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Haichang Ocean Park Holdings Ltd.

海昌海洋公園控股有限公司

(incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 2255)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

THIS NOTICE is supplemental to the notice of the annual general meeting (the “**First Notice of AGM**”) dated 27 April 2016 and given by Haichang Ocean Park Holdings Ltd. (the “**Company**”) to convene the annual general meeting of the Company (the “**AGM**”) to be held at Kennedy Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 27 June 2016 at 3:00 p.m. Details of the proposed resolutions to be considered at the AGM were stated in the First Notice of AGM.

Due to the matters as set out in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 26 May 2016, the following resolution numbered 2 as set out in the First Notice of AGM shall be revised from:

- “2 (A) To re-elect the following retiring directors of the Company who are standing for re-election at the Annual General Meeting (the “**Directors**”):
- (i) Qu Naijie;
 - (ii) Makoto Inoue; and
 - (iii) Yuan Bing
- (B) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.”

to

- “2 (A) To re-elect the following retiring directors of the Company who are standing for re-election at the Annual General Meeting (the “**Directors**”):
- (i) Qu Naijie;
 - (ii) Makoto Inoue;

- (iii) Yuan Bing;
- (iv) Qu Cheng; and
- (v) Gao Jie

(B) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.

Save as set out above, all resolutions contained in the First Notice of AGM will remain to have full force and effect.

On behalf of the Board
Haichang Ocean Park Holdings Ltd.
Wang Xuguang
Executive Director and Chief Executive Officer

Dalian, the People’s Republic of China, 26 May 2016

<i>Registered office:</i>	<i>Head office in the PRC:</i>	<i>Principal place of business in Hong Kong:</i>
PO Box 309	No. 1, Lianjing Garden	Suites 2606-2607, 26/F.
Ugland House	Huale Street	Two Exchange Square
Grand Cayman	Zhongshan District	8 Connaught Place
KY1-1104, Cayman Islands	Dalian, Liaoning Province	Central
	the PRC	Hong Kong

Notes:

- (a) All resolutions at the meeting will be taken by poll (except where the chairman, 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) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (b) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (c) In the case of joint holders of any share, any one of such persons may vote at the above Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

- (d) In order to be valid, a form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and deposit of the form of proxy shall not preclude shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.
- (e) In light of the changes in executive Directors, this supplemental notice and a revised form of proxy (the "**Second Form of Proxy**") has been prepared to supersede the form of proxy sent together with the first circular dated 27 April 2016 and is sent together with the Company's supplemental circular of which this supplemental notice of Annual General Meeting forms part.
- (f) A shareholder who has not yet lodged the First Form of Proxy with the Company's Hong Kong share registrar, Tricor Investor Services Limited, is requested to lodge the Second Form of Proxy if he or she wishes to appoint proxy(ies) to attend the Annual General Meeting on his or her behalf. In this case, the First Form of Proxy should not be lodged with the Company's Hong Kong share registrar.
- (g) A shareholder who has already lodged the First Form of Proxy with the Company's Hong Kong share registrar shall note that:
 - (i) if no Second Form of Proxy is lodged with the Company's Hong Kong share registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed. The proxy so appointed by the relevant shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution(s) properly put to the Annual General Meeting other than those referred to in the notice of Annual General Meeting and the First Form of Proxy, including the proposed resolutions in relation to the re-election of Mr. Qu Cheng and Mr. Gao Jie as set out in the supplemental notice of Annual General Meeting and the Second Form of Proxy;
 - (ii) if the Second Form of Proxy is lodged with the Company's Hong Kong share registrar 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be) (the "**Closing Time**"), the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by the relevant shareholder. The Second Form of Proxy will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed; and
 - (iii) if the Second Form of Proxy is lodged with the Company's Hong Kong share registrar after the Closing Time, the Second Form of Proxy will be deemed to be invalid. However, it will revoke the First Form of Proxy previously lodged by the relevant shareholder, and the proxy holder (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in the quorum and any vote that may be cast by such holder (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting themselves.
- (h) Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Second Form of Proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- (i) Shareholders are reminded to refer to other notes contained in the Initial Notice.

As at the date of this announcement, the executive Directors of the Company are Mr. Wang Xuguang, Mr. Qu Cheng and Mr. Gao Jie; the non-executive Directors of the Company are Mr. Qu Naijie, Mr. Makoto Inoue and Mr. Yuan Bing; and the independent non-executive Directors of the Company are Prof. Fang Hongxing, Mr. Sun Jianyi and Prof. Xie Yanjun.