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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 Ocean Park 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 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 CIRCULAR  
TO THE CIRCULAR TO SHAREHOLDERS DATED 27 APRIL 2016  
IN RELATION TO ADDITIONAL PROPOSALS FOR  
RE-ELECTION OF DIRECTORS AT ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read in conjunction with the circular of Haichang Ocean Park Holdings Ltd. (the “**Company**”) dated 27 April 2016 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 Monday, 27 June 2016 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 26 May 2016 is set out on pages 7 to 9 of this supplemental circular.

Additional directors of the Company for re-election will be proposed at the Annual General Meeting. Details of the resolutions will be set out in this supplemental circular. The second form of proxy for the use at the Annual General Meeting is enclosed herewith and also published on the websites of The Stock Exchange of Hong Kong Limited and the Company. 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.

26 May 2016

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wang Xuguang  
Mr. Qu Cheng  
Mr. Gao Jie

*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

26 May 2016

*To the Shareholders*

Dear Sir or Madam

**SUPPLEMENTAL CIRCULAR**  
**TO THE CIRCULAR TO SHAREHOLDERS DATED 27 APRIL 2016**  
**IN RELATION TO ADDITIONAL PROPOSALS FOR**  
**RE-ELECTION OF DIRECTORS AT ANNUAL GENERAL MEETING**  
**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 27 April 2016 and the announcement issued by the Company on 25 May 2016 in relation to the changes in executive Directors. This supplemental circular should be

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## LETTER FROM THE BOARD

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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 further information of the proposals for re-election of directors at the Annual General Meeting 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.

### RE-ELECTION OF DIRECTORS

According to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. In accordance with Article 16.2 of the Articles of Association, Mr. Qu Cheng (“**Mr. Qu**”) and Mr. Gao Jie (“**Mr. Gao**”) shall hold their office as Directors until the Annual General Meeting. Being eligible, Mr. Qu and Mr. Gao offer themselves for re-election as the Directors. At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect each of Mr. Qu and Mr. Gao as the Directors.

Details of the above newly appointed Directors who are proposed for re-election at the Annual General Meeting are set out in Appendix I to this supplemental circular in accordance with the relevant requirements of the Listing Rules.

### 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 Monday, 27 June 2016 at 3:00 p.m. In light of the changes in executive Directors, a supplemental notice of Annual General Meeting is set out on pages 7 to 9 of this supplemental circular, 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 (the “**First Form of Proxy**”) and is enclosed with this supplemental circular. The Second Form of Proxy enclosed herewith is also published on the websites of the Stock Exchange and the Company.

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

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## LETTER FROM THE BOARD

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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.

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 and Mr. Gao 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.

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

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## LETTER FROM THE BOARD

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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.

### RECOMMENDATION

In addition to the recommendation contained in the First Circular and this supplemental circular, the Directors also consider that the proposed resolutions for approving the re-election of Mr. Qu and Mr. Gao are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

On behalf of the Board

**Haichang Ocean Park Holdings Ltd.**

**Wang Xuguang**

*Executive Director and Chief Executive Officer*

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**APPENDIX DETAILS OF THE NEWLY APPOINTED DIRECTORS PROPOSED  
FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING**

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*The following are the particulars of Mr. Qu and Mr. Gao standing for re-election at the Annual General Meeting.*

**Mr. Qu Cheng (曲程)**, aged 28, is the son of Mr. Qu Naijie, the non-executive Director and chairman of the Company. Mr. Qu obtained a bachelor's degree in geography from King's College, the University of London in July 2010. He is proficient in Chinese, English, French and Latin. Mr. Qu worked as an intern in many renowned international financial institutions. From December 2012 to October 2013, he worked in the headquarters of global business and alternative investment of Orix Corporation and was mainly responsible for fund management, fund investment, strategic and financial investment, project financing, financial advisory and other business. He has begun to learn about the business segments of the Company and its subsidiaries thoroughly since November 2013, mainly participating in the discussion of corporate development strategies and project investment.

Mr. Qu entered into a director's service agreement with the Company which commenced on 25 May 2016 for a term of three years, subject to retirement by rotation and re-election at the annual general meeting in accordance with the articles of association of the Company. Under the director's service agreement, the total amount of director's fee payable to Mr. Qu is RMB400,000 (or the equivalent amount in United States dollars calculated based on the exchange rate at the time of payment) per annum or a pro rata amount for any incomplete year payable in arrears on the first day of each financial year of the Company or upon termination of the director's service agreement. Mr. Qu's director's fee was determined by the audit committee of the Company and the Board with reference to his experience, qualifications, duties and responsibilities in the Company, as well as the current market conditions.

As at the date of this supplemental circular, Mr. Qu has individual interests in 2,310,327 shares. Save as disclosed above, Mr. Qu does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Qu: (1) has not held any other positions in the Company or any of its subsidiaries; (2) has not been a director of any public company (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years; (3) does not have any other major appointments and professional qualifications; and (4) does not have any relationship with any director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Mr. Qu has confirmed that, save for the information set out above, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter relating to his appointment that needs to be brought to the attention of the shareholders of the Company.

**Mr. Gao Jie (高杰)**, aged 43, has been serving as the executive president and chief strategy officer of the Company since November 2015. He is primarily responsible for business development and management of daily operation. Mr. Gao obtained a bachelor's degree in

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**APPENDIX DETAILS OF THE NEWLY APPOINTED DIRECTORS PROPOSED  
FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING**

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management information system from the Dalian Maritime University (大連海事大學) in Dalian in July 1995 and a master's degree in industrial economics from the Dongbei University of Finance and Economics (東北財經大學) in Dalian in November 1999.

Mr. Gao has over 19 years of experience in finance, banking and investment. Mr. Gao was appointed as the general manager of the investment strategy department of Dalian Haichang (Group) Co., Ltd and Dalian Haichang Corporation Development Co., Ltd in November 2007 and March 2010, respectively, his main duties were to develop strategies, analyse the investment market, maintain relationships with financial institutions and investors and explore new areas for investment. From April 2013 to November 2015, he was serving as the chief investment officer and the general manager of the corporation development department of the Company, he was in charge of strategies formation, investment management, investor relations and legal and internal control compliance matters.

Mr. Gao entered into a director's service agreement with the Company which commenced on 25 May 2016 for a term of three years, subject to retirement by rotation and re-election at the annual general meeting in accordance with the articles of association of the Company. Under the director's service agreement, the total amount of director's fee payable to Mr. Gao is RMB400,000 (or the equivalent amount in United States dollars calculated based on the exchange rate at the time of payment) per annum or a pro rata amount for any incomplete year payable in arrears on the first day of each financial year of the Company or upon termination of the director's service agreement. Mr. Gao's director's fee was determined by the audit committee of the Company and the Board with reference to his experience, qualifications, duties and responsibilities in the Company, as well as the current market conditions.

As at the date of this supplemental circular, Mr. Gao has individual interests in 4,495,000 shares. Save as disclosed above, Mr. Gao does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Gao: (1) has not held any other positions in the Company or any of its subsidiaries; (2) has not been a director of any public company (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years; (3) does not have any other major appointments and professional qualifications; and (4) does not have any relationship with any director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.



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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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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;

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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(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</i>
PO Box 309	No. 1, Lianjing Garden	<i>Hong Kong:</i>
Ugland House	Huale Street	Suites 2606-2607, 26/F.
Grand Cayman	Zhongshan District	Two Exchange Square
KY1-1104, Cayman Islands	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.

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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- (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.