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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Haichang Ocean Park Holdings Ltd. (the “**Company**”) will be held at Large Meeting Room, 31st Floor, Building A, Foreshore Beach World Trade Centre Phase 1, No. 4, Lane 255, Dongyu Road, Pudong New District, Shanghai, the PRC on Thursday, 9 December 2021 at 3:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement (the “**Agreement**”) (a copy of which is tabled at the EGM, marked “A” and initialed by the chairman of the EGM for identification purpose) dated 13 October 2021 entered into among:
 - (i) the Company,
 - (ii) Haichang Holdings (Hong Kong) Limited (an indirect wholly-owned subsidiary of the Company) (“**HKHC**”),
 - (iii) Dalian Haichang Travel Group Company Limited* (大連海昌旅遊集團有限公司) (an indirect wholly-owned subsidiary of the Company) (“**DLHC**”),
 - (iv) Zhengzhou Haichang Polar Ocean Park Company Limited* (鄭州海昌極地海洋公園有限公司) (an indirect wholly-owned subsidiary of the Company) (“**ZZHC**”, together with the Company, HKHC and DLHC, the “**Vendors**”),
 - (v) Haihe (Dalian) Cultural Tourism Development Management Company Limited* (海合(大連)文化旅遊開發管理有限公司) (a wholly foreign-owned enterprise established in the PRC) (“**Dalian WFOE1**”),
 - (vi) Haibo (Dalian) Cultural Tourism Development Management Company Limited* (海博(大連)文化旅遊開發管理有限公司) (a wholly foreign-owned enterprise established in the PRC) (“**Dalian WFOE2**”),

- (vii) Chengdu Polar Ocean Industrial Company Limited* (成都極地海洋實業有限公司) (an indirect wholly-owned subsidiary of the Company) (the “**Chengdu Company**”),
- (viii) Tianjin Polar Travel Company Limited* (天津極地旅遊有限公司) (an indirect wholly-owned subsidiary of the Company) (the “**Tianjin Company**”),
- (ix) Qingdao Polar Ocean World Company Limited* (青島極地海洋世界有限公司) (an indirect wholly-owned subsidiary of the Company) (the “**Qingdao Company**”),
- (x) Wuhan Polar Ocean World Investment Company Limited* (武漢極地海洋世界投資有限公司) (an indirect wholly-owned subsidiary of the Company) (the “**Wuhan Company**”, together with the Chengdu Company, the Tianjin Company and the Qingdao Company, the “**Four Theme Parks Companies**”),
- (xi) Zhengzhou Haichang Ocean Park Tourism Development Co., Ltd.* (鄭州海昌海洋公園旅遊發展有限公司) (a direct wholly owned subsidiary of ZZHC) (the “**Zhengzhou Project Company**”), and
- (xii) Aquaman Hong Kong Limited (the “**Purchaser**”)

in relation to, among others, the disposal of 100% equity interests in each of the Four Theme Parks Companies and 66% equity interests in the Zhengzhou Project Company by the Vendors to the Purchaser, the details of which are set out in the paragraph headed “Letter from the Board – The Agreement” contained in the circular of the Company dated 22 November 2021 (the “**Circular**”) (a copy of which is tabled at the EGM, marked “B” and initialed by the chairman of the EGM for identification purpose), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) the strategic cooperation agreement (the “**Strategic Cooperation Agreement**”) (a copy of which is tabled at the EGM, marked “C” and initialed by the chairman of the EGM for identification purpose) dated 13 October 2021 entered into between the Company and the Purchaser in relation to, among others, strengthening the cooperation of business activities between the Company and the Purchaser, the details of which are set out in the paragraph headed “Letter from the Board – The Strategic Cooperation Agreement” contained in the Circular, together with the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (c) the transitional service agreement (the “**Transitional Service Agreement**”) (a copy of which is tabled at the EGM, marked “D” and initialed by the chairman of the EGM for identification purpose) to be entered into among the Vendors, the Purchaser, the Four Theme Parks Companies and the Zhengzhou Project Company pursuant to which the Vendors will provide or cause to provide various transitional services to the Purchaser, the details of which are set out in the paragraph headed “Letter from the Board – The Transitional Service Agreement”) contained in the Circular, together with the transactions contemplated thereunder, be and are hereby approved and confirmed;

- (d) the shareholders' agreement (the "**Shareholders' Agreement**") (a copy of which is tabled at the EGM, marked "E" and initialed by the chairman of the EGM for identification purpose) to be entered into among ZZHC, the Zhengzhou Project Company and Dalian WFOE2 in relation to governing of matters of the Zhengzhou Project Company, the details of which are set out in the paragraph headed "Letter from the Board – The Shareholders' Agreement" contained in the Circular, together with the transactions contemplated thereunder, be and are hereby approved and confirmed;
- (e) the brand licensing agreement (the "**Brand Licensing Agreement**") (a copy of which is tabled at the EGM, marked "F" and initialed by the chairman of the EGM for identification purpose) to be entered into among the Vendors, the Company's wholly-owned subsidiaries and the Purchaser in relation to, among others, the authorisation for use of the Company's brands and dedicated intellectual property, the details of which are set out in the paragraph headed "Letter from the Board – The Brand Licensing Agreement" contained in the Circular, together with the transactions contemplated thereunder, be and are hereby approved and confirmed;
- (f) the escrow account agreement (the "**Escrow Account Agreement**") (a copy of which is tabled at the EGM, marked "G" and initialed by the chairman of the EGM for identification purpose) to be entered into among the Company, the Purchaser and the escrow bank in relation to setting up an escrow account for the settlement of part of the considerations under the Agreement, together with the transactions contemplated thereunder, be and are hereby approved and confirmed; and
- (g) any one director of the Company ("**Director**") be and is hereby authorised to take all such steps and perform all such acts, deeds and things and execute all other documents, instruments and agreements as he/they consider necessary or expedient to effect and implement the Agreement, the Strategic Cooperation Agreement, the Transitional Service Agreement, the Shareholders' Agreement, the Brand Licensing Agreement and the Escrow Account Agreement and all transactions contemplated thereunder.

By Order of the board of Directors of
Haichang Ocean Park Holdings Ltd.
Wong Xuguang

Executive Director and Chief Executive Officer

Shanghai, the People's Republic of China, 22 November 2021

English names marked with "" are translations of their Chinese names and are included in this notice for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name prevails.*

Notes:

1. In order to determine the entitlement to attend and vote at the EGM, the register of members and transfer books of the Company will be closed from Monday, 6 December 2021 to Thursday, 9 December 2021 (both days inclusive), during which period no transfer of Shares will be registered. The record date for entitlement to attend and vote at the EGM is Thursday, 9 December 2021. In order to qualify to attend and vote at the EGM, all transfers of Shares, accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 3 December 2021.
2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
5. Resolution sets out in this notice shall be decided by poll.

As at the date of this notice, the executive Directors are Mr. Wang Xuguang, Mr. Qu Cheng and Mr. Gao Jie, the non-executive Directors are Mr. Qu Naijie, Mr. Li Hao and Mr. Yuan Bing and the independent non-executive Directors are Mr. Chen Guohui, Mr. Wang Jun and Ms. Zhang Meng.