



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 9 DECEMBER 2021

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 Extraordinary General Meeting (as defined below) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting to 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. (the "Extraordinary General Meeting") and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolution as sets out in the notice of the Extraordinary 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 Extraordinary General Meeting in such manner as he/she thinks fit.

Ordinary Resolution ^(Note 4)	For ^(Note 5)	Against ^(Note 5)
<p>To approve, confirm and/or ratify</p> <p>(a) the conditional sale and purchase agreement dated 13 October 2021 entered into among:</p> <p>(i) the Company,</p> <p>(ii) Haichang Holdings (Hong Kong) Limited ("HKHC"),</p> <p>(iii) Dalian Haichang Travel Group Company Limited* (大連海昌旅遊集團有限公司) ("DLHC"),</p> <p>(iv) Zhengzhou Haichang Polar Ocean Park Company Limited* (鄭州海昌極地海洋公園有限公司) ("ZZHC", together with the Company, HKHC and DLHC, the "Vendors"),</p> <p>(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) ("Dalian WFOE1"),</p> <p>(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) ("Dalian WFOE2"),</p> <p>(vii) Chengdu Polar Ocean Industrial Company Limited* (成都極地海洋實業有限公司) (the "Chengdu Company"),</p> <p>(viii) Tianjin Polar Travel Company Limited* (天津極地旅遊有限公司) (the "Tianjin Company"),</p> <p>(ix) Qingdao Polar Ocean World Company Limited* (青島極地海洋世界有限公司) (the "Qingdao Company"),</p> <p>(x) Wuhan Polar Ocean World Investment Company Limited* (武漢極地海洋世界投資有限公司) (the "Wuhan Company", together with the Chengdu Company, the Tianjin Company and the Qingdao Company, the "Four Theme Parks Companies"),</p> <p>(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) (the "Zhengzhou Project Company"), and</p> <p>(xii) Aquaman Hong Kong Limited (the "Purchaser") and the transactions contemplated thereunder;</p> <p>(b) the strategic cooperation agreement dated 13 October 2021 entered into between the Company and the Purchaser and the transactions contemplated thereunder;</p> <p>(c) the transitional service agreement to be entered into among the Vendors, the Purchaser, the Four Theme Parks Companies and the Zhengzhou Project Company and the transactions contemplated thereunder;</p> <p>(d) the shareholders' agreement to be entered into among ZZHC, the Zhengzhou Project Company and Dalian WFOE2 and the transactions contemplated thereunder;</p> <p>(e) the brand licensing agreement to be entered into among the Vendors, the Company's wholly-owned subsidiaries and the Purchaser and the transactions contemplated thereunder;</p> <p>(f) the escrow account agreement to be entered into among the Company, the Purchaser and the escrow bank and the transactions contemplated thereunder; and</p> <p>To authorise</p> <p>(g) any one director of the Company ("Director") 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.</p>		

Dated this _____ day of _____, 2021

Shareholder's signature(s)^(Note 6) _____

Notes:

1. Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. 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).
3. Full name(s) and address(es) of the proxy desired shall be inserted in BLOCK CAPITALS. If not completed, the chairman of the Extraordinary 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.
4. The above description of the proposed ordinary resolution is by way of summary only. The full text appears in the notice of the Extraordinary General Meeting.
5. **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 resolution which may be properly put to the meeting).
6. 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.
7. In the case of joint holders of any share, any one of such persons may vote at the Extraordinary 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 Extraordinary 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.
8. To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, 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 Extraordinary 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.
9. Resolution sets out in this form of proxy shall be decided by poll.
10. A proxy need not be a shareholder of the Company but must attend the Extraordinary General Meeting in person to represent you.

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

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Extraordinary General Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.