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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Haichang Ocean Park Holdings Ltd. 海昌海洋公園控股有限公司 (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 Friday, 28 June 2024 at 4:00 p.m. (or immediately after the conclusion of the annual general meeting of the Company to be convened at the same place and date at 3:00 p.m., whichever is later), or any adjournment thereof, to consider and, if thought fit, passing, with or without modifications, the following resolution. Unless otherwise defined, capitalised terms defined in the circular dated 14 June 2024 shall have the same meanings when used in this notice.

ORDINARY RESOLUTION

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, the ordinary shares in the capital of the Company (the “**Shares**”) (or such Shares as shall result from a capitalisation issue, rights issue, subdivision, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) which may be issued in respect of the rights granted for the subscription of Shares (the “**Options**”) pursuant to the share option scheme proposed to be adopted by the Company at the Extraordinary General Meeting (the “**2024 Share Option Scheme**”) in its present form or as may be amended from time to time, a copy of which is tabled at the Extraordinary General Meeting and marked “A” and initialled by the chairman of the Extraordinary General Meeting for identification purpose, the 2024 Share Option Scheme be and is hereby approved and adopted; and any director of the Company (“**Director**”) and/or his/her delegate(s) be and are hereby authorised to do all such acts and

to enter into all such transactions, arrangements and agreements as may be necessary, expedient or desirable in order to give full effect to the 2024 Share Option Scheme, including but without limitation:

- (i) to administer the 2024 Share Option Scheme under which the Options will be granted to the eligible participants under the 2024 Share Option Scheme to subscribe for the Shares, including but not limited to determining and granting the Options in accordance with the terms of the 2024 Share Option Scheme; and
 - (ii) to grant the Options under the 2024 Share Option Scheme and to allot and issue from time to time such number of Shares as may be required to be allotted and issued in respect of the Options to be granted under the 2024 Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Companies Act of the Cayman Islands; and
- (b) the total number of Shares which may be issued in respect of all options and awards to be granted under the 2024 Share Option Scheme and any other share schemes of the Company must not in aggregate exceed 10% of the total number of issued Shares as at the date on which the last condition set out in the conditions for the adoption of the 2024 Share Option Scheme is fulfilled.”

By Order of the Board
Haichang Ocean Park Holdings Ltd.
Qu Naijie

*Executive Director, Chairman of the Board and
Chief Executive Officer*

Shanghai, the People’s Republic of China, 14 June 2024

Registered office:
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Shanghai, the PRC

*Principal place of business
in Hong Kong:*
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K11 ATELIER
Victoria Dockside
18 Salisbury Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

- (a) A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the above Extraordinary General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her and a proxy so appointed shall have the same right as the Shareholder to speak at the meeting. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (b) In the case of joint holders of any Share, any one of such persons may vote at the above 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 above 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 shall alone be entitled to vote in respect thereof.
- (c) A form of proxy for use at the Extraordinary General Meeting is enclosed with the circular of the Company dated 14 June 2024. 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 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 appointed for the holding of the Extraordinary 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 Extraordinary General Meeting (or any adjourned meeting thereof) if they so wish.
- (d) The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, to determine the entitlement of Shareholders to attend and vote at the Extraordinary General Meeting, during which period no transfers of Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 24 June 2024.
- (e) The proposed resolution set out in this notice will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.haichangoceanpark.com in accordance with the Listing Rules.

As at the date of this notice, the executive Directors are Mr. Qu Naijie, Mr. Qu Cheng and Mr. Li Kehui; the non-executive Directors are Mr. Wang Xuguang, Mr. Go Toutou (former name Mr. Wu Tongtong) and Mr. Yuan Bing; and the independent non-executive Directors are Mr. Wang Jun, Mr. Zhu Yuchen and Ms. Shen Han.