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

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**If you are in any doubt** about this 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 circular, together with the accompanying 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)**

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Haichang Ocean Park Holdings Ltd. 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. is set out on pages 13 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you intend to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deliver it to the Hong Kong share registrar of Haichang Ocean Park Holdings Ltd., 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 holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude any shareholder from attending and voting in person at the annual general meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

27 April 2016

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	means the annual general meeting of the Company for the year 2015 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., or any adjournment thereof, notice of which is set out on pages 13 to 18 of this circular
“Articles of Association”	means the articles of association of the Company, as amended from time to time
“BNP Paribas Corporate Services”	means BNP Paribas Corporate Services Pte. Ltd., one of the Controlling Shareholders, a company incorporated in Singapore holding the entire issued share capital of Manmount Limited
“BNP Paribas Singapore Trust”	means BNP Paribas Singapore Trust Corporation Limited, one of the Controlling Shareholders, a company incorporated in Singapore holding the entire issued share capital of BNP Paribas Corporate Services
“Board”	means the board of Directors
“Cayman Companies Law” or “Companies Law”	means the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	means Haichang Ocean Park Holdings Ltd. (海昌海洋公園控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 21 November 2011
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, in the context of this circular, refers to Qu Naijie, BNP Paribas Corporate Services, BNP Paribas Singapore Trust, Manmount Limited and Haichang BVI (as the context may require)
“Director(s)”	means the director(s) of the Company

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## DEFINITIONS

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“Extension Mandate”	means a general and unconditional mandate proposed to be granted to the Directors to extend the Issue Mandate by an amount representing the aggregate amount of Shares repurchased under the Repurchase Mandate set out as resolution 4(C) in the Notice
“Group”	means the Company and its subsidiaries
“Haichang BVI”	means Haichang Group Limited (海昌集團有限公司), one of the Controlling Shareholders, a company incorporated in the British Virgin Islands on 18 November 2011 and the entire issued share capital of which is owned by Manmount Limited
“HK\$”	means Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	means a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue, grant, distribute and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of ordinary resolution 4(A) in the Notice
“Latest Practicable Date”	means 22 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Manmount Limited”	means Manmount Limited, one of the Controlling Shareholders, a company incorporated in the British Virgin Islands holding the entire issued share capital of Haichang BVI
“Notice”	means the notice convening the Annual General Meeting
“Ordinary Shares”	means ordinary shares of nominal value of US\$0.0001 each in the share capital of the Company

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## DEFINITIONS

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“PRC”	means the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Qu Naijie”	means Mr. Qu Naijie, a non-executive Director and one of the Controlling Shareholders
“Repurchase Mandate”	means a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of ordinary resolution 4(B) in the Notice
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	means Ordinary Share(s) and other share(s) in the share capital of the Company
“Shareholder(s)”	means the holder(s) of the Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“%”	means per cent.

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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. 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 Ugland 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

27 April 2016

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

### **INTRODUCTION**

The purpose of this circular is to provide the Shareholders with the notice of the Annual General Meeting and further information in relation to, amongst other matters, the following proposals to be put forward at the Annual General Meeting: (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.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution 4(A) regarding the Issue Mandate will be proposed to grant a general and unconditional mandate to the Directors to exercise all powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares up to 20% of the issued share capital of the Company as at the date of passing of the resolution in relation to the Issue Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,000,000,000 Ordinary Shares. Subject to the passing of ordinary resolution 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Issue Mandate will cover the allotment and issue of a maximum of 800,000,000 Shares.

In addition, an ordinary resolution 4(C) regarding the Extension Mandate will be proposed at the Annual General Meeting providing that the number of Shares repurchased by the Company under the Repurchase Mandate will also be added to extend the 20% limit of the Issue Mandate provided that such additional amount shall not exceed 10% of the issued share capital of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate.

### REPURCHASE MANDATE

In addition, an ordinary resolution 4(B) regarding the Repurchase Mandate will be proposed at the Annual General Meeting to approve the granting of the mandate to the Directors to exercise all powers of the Company to repurchase Shares representing up to 10% of the issued share capital of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution). Subject to the passing of the Issue Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Repurchase Mandate will cover a maximum of 400,000,000 Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### RE-ELECTION OF DIRECTORS

According to Article 16.18 of the Articles of Association, notwithstanding any other provisions in the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by

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## LETTER FROM THE BOARD

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rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. In accordance with Article 16.18 of the Articles of Association, Mr. Qu Naijie, Mr. Makoto Inoue and Mr. Yuan Bing shall retire from their offices as the Directors. Being eligible, Mr. Qu Naijie, Mr. Makoto Inoue and Mr. Yuan Bing 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 Naijie, Mr. Makoto Inoue and Mr. Yuan Bing as the Directors.

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

### NOTICE

Set out on pages 13 to 18 of this circular is the Notice containing, among other things, ordinary resolutions in relation to granting the Directors the Issue Mandate, the Repurchase Mandate, the Extension Mandate and approving the re-election of Directors.

For determining eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 23 June 2016 (Thursday) to 27 June 2016 (Monday), both days inclusive, during which period no transfer of the Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of the Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 22 June 2016 (Wednesday).

### FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the 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 not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.6 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions set out in the Notice will be taken by way of poll.



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## LETTER FROM THE BOARD

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On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and approving the re-election of Directors 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*

*The following are the particulars of the Directors (as required by the Listing Rules) standing for re-election at the Annual General Meeting.*

## RE-ELECTION OF DIRECTORS

At the Annual General Meeting, Mr. Qu Naijie, Mr. Makoto Inoue and Mr. Yuan Bing will retire from office by rotation in accordance with article 16.18 of the Company's articles of association and will offer themselves for re-election to serve for another term. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

**Mr. Qu Naijie** (曲乃杰), aged 55, was appointed to the Board on 21 November 2011 and his title was designated as the non-executive Director on 23 February 2014. Mr. Qu is the elder brother of Mr. Qu Naiqiang, the executive Director and a joint president of the Company. Mr. Qu is the founder of the Group, the chairman of the Board and the controlling shareholder of the Company. He is primarily responsible for the overall strategic planning, the general corporate and financial and compliance affairs of the Group. Mr. Qu obtained a bachelor's degree in Chinese Language from Liaoning University (遼寧大學) in Shenyang in December 1992 and completed a research master's degree program in enterprise management at the Dongbei University of Finance and Economics (東北財經大學) in Dalian in July 1998.

Mr. Qu has over 19 years of experience in corporation management and operations. Mr. Qu commenced oil trading business in 1993 and in order to get involved in the real estate development industry, he established Haichang Group Co in 1998. From November 1996 to July 2012, Mr. Qu had been serving as the chairman of the board of directors of Haichang China and has been a director since then. In December 2000, he was appointed as a director of Dalian Laohutan. In 2002, Haichang Group Co and Hutan Park through Dalian Laohutan together developed Dalian Laohutan Polar Aquarium, which since June 2007 has been recognised as a 5A-rated tourist attraction categorised by CNTA and had driven the development of the tourist attractions development industry in Dalian. Following the success of the Dalian Laohutan Polar Aquarium, from 2002 to 2012, Mr. Qu had been further leading the development of seven different theme parks across the PRC. He was appointed as a director of Haichang Asia BVI and Haichang Holdings HK in 2011 and the chairman of the boards of directors of both companies in September 2013. Mr. Qu is also serving as an executive director of Haichang Group Co and Haichang Enterprise Development, as well as a director of most of our operating subsidiaries, including Yantai Fishermen's Wharf Investment Co., Ltd. ("Yantai Fishermen"), Tianjin Polar Tourism Co., Ltd. ("Tianjin Polar"), Wuhan Polar and Chengdu Polar.

**Mr. Makoto Inoue** (井上亮), aged 63, was appointed to the Board on 19 July 2012 and was designated as the non-executive Director on 23 February 2014. He is primarily responsible for the strategic planning for and overseeing of the general corporate, financial and compliance affairs of the Group. Mr. Inoue obtained a bachelor's degree in law from the Faculty of Law of Chuo University in Japan in March 1975. Mr. Inoue has over 40 years of experience in leasing and finance, investment banking, and alternative investment in a global context. He joined ORIX Corporation (formerly known as "Orient Leasing Co., Ltd.") in April 1975 and is currently a director, representative executive officer, president and chief operating officer of ORIX Corporation, a company listed on the Tokyo Stock Exchange, Osaka Securities Exchange and New York Stock Exchange. Mr. Inoue had been serving as a director of Lanka ORIX Leasing Company PLC, a company listed on the Colombo Stock Exchange, Sri Lanka, from 2009 to 2011 and he had also been serving a director of EnTie Commercial Bank Co. Ltd., a company listed on the Taiwan Stock Exchange Corporation, from 2007 to 2012; during his appointments, he took part in the overall strategic management and planning of both companies. In January 2010, Mr. Inoue was appointed as a director of Haichang Enterprise Development. Currently, he is also serving as a non-executive director of China Water Affairs Group Limited (Stock Code: 0855), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited.

**Mr. Yuan Bing** (袁兵), aged 47, was appointed to the Board on 24 August 2012 and his title was designated as the non-executive Director on 23 February 2014. He is primarily responsible for the strategic planning for and overseeing of the general corporate, financial and compliance affairs of the Group. Mr. Yuan graduated with a bachelor's degree in English from Nanjing University (南京大學) in July 1990. In June 1993 and October 1998, Mr. Yuan obtained a master's degree in international relations and a doctorate degree in law from Yale University in the United States, respectively.

Mr. Yuan has extensive experience in corporate finance and investment banking. Mr. Yuan joined Credit Suisse First Boston (Hong Kong) Limited in September 2001 as a vice president of its investment banking division. From April 2004 to June 2006, Mr. Yuan had been working at Morgan Stanley Asia Limited, he then rejoined them from October 2006 till February 2009, where he served as a managing director in the fixed income division. Mr. Yuan joined the Hong Kong office of Hony Capital Limited in April 2009 as a director and has been serving as a managing director since January 2010, where he is mainly responsible for cross-border transactions as well as direct investments in financial services and environmental protection sectors in Hong Kong. Since November 2010, Mr. Yuan has been serving as a non-executive director and member of audit and compensation committees of Biosensors International Group, Ltd, a company listed on the Singapore Stock Exchange. He is also a non-executive director and a member of the audit committee of Hydoo International Holdings Limited (Stock Code: 1396), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited. Currently, Mr. Yuan is also serving as a director of Haichang Asia BVI, Haichang Holdings HK and Haichang China.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

### **EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,000,000,000 Shares of nominal value US\$0.0001 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 400,000,000 Shares which represent 10% of the issued share capital of the Company during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the date on which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

### **REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **FUNDING OF REPURCHASES**

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules, the Companies Law and any other applicable laws. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company, the share premium account of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either or both the profit of the Company or the share premium account of the Company before or at the time the Company's Shares are repurchased, or in the manner provided for in the Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, there may be an adverse impact on the working capital or the gearing position of the Company, as compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2015, being the date on which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**GENERAL**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the proposed Repurchase Mandate is approved by the Shareholders.

**TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Qu Naijie and persons acting in concert with him held in total in 1,811,848,524 Shares, representing approximately 45.3 per cent of the existing issued share capital of the Company. In the event that the Directors exercised in full the Repurchase Mandate, the shareholding of the Company of Qu Naijie and persons acting in concert with him will be increased to approximately 50.3 per cent of the issued share capital of the Company. In the opinion of the Directors, such increase will not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) had been made by the Company in the six months preceding the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest prices</b> <i>HK\$</i>	<b>Lowest prices</b> <i>HK\$</i>
<b>2015</b>		
April	1.95	1.28
May	1.98	1.56
June	2.13	1.62
July	1.72	1.09
August	1.61	1.21
September	1.63	1.29
October	1.82	1.53
November	1.82	1.59
December	1.79	1.63
<b>2016</b>		
January	1.72	1.40
February	1.80	1.52
March	1.84	1.64
April (up to the Latest Practicable Date)	1.68	1.58

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## 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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Haichang Ocean Park Holdings Ltd. (the “**Company**”) 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. for the following purposes:

- 1 To receive and adopt the audited combined 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 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.
- 3 To re-appoint Ernst & Young as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2016.

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## NOTICE OF ANNUAL GENERAL MEETING

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- 4 To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional ordinary shares and other shares in the share capital of the Company (the “Shares”), or options, warrants or similar rights to subscribe for Shares or other securities convertible into the Shares and to make or grant offers, agreements and/or options (including bonds, warrants and debentures exchangeable for or convertible into the Shares) and rights of exchange or conversion which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds, warrants and debentures exchangeable or convertible into the Shares) and rights of exchange or conversion which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) or (ii) of this resolution 4(A) above, otherwise than pursuant to:
  - (a) a Rights Issue (as hereinafter defined);
  - (b) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire the Shares;
  - (c) any scrip dividend or similar arrangement providing for the allotment and issue of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company; or



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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) any issue of the Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed the aggregate of:

- (a) 20% of the issued share capital of the Company as at the date of passing this resolution 4(A); and
- (b) (if the Board is so authorised by resolution 4(C)) the aggregate nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of resolution 4(B) (up to a maximum equivalent to 10% of the issued share capital of the Company as at the date of passing resolution 4(B)), and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution 4(A):

- (A) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

- (B) “**Rights Issue**” means an offer of the Shares, or an offer or issue of warrants, options or other securities which carry a right to subscribe for the Shares, open for a period fixed by the directors of the Company to holders of the Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of the Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) “That:

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (i) above of this resolution 4(B) shall not exceed 10% of the issued share capital of the Company as at the date of passing of this resolution 4(B), and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution 4(B), any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution 4(B) which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**That** conditional upon resolutions 4(A) and 4(B) set out in this notice being passed, the aggregate nominal amount of the Shares which are repurchased by the Company after the date of passing of resolution 4(B) (up to a maximum of 10% of the issued share capital of the Company as at the date of passing of resolution 4(B)) shall be added to the aggregate nominal amount of the share capital that may be (or agreed conditionally or unconditionally to be) allotted, issued, granted, distributed and otherwise dealt with by the Directors pursuant to resolution 4(A).”

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, 27 April 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) A shareholder entitled to attend and vote at the above Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder.
- (b) 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.
- (c) 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 notorially 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.
- (d) The register of members of the Company will be closed from 23 June 2016 (Thursday) to 27 June 2016 (Monday), both days inclusive, to determine the entitlement of shareholders to attend and vote at the Annual General Meeting, during which period no transfers of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 22 June 2016 (Wednesday).

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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) In respect of ordinary resolution 2 above, the 3 directors will retire and be eligible to stand for re-election at the Annual General Meeting. Details of the above directors standing for re-election are set out in Appendix I to the circular containing this notice.
- (f) In respect of ordinary resolution 4(A) above, approval is being sought from the shareholders as a general mandate for the purposes of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (“Listing Rules”).
- (g) In respect of ordinary resolution 4(B) above, an explanatory statement as required by the Listing Rules is set out in Appendix II to the circular containing this notice.