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HAICHANG OCEAN PARK HOLDINGS LTD.

海昌海洋公園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2255)

DISCLOSEABLE TRANSACTION ACQUISITION OF LAND USE RIGHTS IN SANYA

ACQUISITION OF LAND USE RIGHTS

The Board is pleased to announce that Haichang Hong Kong, an indirectly wholly-owned subsidiary of the Company, received from and executed with the Organiser the Bid Confirmation on 6 November 2015, confirmed that Haichang Hong Kong had succeeded in the bid of the land use rights of the Lands offered for sale by Sanya Land Bureau through listing-for-sale (公開掛牌出讓) organised by the Organiser at the total consideration of RMB385.5 million (equivalent to approximately HK\$475.51 million). The Lands will be used for the development of the Group's Haichang Dream World project in Sanya.

As a result of the successful bidding, the Land Use Rights Grant Contract is expected to be entered into between Haichang Hong Kong and Sanya Land Bureau before 16 November 2015.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios are greater than 5% but less than 25% for the purpose of Rule 14.07 of the Listing Rules, the Acquisition constitutes a discloseable transaction of the Company pursuant to Rule 14.06(2) of the Listing Rules and is therefore subject to the requirements of reporting and announcement but exempt from Shareholders' approval requirement.

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PRINCIPAL TERMS OF THE BID CONFIRMATION AND THE ACQUISITION

Date of the Bid Confirmation:	6 November 2015
Parties to the Bid Confirmation:	Haichang Hong Kong and the Organiser
Expected date of the Land Use Rights Grant Contract:	Before 16 November 2015
Parties to the Land Use Rights Grant Contract:	Haichang Hong Kong and Sanya Land Bureau
Code of the Lands (宗地編號):	SY2015-06
Location of the Lands:	lands numbered Konggui G-01-01 and G-01-03 respectively, which are situated in Linwang District, Haitang Bay, Sanya* (三亞市海棠灣林旺片區控規G-01-01、G-01-03地塊)
Total site area and GFA/plot ratio:	<p>A total of approximately 268,494.02 sq.m., including:</p> <p>Konggui G-01-01 has a site area of approximately 232,655.58 sq.m., with a GFA of approximately 68,300 sq.m.; and</p> <p>Konggui G-01-03 has a site area of approximately 35,838.44 sq.m., with a plot ratio of not over 0.4</p>
Term of land use rights:	<p>Konggui G-01-01, amusement park (including large amusement facilities) use: 50 years</p> <p>Konggui G-01-03, commercial use: 40 years</p>
Consideration:	RMB385.5 million (equivalent to approximately HK\$475.51 million), of which RMB227.34 million (equivalent to approximately HK\$280.42 million) has been paid as security deposit and the remaining balance shall be settled in accordance with the Land Use Rights Grant Contract
Organiser's commission:	Haichang Hong Kong shall pay a sum of RMB300,000 (equivalent to approximately HK\$370,050) to the Organiser for the services rendered by it within 3 business days after the date of the Bid Confirmation
Consequence of breach terms of the Bid Confirmation:	If Haichang Hong Kong cannot perform in accordance with the terms set out in the Bid Confirmation and/or other relevant bidding documents or cannot enter into the Land Use Rights Grant Contract before 16 November 2015, it will be deemed to have given up its successful bid and any security deposit paid by itself shall be forfeited by the Organiser

CONSIDERATION

The total consideration of the Acquisition, including a security deposit of RMB227.34 million (equivalent to approximately HK\$280.42 million) but excluding the Organiser's commission of RMB300,000 (equivalent to approximately HK\$370,050), of RMB385.5 million (equivalent to approximately HK\$475.51 million) was the final bidding price offered by Haichang Hong Kong as the bidder at the listing-for-sale (公開掛牌出讓) for the land use rights of the Lands. The security deposit has been paid by Haichang Hong Kong for participating in the bidding of the Lands. The remaining balance shall be settled in accordance with the Land Use Rights Grant Contract.

The Board considers that the total consideration is fair and reasonable having taking into account minimum bidding price, the demand of land of the Group, current market conditions, the location and development potential of the Lands. The amount of the total consideration paid and to be paid by Haichang Hong Kong will be satisfied by cash.

REASON FOR AND BENEFITS OF THE ACQUISITION

The Lands will be used to develop the Group's Haichang Dream World project in Sanya, which will be another world-class recreation and cultural complex for the tourism industry of Hainan Province, the PRC. The project will be designed based on the idea of 'One Belt and One Road' and 'Maritime Silk Road', featuring with ocean-themed recreational facilities, marine animals performances, sky theater with special effects, world-known brand of tailor-made marine recreational projects, themed restaurants and shops, which blends recreational factors with polar ocean science knowledge.

The Board believes that more tourists will be interested in visiting other theme parks and commercial properties operated and managed by the Group after experiencing the realistic marine designed atmosphere, the fantastic night party and the dream and funny journey of Haichang Dream World in Sanya, enhancing the brand name and impact of the Group. The Board also believes that the Haichang Dream World project in Sanya will explore and enrich the theme park group of the Group, which helps to implement the Group's deployment strategy in the PRC, and further strengthen the Group's leading position in theme parks and ancillary commercial properties developers and operators in the PRC.

The Directors consider that the Acquisition is in the interests of the Company and its Shareholders as a whole and the terms thereof are on normal commercial terms which are fair and reasonable.

INFORMATION ABOUT SANYA LAND BUREAU, THE ORGANISER, THE GROUP AND HAICHANG HONG KONG

Sanya Land Bureau

Sanya Land Bureau is a governmental body in the PRC and is responsible for, among other things, the environment protection and planning, administering, protecting and reasonably using of land and mineral resources in Sanya and issue of different land certificates.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Sanya Land Bureau and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (within the meaning ascribed to it under the Listing Rules).

The Organiser

Entrusted by Sanya Land Bureau, the Organiser was responsible for the listing-for-sale process of the Lands and entered into the Bid Confirmation with the bid winner.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Organiser and its ultimate beneficial owners are third parties independent of the Company and its connected persons (within the meaning ascribed to it under the Listing Rules).

The Group

The Group is principally engaged in the development and operation of theme parks and ancillary commercial properties in the PRC. It currently operates six marine theme parks, one adventure-themed amusement park and a water park across the PRC.

Haichang Hong Kong

Haichang Hong Kong is a company incorporated in Hong Kong with limited liability on 5 December 2011 and an indirect wholly-owned subsidiary of the Company.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios are greater than 5% but less than 25% for the purpose of Rule 14.07 of the Listing Rules, the Acquisition constitutes a discloseable transaction of the Company pursuant to Rule 14.06(2) of the Listing Rules and is therefore subject to the requirements of reporting and announcement but exempt from Shareholders' approval requirement.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Acquisition”	the acquisition of the land use rights of the Lands pursuant to the Land Use Rights Grant Contract
“Bid Confirmation”	the bid confirmation (掛牌出讓成交確認書) in connection with the Acquisition issued by the Organiser to and executed by Haichang Hong Kong on 6 November 2015 confirming the successful bidding
“Board”	the board of Directors
“Company”	Haichang Ocean Park Holdings Ltd., a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“GFA”	gross floor area
“Group”	collectively, the Company and its subsidiaries
“Haichang Hong Kong”	Haichang Holdings (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability on 5 December 2011 and an indirect wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lands”	lands numbered Konggui G-01-01 and G-01-03 and located at Linwang District, Haitang Bay, Sanya* (三亞市海棠灣林旺片區控規G-01-01、G-01-03地塊)
“Land Use Rights Grant Contract”	the land use rights grant contract (國有建設用地使用權出讓合同) in connection with the Acquisition expected to be entered into between Haichang Hong Kong and Sanya Land Bureau before 16 November 2015
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Organiser”	Hainan South Auction Market Limited* (海南南部拍賣市場有限公司)
“percentage ratio(s)”	has the meaning ascribed to it under Rule 14.07 of the Listing Rules
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

“RMB”	Renminbi, the lawful currency of the PRC
“Sanya”	Sanya City, Hainan Province, the PRC
“Sanya Land Bureau”	Sanya Land and Environmental Resources Bureau* (三亞市國土環境資源局)
“Shareholder(s)”	shareholder(s) of the Company
“sq.m.”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Dalian, the PRC, 8 November 2015

As at the date of this announcement, the executive directors of the Company are Mr. Wang Xuguang, Mr. Zhao Wenjing and Mr. Qu Naiqiang; 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.

In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of RMB1.00 to HK\$1.23350. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

* For identification purpose only