
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Haichang Holdings Ltd., you should at once hand this supplemental circular, together with the accompanying second form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Haichang Holdings Ltd.
海昌控股有限公司

(incorporated under the laws of the Cayman Islands with limited liability)
(Stock Code: 2255)

SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR TO SHAREHOLDERS DATED 28 APRIL 2015
IN RELATION TO AN ADDITIONAL RESOLUTION TO BE PROPOSED
AT THE ANNUAL GENERAL MEETING
FOR THE PROPOSED CHANGE OF COMPANY NAME
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read in conjunction with the circular of Haichang Holdings Ltd. (the “Company”) dated 28 April 2015 in relation to, among other things, the annual general meeting (the “Annual General Meeting”) of the Company to be held at Kennedy Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 25 June 2015 at 3:00 p.m. (the “First Circular”).

A notice convening the Annual General Meeting was set out in the First Circular. The supplemental notice of Annual General Meeting dated 20 May 2015 is set out on pages 6 to 8 of this supplemental circular.

An additional resolution for the change of the name of the Company will be proposed at the Annual General Meeting. Details of the resolution will be set out in this supplemental circular. The second form of proxy for the use at the Annual General Meeting which contains the additional resolution to be proposed at the Annual General Meeting is enclosed herewith and also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. The second form of proxy enclosed herewith shall supersede the form of proxy enclosed in the First Circular. Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed second form of proxy in accordance with the instructions printed thereon and deliver it to the Hong Kong share registrar of the Company, 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 second form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

20 May 2015

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LETTER FROM THE BOARD



Haichang Holdings Ltd.
海昌控股有限公司

(incorporated under the laws of the Cayman Islands with limited liability)
(Stock Code: 2255)

Executive Directors:

Mr. Wang Xuguang
Mr. Zhao Wenjing
Mr. Qu Naiqiang

Non-executive Directors:

Mr. Qu Naijie
Mr. Makoto Inoue
Mr. Yuan Bing

Independent Non-executive Directors:

Professor Fang Hongxing
Mr. Sun Jianyi
Professor Xie Yanjun

Registered office:

PO Box 309 Umland House
Grand Cayman
KY1-1104, Cayman Islands

Head office in the PRC:

No. 1, Lianjing Garden
Huale Street
Zhongshan District
Dalian, Liaoning Province
the PRC

*Principal place of business
in Hong Kong:*

Suites 2606-2607, 26/F
Two Exchange Square
8 Connaught Place
Central
Hong Kong

20 May 2015

To the Shareholders

Dear Sir or Madam

SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR TO SHAREHOLDERS DATED 28 APRIL 2015
IN RELATION TO AN ADDITIONAL RESOLUTION TO BE PROPOSED
AT THE ANNUAL GENERAL MEETING
FOR THE PROPOSED CHANGE OF COMPANY NAME
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

Reference is made to the notice of Annual General Meeting and the First Circular issued by the Company on 28 April 2015 and the announcement issued by the Company on 14 May 2015 in relation to the proposed change of Company name. This supplemental circular should

LETTER FROM THE BOARD

be read in conjunction with the First Circular which contains, among other things, information in respect of certain resolutions to be proposed at the Annual General Meeting for (a) the grant to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (b) the re-election of the Directors, and approving the relevant ordinary resolutions relating to these matters at the Annual General Meeting.

The purpose of this supplemental circular is to provide you with information of the additional resolution to be proposed at the Annual General Meeting relating to the change of name of the Company (the “**Change of Company Name**”) and to provide Shareholders with the supplemental notice of Annual General Meeting and the second form of proxy. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the First Circular.

PROPOSED CHANGE OF COMPANY NAME

It is proposed that the English name of the Company be changed from “Haichang Holdings Ltd.” to “Haichang Ocean Park Holdings Ltd.” and the Chinese name of the Company be changed from “海昌控股有限公司” to “海昌海洋公園控股有限公司” as its dual foreign name.

CONDITIONS FOR THE CHANGE OF COMPANY NAME

The proposed Change of Company Name is subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the Annual General Meeting; and
- (ii) the Registrar of Companies in the Cayman Islands granting the necessary approval for the Change of Company Name.

Subject to satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new name and the new dual foreign name on the Register of Companies maintained by the Registrar of Companies of the Cayman Islands. The Registrar of Companies of the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will better reflect the principal business and characteristic of the Group and give better prominence to the Group’s business positioning and key strategic development ideas. The Board believes that the Company’s new names will improve the Company’s corporate image and position and is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not, of itself, affect any of the rights of the Shareholders. All existing Share certificates of the Company in issue bearing the existing names of the Company will continue to be evidence of legal title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Any new Share certificates of the Company issued after the Change of Company Name having become effective will bear the Company's new name and new dual foreign name. There will not be any arrangements for the exchange of the existing Share certificates of the Company for new Share certificates bearing the Company's new name and new dual foreign name.

Further announcement(s) will be made by the Company in relation to the effective dates of the Change of Company Name and the change of the English and Chinese stock short names.

ANNUAL GENERAL MEETING, SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND FORM OF PROXY

As set out in the First Circular, the Annual General Meeting will be held at Kennedy Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 25 June 2015 at 3:00 p.m. As the notice of Annual General Meeting and the form of proxy sent together with the First Circular (the "**First Form of Proxy**"), both dated 28 April 2015, do not contain the additional proposed resolution in relation to the Change of Company Name, the supplemental notice of Annual General Meeting is set out on pages 6 to 8 of this supplemental circular, and a revised form of proxy (the "**Second Form of Proxy**") has been prepared and is enclosed with this supplemental circular. The Second Form of Proxy enclosed herewith is also published on the website of the Stock Exchange at www.hkexnews.hk. The Second Form of Proxy enclosed herewith shall supersede the First Form of Proxy.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the enclosed Second Form of Proxy in accordance with the instructions printed thereon and deliver it to the Company's Hong Kong share registrar, 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 Second Form of Proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should they so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

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.

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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 resolution in relation to the Change of Company Name 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 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.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.6 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the Annual General 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 the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the Change of Company Name is in the interests of the Company and the Shareholders as a whole and thus recommend the Shareholders to vote in favour of the special resolution in relation to the Change of Company Name at the Annual General Meeting.

Yours faithfully

On behalf of the Board

Haichang Holdings Ltd.

Wang Xuguang

Executive Director and Chief Executive Officer

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



Haichang Holdings Ltd. **海昌控股有限公司**

(incorporated under the laws of the Cayman Islands with limited liability)
(Stock Code: 2255)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Annual General Meeting**”) issued by Haichang Holdings Ltd. (the “**Company**”) dated 28 April 2015 (the “**Initial Notice**”), which sets out, among other things, the time and venue of the Annual General Meeting and contains the relevant resolutions to be proposed to the shareholders at the Annual General Meeting for their consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting will be held as originally scheduled at Kennedy Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 25 June 2015 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution (in addition to those proposed resolutions as set out in the Initial Notice):

ADDITIONAL SPECIAL RESOLUTION

5. “**That**, subject to the new name and the new dual foreign name of the Company being entered in the Register of Companies maintained by the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Haichang Holdings Ltd.” to “Haichang Ocean Park Holdings Ltd.” and the Chinese name of the Company be changed from “海昌控股有限公司” to “海昌海洋公園控股有限公司” as the new dual foreign name, and **That** any of the directors of the Company be and is hereby authorised to do all such acts and things and execute all documents or make such arrangements as he may, in his absolute discretion, consider necessary or expedient to effect the aforementioned change of the Company’s new name and new dual foreign name.”

On behalf of the board of directors

Haichang Holdings Ltd.

Wang Xuguang

Executive Director and Chief Executive Officer

Dalian, the People’s Republic of China, 20 May 2015

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

<i>Registered office:</i>	<i>Head office in the PRC:</i>	<i>Principal place of business in</i>
PO Box 309 Ugland House	No. 1, Lianjing Garden	<i>Hong Kong:</i>
Grand Cayman	Huale Street	Suites 2606-2607, 26/F
KY1-1104, Cayman Islands	Zhongshan District	Two Exchange Square
	Dalian, Liaoning Province	8 Connaught Place
	the PRC	Central
		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.
- (e) Since the form of proxy sent together with the Initial Notice (the “**First Form of Proxy**”) does not contain the additional proposed resolution set out in this supplemental notice, a revised form of proxy (the “**Second Form of Proxy**”) has been prepared 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 resolution in relation to the proposed change of the name of the Company as set out in the supplemental notice of Annual General Meeting and the Second Form of Proxy;

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (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 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 revoked.
- (i) Shareholders are reminded to refer to other notes contained in the Initial Notice.