ms. Yao Yu

Independent non-executive Directors:

Mr. Li Yong
Mr. E Junyu
Dr. Chen Shimin

Registered Office:

Estera Trust (Cayman) Limited
PO Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

*Headquarters and Principal Place of
Business in the People's Republic of China:*

2/F, No. 1 Building Hampton by Hilton
No. 169 Yu Lin Road
Tianya District
Sanya, the Hainan Province
The PRC

Principal Place of Business in Hong Kong:

Room 1603, 16/F
China Building
29 Queen's Road Central
Central
Hong Kong

27 April 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

At the Annual General Meeting, resolutions will be proposed for Shareholders to approve, among others, (i) the re-election of retiring Directors; (ii) the proposed granting of the Issue Mandate and the Repurchase Mandate; and (iii) the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108(a) of the Articles of Association, Ms. Fan Wenyi and Mr. E Junyu shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Article 112 of the Articles of Association, Mr. Chen Xiang, Ms. Yao Yu and Mr. Li Yong, being appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the first general meeting of the Company after their appointments and be subject to re-election at such meeting.

Details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 27 June 2017, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 15 to 17 of this circular (i.e. a total of 60,000,000 Shares based on 300,000,000 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

4. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 27 June 2017, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase

LETTER FROM THE BOARD

Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on page 17 of this circular (i.e. a total of 30,000,000 Shares based on 300,000,000 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of the Annual General Meeting).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular. The register of members of the Company will be closed from Friday, 22 June 2018 to Wednesday, 27 June 2018, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the Annual General Meeting. All transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Thursday, 21 June 2018.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hailanholdings.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish. If you attend and vote at the Annual General Meeting in person, the authority of your proxy will be revoked.

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

7. RECOMMENDATION

The Board considers that the proposed re-election of retiring Directors and granting of the Issue Mandate and the Repurchase Mandate and extension of the Issue Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Hailan Holdings Limited
Zhou Li
Chairperson

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

Mr. Chen Xiang (“Mr. Chen”), aged 34, was appointed as an executive Director on 29 August 2017. He currently serves as a director of both cost procurement department and engineering design department in Sanya Fenghuang Xincheng Industry Company Limited* (三亞鳳凰新城實業有限公司) (“Sanya Fenghuang Xincheng”), which is a subsidiary of the Company. From 2006 to 2012, he was also a cost estimator (預決算員) in Verdure International Holding Company Limited (翠屏國際控股有限公司). Mr. Chen graduated from the China University of Geosciences with a Bachelor degree of Civil Engineering in July 2008. He has been registered as a first class constructor (一級建造師) in housing construction (房屋建築) and in public utility (市政公用); and as a cost controller (造價工程師).

Mr. Chen has entered into a service contract with the Company for a term of three years commencing from 29 August 2017 and shall be subject to re-election and retirement in accordance with the Articles of Association. Mr. Chen’s annual remuneration was RMB450,000 which was determined by the Company with reference to his duties, level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

Ms. Fan Wenyi (“Ms. Fan”), aged 41, was appointed as an executive Director on 12 April 2016. Ms. Fan has been the head of operation (運營總監) and deputy general manager of the Group since 3 September 2007. Ms. Fan is the chairman of Sanya Fenghuang Xincheng, Sanya Fenghuang Shuiyun Property Development Company Limited (三亞鳳凰水韻房地產開發有限公司), Sanya Zhong Ze Kai Industry Company Limited (三亞中澤凱實業有限公司) and Danzhou Shuang Lian Properties Development Company Limited (儋州雙聯房地產開發有限公司) and the deputy general manager of Lian Yun Gang Tai Sheng City Development Limited (連雲港泰盛城市發展有限公司), Lian Yun Gang Long Ji Properties Limited (連雲港隆基置業有限公司), Hainan Nanhai Xiang Long Properties Development Limited* (海南南海翔龍房地產開發有限公司) and Sanya Hui Xin Trading Company Limited (三亞惠新貿易有限公司), all of which are subsidiaries of the Company. Ms. Fan graduated from Shaanxi External Services Training Academy (陝西對外服務培訓學院) majoring in foreign oriented secretary (涉外文秘) in the PRC in 1996. Ms. Fan was accredited as an intermediate accountant by MOF of the PRC (中國財政部) in May 2005. Prior to joining the Group, Ms. Fan worked as an assistant to general manager of Hainan Xinjia Tourism Co., Ltd. (海南新佳旅業有限公司) from November 2005 to February 2007.

Ms. Fan has entered into a service contract with the Company for a term of three years commencing from 15 July 2016 and shall be subject to re-election and retirement in accordance with the Articles of Association. Ms. Fan’s annual remuneration was RMB500,000 which was determined by the Company with reference to her duties, level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

* For identification purpose only

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

NON-EXECUTIVE DIRECTOR

Ms. Yao Yu (“Ms. Yao”), aged 50, was appointed as a non-executive Director on 15 March 2018. Ms. Yao obtained a college diploma in economic management from the Nanjing University (南京大學) in 1991 and then studied a course in Commercial English from the Nanjing University of Aeronautics and Astronautics (南京航空航天大學). She took a postgraduate course in Management Science and Engineering at the Nanjing University (南京大學). She has over 20 years of management experience. Ms. Yao is currently the vice general manager of Nanjing Cuiping Holiday Inn Nanjing Harbour. Prior to joining the Group, Ms. Yao had been the manager of various hotels and shopping centers in China.

A letter of appointment has been entered into between Ms. Yao and the Company with effect from 15 March 2018 for a term of three years, subject to the retirement by rotation and re-election in accordance with the Articles of Association. Ms. Yao is entitled to an annual salary of RMB280,000, which is determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to her duties and responsibilities with the Company and the remuneration policy adopted by the Company as well as the prevailing market conditions.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Yong (“Mr. Li”), aged 44, was appointed as an independent non-executive Director and a member of the audit committee, remuneration committee and nomination committee of the Company on 29 September 2017. He is currently a general manager of Hainan Wanlong Real Estate Development & Construction Co., Ltd. (海南萬隆房屋開發建設有限公司) and an independent director of Hainan Hna Infrastructure Investment Group Co., Ltd. (海南海航基礎設施投資集團股份有限公司) (Shanghai Stock Exchange: 600515).

Mr. Li was an assistant to the general manager of China Baoan Group Hainan Industry Co., Ltd.* (中國寶安集團海南實業有限公司) from March 2003 to January 2010. From January 2010 to January 2015, he acted as the director, vice general manager and secretary of the board of directors of Hai Nan Yedao (Group) Co., Ltd., (海南椰島(集團)股份有限公司) (Shanghai Stock Exchange: 600238) and as a general manager of Hainan Danzhou Baoan Real Estate Investment Co., Ltd.* (海南儋州寶安房地產開發有限公司) from January 2015 to November 2015.

In July 1995 and August 2014, respectively, Mr. Li completed the economic management diploma course at Xinxiang Municipal Committee Party School of Henan Province of the Chinese Communist Party (中共河南省新鄉市委黨校) and the advanced Business Administration program for president from the Hainan University.

Mr. Li also obtained the qualification certificate as a secretary to the board of directors and qualification certificate as an independent director issued by the Shanghai Stock Exchange in 2010 and 2014 respectively. He was awarded the Intermediate Title of Business Administration by the National Ministry of Personnel in 2000.

* For identification purpose only

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

A letter of appointment has been entered into between Mr. Li and the Company with effect from 29 September 2017 for a term of three years, subject to the retirement by rotation and re-election in accordance with the Articles of Association. Mr. Li is entitled to an annual salary of RMB150,000, which is determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the remuneration policy adopted by the Company as well as the prevailing market conditions.

Mr. E Junyu (“Mr. E”), aged 47, was appointed as an independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee, and nomination committee of the Company on 22 June 2016. Mr. E obtained an Executive Master’s degree of Business Administration from Cheung Kong Graduate School of Business in the PRC in August 2006. Mr. E was awarded “The Young Leader of Chinese Property Market” (中國房地產青年領袖) in August 2005 and “The Meritorious People of Chinese Property Market in 2013-2014” (2013-2014年度中國房地產功勳人物) in January 2014.

Mr. E worked for Hong Kong Lian Hua Investment Group (香港聯華投資集團) as the Beijing representative (北京代表) during January 1991 to March 1994. He then worked as assistant to general manager (總經理助理) in Everbright Real Estate Development Limited (中國光大房地產開發公司) during March 1994 to June 2002. From July 2002 to March 2009, he worked for Yeland Group Co., Ltd (億城集團股份有限公司) (a company listed on the Shenzhen Stock Exchange, Stock Code: SZ000616) and took up various positions including deputy manager, director and president. Mr. E has been appointed as a director of Beijing Hua Fu Sheng Shi Property Investment & Management Company Limited (北京華府盛世置業投資管理有限公司) since June 2009.

A service contract was entered into between Mr. E and the Company for a term of three years with effect from 15 July 2016, subject to the retirement by rotation and re-election in accordance with the Articles of Association. Mr. E is currently entitled to a salary of RMB200,000 per annum from the Company. In addition, Mr. E is entitled to a discretionary bonus from the Company subject to recommendation by the remuneration committee of the Company and approval by the Board. The emoluments of Mr. E are determined by the remuneration committee of the Company with reference to market practice, her performance and contribution to the Group.

OTHERS

As at the Latest Practicable Date, each of the above Directors, save as disclosed herein, did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, no Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed companies in the past three years.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
 BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

In addition, save as disclosed therein, no Director has any relationship with any other Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company.

Save as disclosed herein, there is no other matter relating to the above Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the above Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 300,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased following the Latest Practicable Date and prior to the date of the Annual General Meeting, i.e. being 300,000,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 30,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the passing of ordinary resolution in item 5 of the notice of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

The Company is empowered by its Articles of Association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2017		
April	4.88	4.15
May	4.48	4.39
June	4.48	3.62
July	4.09	3.90
August	3.97	2.98
September	4.00	4.00
October	4.20	3.99
November	4.09	3.92
December	4.00	3.80
2018		
January	4.90	3.00
February	5.00	4.40
March	5.60	4.90
April (up to the Latest Practicable Date)	5.40	5.30

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Capacity/ Nature	Number of Shares held/ interested	Approximate % of the total issued Shares as at the Latest Practicable Date	if Repurchase Mandate is exercised in full
Zhong Jia (International) Investment Construction Company Limited (中嘉(國際)投資建設有限 公司)	Beneficial owner	224,325,000 shares	74.78%	83.08%
Mr. Yeung Man	Interest of a controlled corporation (Note 1)	225,000,000 Shares	75%	83.33%
Ms. Zhou Li	Interest of spouse (Note 2)	225,000,000 Shares	75%	83.33%

Notes:

- (1) 225,000,000 shares of the Company are held by Zhong Jia (International) Investment Construction Company Limited and Zhong Ze (International) Investment Company Limited as to 224,325,000 shares and 675,000 shares, respectively. Mr. Yeung Man beneficially owns 100% of the issued share capital of Zhong Jia (International) Investment Construction Company Limited and Zhong Ze (International) Investment Company Limited and is deemed, or taken to be, interested in all the shares held by Zhong Jia (International) Investment Construction Company Limited and Zhong Ze (International) Investment Company Limited for the purposes of the SFO. Mr. Yeung Man is the sole director of Zhong Jia (International) Investment Construction Company Limited and Zhong Ze (International) Investment Company Limited.
- (2) Mr. Yeung Man and Ms. Zhou Li have declared that they are cohabiting as spouse. Accordingly, Ms. Zhou Li is deemed, or taken to be, interested in the Shares in which Mr. Yeung is interested for the purpose of the SFO.
- (3) As at the Latest Practicable Date, the total number of the issued shares of the Company was 300,000,000.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full.

As the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total number of issued Shares.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



Hailan Holdings Limited **海藍控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2278)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Hailan Holdings Limited (the “**Company**”) will be held at Unit B, 6/F, 9 Queen’s Road Central, Hong Kong on Wednesday, 27 June 2018 at 2:00 p.m. (the “**Annual General Meeting**”) for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2017.
2.
 - (a) To re-elect Mr. Chen Xiang as an executive Director.
 - (b) To re-elect Ms. Fan Wenyi as an executive Director.
 - (c) To re-elect Ms. Yao Yu as a non-executive Director.
 - (d) To re-elect Mr. Li Yong as an independent non-executive Director.
 - (e) To re-elect Mr. E Junyu as an independent non-executive Director.
 - (f) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint KPMG as auditors of the Company and to authorize the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

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- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);

 - (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares;

 - (iii) the exercise of options under a share option scheme of the Company; and

 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By order of the Board
Hailan Holdings Limited
Chairperson
Zhou Li

The PRC, 27 April 2018

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Notes:

1. Any member of the Company entitled to attend and vote at the Annual General 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 may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
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 authorized to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre 183 Queen's Road East Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Annual General Meeting or any adjournment thereof in cases where the Annual General Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holder may vote at the Annual General Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Annual General Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The transfer books and register of members of the Company will be closed from Friday, 22 June 2018 to Wednesday, 27 June 2018, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the Annual General Meeting. All transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Thursday, 21 June 2018.
8. Concerning Ordinary Resolution No. 2 above, each of Mr. Chen Xiang, Ms. Fan Wenyi, Ms. Yao Yu, Mr. Li Yong and Mr. E Junyu is proposed to be re-elected as director of the Company. The biographical details of Mr. Chen Xiang, Ms. Fan Wenyi, Ms. Yao Yu, Mr. Li Yong and Mr. E Junyu and their interests in the securities of the Company (if any) are set out in Appendix I to the circular of the Company dated 27 April 2018.
9. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Ordinary Resolution No. 5 as set out in this notice is enclosed in Appendix II of the circular of the company dated 27 April 2018.