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HAICHANG OCEAN PARK HOLDINGS LTD.

海昌海洋公園控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2255)

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 19 AUGUST 2025; AND (2) GRANT OF WHITEWASH WAIVER

The Board is pleased to announce that the ordinary resolutions and special resolution as set out in the Notice were duly passed by the Shareholders by way of poll at the EGM held on 19 August 2025.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 19 AUGUST 2025

Reference is made to the circular of Haichang Ocean Park Holdings Ltd. (the “**Company**”) (the “**Circular**”) and the notice of the EGM (the “**Notice**”) both dated 31 July 2025 in relation to, among other things, the Subscription and the Whitewash Waiver. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the ordinary resolutions and special resolution as set out in the Notice were duly passed by the Shareholders by way of poll at the EGM 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 19 August 2025. Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the EGM.

As disclosed in the Circular, Mr. Wang Xuguang, a non-executive Director, who was involved in the negotiations of the Subscription and held an aggregate of 20,780,000 Shares (representing approximately 0.25% of the total number of issued Shares as at the date of the EGM), had abstained from voting on all of the resolutions set out in the Notice. The trustee of the share award scheme of the Company held a total of 9,910,000 Shares, shall abstain and had abstained, from voting on the resolutions at the EGM pursuant to the Listing Rules.

Save as disclosed above, no other Shareholder was required to abstain from voting on or to abstain from voting on the resolutions set out in the Notice pursuant to the Listing Rules.

As at the date of the EGM, there were (i) no treasury Shares held by the Company (including any treasury Shares held or deposited with Central Clearing and Settlement System) and as such no voting rights of treasury Shares have been exercised at the EGM; and (ii) no Shares repurchased by the Company which are pending cancellation and should be excluded from the total number of Shares for the purpose of the EGM.

Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against such resolutions at the EGM was 8,083,312,000 Shares, representing approximately 99.62% of the total number of issued Shares as at the date of the EGM. None of the Shareholders has stated their intention in the Circular to vote against any of the resolutions at the EGM.

Set out below are the results of the voting by the Shareholders in respect of the resolutions put to vote by poll at the EGM held on 19 August 2025:

Ordinary Resolutions		Number of votes (% of total valid votes cast)		Total Votes
		For	Against	
1.	<p>“THAT:</p> <p>(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;</p> <p>(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.”</p>	<p>6,070,259,195 99.86%</p>	<p>8,507,418 0.14%</p>	6,078,766,613

Ordinary Resolutions		Number of votes (% of total valid votes cast)		Total Votes
		For	Against	
2.	<p>“THAT:</p> <p>(a) the conditional subscription agreement dated 2 June 2025 and entered into between the Company as issuer and Sunriver Starryseal 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;</p> <p>(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;</p> <p>(c) the Board be and is hereby granted with a specific mandate to allot and issue the Subscription Shares to the Subscriber; and</p>	<p>5,961,380,343 99.85%</p>	<p>8,796,270 0.15%</p>	5,970,176,613

Ordinary Resolutions		Number of votes (% of total valid votes cast)		Total Votes
		For	Against	
	(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.”			
As more than 50% of the votes were cast in favour of the above resolutions, the above resolutions were duly passed at the EGM.				

Special Resolution		Number of votes (% of total valid votes cast)		Total Votes
		For	Against	
3.	<p>“THAT:</p> <p>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 be 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.”</p>	<p>5,961,380,343 99.85%</p>	<p>8,796,270 0.15%</p>	5,970,176,613
<p>As not less than 75% of the votes were cast in favour of the above resolution, the special resolution was duly passed at the EGM.</p>				

All of the Directors (other than Mr. Qu Naijie, Mr. Go Toutou (former name Wu Tongtong) and Mr. Wang Xuguang) attended the EGM in person or by electronic means. Mr. Li Kehui, an executive Director (who is disinterested in the Subscription and the Whitewash Waiver, and independent from and not acting in concert with the Subscriber, its ultimate beneficial owner and the parties acting in concert with any of them under the Takeovers Code), acted as the chairman of the EGM. The total number of Shares that Mr. Li, as the chairman of the EGM, voted under proxy instructions at the EGM for each of resolution no. 1, 2 and 3 was 6,078,766,611, 5,970,176,611 and 5,970,176,611, representing approximately 74.9%, 73.6% and 73.6% of the total number of issued Shares as at the date of the EGM, respectively. Mr. Li, as the chairman of the EGM, did not use his discretion on behalf of any Shareholders voting by proxy.

INCREASE IN AUTHORISED SHARE CAPITAL

Upon approval by the Shareholders by way of passing the ordinary resolution no. 1 at the EGM, the Increase in Authorised Share Capital has become unconditional and effective. Accordingly, the authorised share capital of the Company has increased to US\$750,000 divided into 15,000,000,000 Shares.

GRANT OF WHITEWASH WAIVER

The Executive has, on 14 August 2025, granted the Whitewash Waiver, subject to (i) the approval by at least 75% of the votes cast by the Independent Shareholders either in person or by proxy in respect of the Whitewash Waiver and more than 50% of the votes cast by the Independent Shareholders either in person or by proxy in respect of the Subscription and the transactions contemplated thereunder, respectively, at the EGM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and Sunriver and parties acting in concert with them between the date of the Announcement and the Completion.

The abovementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement.

Further announcement(s) will be made by the Company to keep its Shareholders and potential investors informed of any material development in relation to the Subscription as and when appropriate.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (a) as at the date of the EGM; and (b) immediately upon allotment and issue of the Subscription Shares (assuming that there is no other change in the share capital of the Company prior to Completion), are set out below:

	As at the date of the EGM		Immediately upon allotment and issue of the Subscription Shares	
	<i>Number of Shares</i>	<i>Approximate percentage (%)</i>	<i>Number of Shares</i>	<i>Approximate percentage (%)</i>
The Subscriber	–	–	5,100,000,000	38.60
Directors				
Mr. Qu Cheng	24,332,592	0.30	24,332,592	0.18
Mr. Wang Xuguang	20,780,000	0.25	20,780,000	0.16
Substantial Shareholders				
Zeqiao Holdings Limited (formerly known as Haichang Group Limited) ⁽¹⁾	3,837,231,048	47.29	3,837,231,048	29.04
Mountain Tai Apollo Investment Limited ⁽²⁾	786,768,000	9.70	–	–
ORIX Asia Capital Limited ⁽²⁾	400,000,000	4.93	–	–
Public Shareholders				
Mountain Tai Apollo Investment Limited ⁽²⁾	–	–	786,768,000	5.95
ORIX Asia Capital Limited ⁽²⁾	–	–	400,000,000	3.03
Other public Shareholders	3,044,890,360	37.53	3,044,890,360	23.04
Total	8,114,002,000	100%	13,214,002,000	100%

Notes:

- (1) Zeqiao Holdings Limited is wholly owned by Zeqiao International (BVI) Limited, which is in turn wholly owned by Cantrust (Far East) Limited, the trustee of Generation Qu Trust, which is a discretionary trust set up by Mr. Qu Cheng as settlor for the benefit of himself and his family.
- (2) Mountain Tai Apollo Investment Limited holds 786,768,000 Shares. Mountain Tai Apollo Investment Limited is wholly owned by ORIX (China) Investment Company Limited, which is in turn wholly owned by ORIX Corporation. ORIX Asia Capital Limited holds 400,000,000 Shares and is wholly owned by ORIX Corporation. Accordingly, ORIX Corporation is deemed to be interested in the 786,768,000 Shares held by Mountain Tai Apollo Investment Limited and the 400,000,000 Shares held by ORIX Asia Capital Limited.

Since Completion is subject to the fulfilment or waiver (as applicable) of the conditions precedent as set out in the Subscription Agreement, the Subscription may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

By order of the Board
Haichang Ocean Park Holdings Ltd.
Qu Naijie
Executive Director and Chief Executive Officer

Shanghai, the People's Republic of China, 19 August 2025

As at the date of this announcement, the Board comprises (i) three executive Directors, namely, Mr. Qu Naijie (Chairman), Mr. Qu Cheng and Mr. Li Kehui; (ii) three non-executive Directors, namely, Mr. Wang Xuguang, Mr. Go Toutou (Former name Wu Tongtong), Mr. Yuan Bing; and (iii) three independent non-executive Directors, namely Mr. Zhu Yuchen, Mr. Wang Jun and Ms. Shen Han.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.