



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)

SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2015 TO BE HELD ON 27 JUNE 2016

I/We^(Note 1) _____

of^(Note 1) _____

being the registered holder(s) of^(Note 2) _____ shares of US\$0.0001 each in the capital of Haichang Ocean Park Holdings Ltd. (the "Company") hereby appoint^(Note 3) _____ of^(Note 3)

or failing him/her, the chairman of the Annual General Meeting (as defined below) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting 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. (the "Annual General Meeting") and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the Annual General Meeting and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the Annual General Meeting in such manner as he/she thinks fit.

Ordinary Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2015.		
2.	(A) To re-elect the following directors of the Company who are standing for re-election at the Annual General Meeting:		
	(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 to fix the remuneration of the directors.		
3.	To re-appoint Ernst & Young as auditor of the Company and authorise the board of directors of the Company to fix their remuneration for the year ending 31 December 2016.		
4.	(A) To give a general mandate to the Directors to allot, issue, grant, distribute and deal with additional shares not exceeding 20% of the issued share capital of the Company (the "Issue Mandate").		
	(B) To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company.		
	(C) To extend the Issue Mandate by the number of shares repurchased by the Company.		

Dated this _____ day of _____, 2016 Shareholder's signature(s)^(Note 6) _____

Notes:

- Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) of the proxy desired shall be inserted in BLOCK CAPITALS. If not completed, the chairman of the Annual General Meeting will act as your proxy. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy or, if you are holding more than one share, proxies to attend instead of you and to vote on your behalf on a poll. As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this proxy form. You are entitled to appoint a proxy of your own choice.
- The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting (including amendments to resolutions which may be properly put to the meeting).
- The instrument appointing a proxy shall be in writing and shall be executed 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 duly authorised to sign the same.
- 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.
- To be valid, this 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 for holding the Annual General Meeting (or any adjourned meeting thereof). The completion and deposit of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above 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.
- A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- IMPORTANT:** If you have already lodged the First Form of Proxy with the Company's Hong Kong share registrar, please note that:
 - 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 you if correctly completed. The proxy so appointed by you 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;
 - 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 you. The Second Form of Proxy will be treated as a valid form of proxy lodged by you if correctly completed; and
 - 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, you are advised not to lodge the Second Form of Proxy after the Closing Time. If you wish to vote at the Annual General Meeting, you will have to attend in person and vote at the Annual General Meeting yourself.