



# 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 19 AUGUST 2025

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of<sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ shares of US\$0.00005 each in the capital of Haichang Ocean Park Holdings Ltd. (the “Company”) hereby  
appoint<sup>(Note 3)</sup> \_\_\_\_\_  
of<sup>(Note 3)</sup> \_\_\_\_\_  
or failing him/her, the chairman of the Extraordinary General Meeting (as defined below) as my/our proxy to attend 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 Tuesday, 19 August 2025 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 resolutions as set 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 Resolutions <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
1.	<b>THAT:</b> (a) the authorised share capital of the Company be increased from US\$500,000 divided into 10,000,000,000 shares to US\$750,000 divided into 15,000,000,000 shares by the creation of additional US\$250,000 divided into 5,000,000,000 shares, such shares shall rank pari passu in all respects; and (b) the Directors(s) be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.		
2.	<b>THAT:</b> (a) the conditional subscription agreement dated 2 June 2025 and entered into between the Company as issuer and Sunriver Starrysea Tourism (Cayman) Co., Ltd. as subscriber in relation to, among others, the subscription of the 5,100,000,000 new shares at the subscription price of HK\$0.45 per Subscription Share, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; (b) conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement and the transactions contemplated thereunder be and is hereby approved; (c) the Board be and is hereby granted with a specific mandate to allot and issue the Subscription Shares to the Subscriber; and (d) any one Director be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the allotment and issue of the Subscription Shares and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its Shareholders as a whole.		
<b>SPECIAL RESOLUTION</b>			
3.	<b>THAT:</b> subject to the granting of the Whitewash Waiver by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the waiver of the obligation on the part of the Subscriber and parties acting in concert with it to make a mandatory general offer to the shareholders of the Company for all the issued shares of the Company (other than those already owned or agreed to be acquired by Subscriber and parties acting in concert with it) which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Subscription Agreement pursuant to Note 1 on Dispensations from Rule 26 of The Code on Takeovers and Mergers and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents under seal where applicable as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2025

Shareholder's signature(s)<sup>(Note 6)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- 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).
- 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.
- The above description of the proposed resolutions is by way of summary only. The full text appears in the notice of the Extraordinary General Meeting. Unless otherwise stated, capitalised terms used in the above description of the proposed resolutions shall have the same meanings as those defined in the notice of the Extraordinary General Meeting.
- 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 resolutions which may be properly put to the meeting).**
- 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.
- 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.
- 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.
- The resolutions set out in this form of proxy shall be decided by poll.
- A proxy need not be a shareholder of the Company but must attend the Extraordinary General Meeting in person to represent you.

#### 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.