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Kunpeng Asia Limited
(於香港註冊成立的有限責任公司)

Zhejiang New Century Hotel Management Co., Ltd.
浙江開元酒店管理股份有限公司
(於中華人民共和國註冊成立的股份有限公司)
(股份代號：1158)

聯合公告

瑞銀代表要約人
就浙江開元酒店管理股份有限公司
之全部已發行H股(要約人及已承諾不接納H股要約之要約人一致行動人士已擁有、
控制或同意將予收購者除外)
提出之自願有條件要約

要約人
就浙江開元酒店管理股份有限公司
之全部已發行內資股
(要約人及已承諾不接納內資股要約之要約人一致行動人士已擁有、
控制或同意將予收購者除外)
提出之自願有條件要約

關於股東安排的特別交易
及
致H股股東的通知

要約人之財務顧問



茲提述(i)由Kunpeng Asia Limited(「要約人」)及浙江開元酒店管理股份有限公司(「本公司」)聯合刊發日期為二零二一年一月二十日之公告，內容有關(其中包括)瑞銀代表要約人就本公司之全部已發行H股(要約人及已承諾不接納H股要約之要約人一致行動人士已擁有、控制或同意將予收購者除外)提出之附先決條件的自願有條件要約以及要約人就本公司之全部已發行內資股(要約人及已承諾不接納內資股要約之要約人一致行動人士已擁有、控制或同意將予收購者除外)提出之附先決條件的自願有條件要約；(ii)要約人及本公司聯合刊發日期為二零二一年二月五日之公告，內容有關達成先決條件；(iii)要約人及本公司聯合刊發日期為二零二一年三月十九日之綜合文件，內容有關(其中包括)瑞銀代表要約人就本公司之全部已發行H股(要約人及已承諾不接納H股要約之要約人一致行動人士已擁有、控制或同意將予收購者除外)提出之自願有條件要約及要約人就本公司之全部已發行內資股(要約人及已承諾不接納內資股要約之要約人一致行動人士已擁有、控制或同意將予收購者除外)提出之自願有條件要約(「綜合文件」)；(iv)要約人及本公司聯合刊發日期為二零二一年三月十九日之公告，內容有關寄發綜合文件；(v)要約人及本公司聯合刊發日期為二零二一年四月十三日之公告，內容有關H股類別股東大會及臨時股東大會之投票表決結果；及(vi)要約人及本公司聯合刊發日期為二零二一年四月十六日之公告，內容有關要約在所有方面成為無條件。除文義另有所指外，於本聯合公告所採用之詞彙與綜合文件所界定者具有相同涵義。

為進一步說明根據綜合文件刊載的資料接納H股要約的程序，要約人擬向H股股東寄發一份中英雙語單張，其內容載列如下：

致股東：

如本公司及要約人於聯交所網站發佈日期為二零二一年四月十六日的聯合公告所述，要約的所有條件已獲達成及要約於二零二一年四月十六日宣佈在所有方面為無條件，及接納H股要約的最後時限為二零二一年五月十四日(附註)。為了讓各位股東更清晰了解H股要約的接納程序及退市，我們於下文簡要歸納接納H股要約的步驟，供閣下參考：

以本身名義持有股份的H股股東：

如閣下為持有以閣下名義登記的H股的股東(即持有一張或多張印有閣下名字的紙質股票)，而閣下欲接納H股要約，須儘快填妥及簽署寄發予H股股東(及亦可於聯交所網站下載)的綜合文件隨附白色接納表格，並將填妥的白色接納表格連同有關H股股票及／或過戶收據及／或其他所有權文件放入信封，並註明「開元酒店—H股要約」，以郵遞或專人送交方式送達至H股過戶登記處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓)。

並非以本身名義持有股份的H股股東：

如閣下為持有並非以閣下名義登記的H股的股東(即本公司有關股份乃經由閣下購買股份的經紀或銀行的名義登記)，而閣下欲接納H股要約，請儘快聯絡閣下的經紀或銀行，明確將閣下的接納H股要約指示通知對方。鑒於處理向經紀發出的指示須經過其有關內部流程，強烈建議閣下於上述接納最後時限一星期前就相關安排聯絡閣下的經紀或銀行。

有關H股要約的接納程序的進一步詳情，請參閱綜合文件附錄一。

提示：

敬請各位股東注意，獨立董事委員會及獨立財務顧問亦已出具彼等各自的意見，當中載列退市屬公平合理並建議獨立H股股東接納H股要約。有關進一步詳情，請參閱本公司於二零二一年三月十九日寄發予股東並於聯交所網站上載的要約文件(尤其是獨立董事委員會函件及獨立財務顧問函件)。

無權強制性收購

根據中國法律及本公司的組織章程細則，要約人無權強制收購並未根據H股要約提呈接納的H股。因此，獨立H股股東須注意，如其不接納H股要約及H股在聯交所退市，則將導致獨立H股股東持有未於聯交所上市的證券，且H股的流通量可能大幅下降。此外，於完成要約後，本公司將不再受上市規則的規定所限，且未必會繼續受收購守則所限（視乎此後就收購守則而言其是否仍為香港的公眾公司而定）。因此，股東務請審慎考慮相關風險。

附註：接納的最後時限指二零二一年五月十四日下午四時正之前，有關接納文件須送達H股過戶登記處。

“Dear Shareholders,

As stated in the joint announcement dated 16 April 2021 published by the Company and the Offeror on the website of the Stock Exchange, all the conditions of the Offers have been fulfilled and the Offers have been declared unconditional in all respects on 16 April 2021, and the latest time for acceptance of the H Share Offer is 14 May 2021 (*note*). In order to allow Shareholders to gain a better understanding of the procedures regarding the acceptance of the H Share Offer and the Delisting, we set out below a brief summary of the steps involved in the acceptance of the H Share Offer for your reference:

For H Shareholders who hold Shares in their own name:

If you are a Shareholder holding H Shares that are registered in your own name (i.e. holding one or more paper share certificates that bear your own name) and you wish to accept the H Share Offer, you are required to, as soon as possible, complete and sign the WHITE Form of Acceptance accompanying the Composite Document despatched to the H Shareholders (and which can also be downloaded from the website of the Stock Exchange) and send, by post or via delivery by hand, such completed WHITE Form of Acceptance together with the relevant H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title in an envelope marked with the words “NC Hotel – H Share Offer” to Tricor Investor Services Limited (i.e. the H Share Registrar) at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

For H Shareholders who do not hold Shares in their own name:

If you are a Shareholder holding H Shares that are not registered in your own name (i.e. such shares in the Company are registered in the name of the broker or bank through which you have purchased the same) and you wish to accept the H Share Offer, please contact your broker or bank as soon as possible in order to expressly inform it of your instructions regarding the acceptance of the H Share Offer. Given that the processing of instructions to brokers would be subject to their relevant internal procedures, you are strongly recommended to contact your broker or bank in relation to the relevant arrangements one week in advance of the latest time for acceptance mentioned above.

For further details on the procedures for acceptance of the H Share Offer, please refer to Appendix I to the Composite Document.

IMPORTANT:

Shareholders' attention is hereby drawn to the fact that the Independent Board Committee and the Independent Financial Adviser have issued their respective advices which state that the Delisting is fair and reasonable and recommends the acceptance of the H Share Offer by the Independent H Shareholders. For further details, please refer to the Composite Document (in particular, the letter from the Independent Board Committee and the letter from the Independent Financial Adviser) that was despatched to the Shareholders and uploaded by the Company to the website of the Stock Exchange on 19 March 2021.

No Right of Compulsory Acquisition

The Offeror has no rights under the laws of the PRC and the Articles of Association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Offer. **Accordingly, Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Shares are delisted from the Stock Exchange, this will result in the Independent H Shareholders holding securities that are not listed on the Stock Exchange and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code after completion of the Offers depending on whether it remains as a public company in Hong Kong for the purposes of the Takeovers Code thereafter. Shareholders are therefore advised to exercise caution when taking the associated risks into consideration.**

Note: The latest time for acceptance means by 4:00 p.m. on 14 May 2021, the relevant acceptance documents must be received by the H Share Registrar.”

承董事會命
Kunpeng Asia Limited
董事
江天一

承董事會命
浙江開元酒店管理股份有限公司
董事長兼執行董事
金文杰

中國，二零二一年四月十六日

於本聯合公告日期，要約人的唯一董事為江天一先生。

要約人的唯一董事願就本聯合公告所載資料(有關本集團、鷗翎投資及紅杉中國的資料除外)的準確性承擔全部責任，並經作出一切合理查詢後確認，就其所深知，本聯合公告內發表的意見(本公司、鷗翎投資及紅杉中國的董事發表的意見除外)乃經審慎周詳考慮後達致，而本聯合公告並無遺漏其他事實，致使本聯合公告內的任何陳述產生誤導。

於本聯合公告日期，鷗翎投資的唯一董事為江天一先生。

鷗翎投資的唯一董事和鄭南雁先生共同及個別就本聯合公告所載資料(有關本集團及紅杉中國的資料除外)的準確性承擔全部責任，並經作出一切合理查詢後確認，就彼等所深知，本聯合公告內發表的意見(本公司及紅杉中國的董事發表的意見除外)乃經審慎周詳考慮後達致，而本聯合公告並無遺漏其他事實，致使本聯合公告內的任何陳述產生誤導。

於本聯合公告日期，紅杉中國的董事為Don Seymour先生、Don Wayne Ebanks先生和Siu Wai Eva IP女士。

紅杉中國的董事和沈南鵬先生願就本聯合公告所載資料(有關本集團及鷗翎投資的資料除外)的準確性共同及個別承擔全部責任，並經作出一切合理查詢後確認，就其所深知，本聯合公告內發表的意見(本公司及鷗翎投資的董事發表的意見除外)乃經審慎周詳考慮後達致，而本聯合公告並無遺漏其他事實，致使本聯合公告內的任何陳述產生誤導。

於本聯合公告日期，董事會包括執行董事金文杰先生和陳妙強先生；非執行董事陳燦榮先生、江天一先生、周榮先生及謝丙武先生；及獨立非執行董事張潤鋼先生、丘煥法先生及邱媛女士。

董事願就本聯合公告所載有關本集團的資料的準確性共同及個別承擔全部責任，並經作出一切合理查詢後確認，就其所深知，董事於本聯合公告內發表的意見乃經審慎周詳考慮後達致，而本聯合公告並無遺漏其他事實，致使本聯合公告內的任何陳述產生誤導。