

## SUMMARY

*This summary aims to give you an overview of the information contained in this prospectus. As it is a summary, it does not contain all the information that may be important to you. You should read the whole document before you decide to invest in the Offer Shares.*

### OVERVIEW

We are a leading developer and operator of theme parks and ancillary commercial properties in China. Our theme parks provide a comprehensive theme park, leisure, dining and shopping experience to their customers through both their in-park offerings and the complementary services offered by the ancillary commercial properties adjacent to our theme parks. According to Euromonitor, we are the largest marine theme park operator in China in terms of admission attendance in 2012, which amounted to 7.2 million visitors, more than twice the number of visitors hosted by our closest competitor.

We currently operate six marine theme parks located in Dalian, Qingdao, Tianjin, Yantai, Wuhan and Chengdu, respectively. As part of the Reorganization, we will complete the acquisitions of the Additional Theme Parks, namely Dalian Discoveryland and Chongqing Caribbean Water Park, by the end of 2014. Prior to the Reorganization, the Additional Theme Parks had been operated by our senior management team, together with our other marine theme parks, since their inception. Our marine theme parks and the Additional Theme Parks together hosted more than 9.4 million visitors in 2012 in terms of admission attendance. According to Euromonitor, if taking into account the Additional Theme Parks, we would have been ranked as the second largest theme park operator in China and one of the top ten theme park operators worldwide based on admission attendance in 2012. For 2010, 2011 and 2012 and the nine months ended September 30, 2013, (i) adjusted EBITDA of park operations was RMB179.0 million, RMB187.1 million, RMB267.8 million and RMB335.4 million, respectively, and (ii) adjusted net profit of park operations was RMB55.0 million, RMB22.8 million, RMB70.6 million and RMB174.2 million, respectively<sup>(1)</sup>.

To offer our park visitors an integrated travel experience and benefit from the potential appreciation in value of the properties adjacent to our theme parks, we develop, sell and selectively hold ancillary commercial properties adjacent to our theme parks. These ancillary commercial properties not only increase theme park visitors' lengths of stay and create more consumption options for them, but also provide us with additional sources of funds through property sales and rental income to further develop and upgrade our theme parks. In line with the practice of international theme park operators, our ancillary commercial property business is an integral part of our project development process. It is usually the same project company that acquires the land for both our theme park and its ancillary commercial properties pursuant to a comprehensive project design developed by us in consultation with the relevant local government authorities. The project design usually envisages that the theme park plays a key role in attracting visitor traffic and promoting the general development of the area, while the ancillary commercial properties support and complement the theme park operations. For 2010, 2011, 2012 and the nine months ended September 30, 2013, property sales derived from our property development and holding segment amounted to RMB397.8 million, RMB133.0 million, RMB230.3 million and RMB125.5 million, respectively with a total delivered GFA of 43,193 sq.m., 14,182 sq.m., 15,763 sq.m. and 8,323 sq.m., respectively. As of December 31, 2013, the total GFA of our completed ancillary commercial properties held for sale and held for investment was approximately 60,712 sq.m. (including 2,299 sq.m. in Dalian that was acquired in January 2014) and 113,650 sq.m., respectively. For 2010, 2011 and 2012 and the nine months ended September 30, 2013, adjusted EBITDA of property development and holding was RMB173.8 million, RMB31.2 million, RMB94.2 million and RMB36.7 million, respectively. For 2010, 2011 and 2012, the adjusted net profit of our property development and holding segment was RMB128.2 million, RMB22.6 million, RMB8.2 million, while for the nine months ended September 30, 2013, the adjusted net loss of our property development and holding segment was RMB69.8 million<sup>(1)</sup>.

(1) See “– Summary of Combined Financial Information of Our Group – Certain Operational and Financial Data” for the footnotes explaining how segment data of adjusted EBITDA and adjusted net profit was calculated and cautionary notes as to the limitations in deriving such adjusted measures, which shall not be considered as alternatives to any standard IFRS measures.

## SUMMARY

Revenue from our park operations increased from RMB386.3 million in 2010 to RMB536.4 million in 2011, and to RMB633.4 million in 2012 and was RMB590.1 million for the nine months ended September 30, 2013. Our total revenue was RMB799.2 million, RMB683.7 million, RMB889.0 million and RMB779.2 million in 2010, 2011 and 2012 and for the nine months ended September 30, 2013, respectively. Assuming the Additional Theme Parks had been acquired by us on the first day of the relevant period, on a pro forma basis, our total revenue would have amounted to RMB1,112.9 million for 2012 and RMB1,015.6 million for the nine months ended September 30, 2013, respectively. See “Financial Information – Unaudited Pro Forma Financial Information” and the accountants’ report included in Appendix IIA to this prospectus for details on the unaudited pro forma combined financial information of the Enlarged Group resulting from the Acquisitions.

Various PRC government authorities promulgated in March 2013 the Theme Park Opinions, which for the first time defined “theme park” and clarified the project approval requirements for theme parks of different sizes in terms of site area and total investment amount under PRC law. One of the major policy drivers behind the Theme Park Opinions is to prohibit development of residential or commercial property using the land granted for park development. One of the key features of the theme park defined under the Theme Park Opinions is operation in an enclosed manner. For the avoidance of doubt, the term “theme park” as used in this prospectus is as defined in the section entitled “Glossary of Technical Terms,” and differs from a “Theme Park Under 2013 Opinions” which is defined in the section entitled “Definitions” with reference to the relevant PRC regulations. Before the issuance of the Theme Park Opinions, a different and less clear project approval regime had applied to theme park projects in China, including our theme parks and the Additional Theme Parks, and the then-current project approval requirements have been complied with in respect of each of these theme parks as confirmed by our PRC legal advisor. See “Business – Project Approvals for Our Theme Parks and Additional Theme Parks.”

### COMPETITIVE STRENGTHS AND BUSINESS STRATEGIES

We believe the following competitive strengths differentiate us from our competitors and have contributed to our success: (1) we are the largest marine theme park operator in China; (2) we have the largest marine animal collection in China with industry leading animal care expertise; (3) we have industry leading operational capabilities; (4) we are in a strong position to capitalize on the significant growth potential of China’s tourism and theme park markets; (5) we enjoy the synergy between our theme parks and their ancillary commercial properties; (6) we have experienced management and technical teams; and (7) we have strategic investors with strong commitment to our business model.

Our strategies for future development include to: (1) continue to promote our national theme park brand; (2) continue to increase the profits of our existing theme parks; (3) continue to expand our portfolio and offerings; (4) further strengthen ancillary commercial property development; and (5) continue to support species preservation, sustainability and animal care.

### OUR THEME PARKS AND ANCILLARY COMMERCIAL PROPERTIES

Our theme parks and the Additional Theme Parks are located in major metropolises in the economically developed Bohai Sea Economic Rim, central China and Chengdu-Chongqing Economic Rim and provide versatile themed offerings that attract both regional and destination visitors. These theme parks offer visitors a variety of exhilarating and educational experiences, from animal encounters and displays that invite exploration and appreciation of the natural world, to thrilling rides, water slides and spectacular shows. As an integral part of our project development process, we also develop ancillary commercial properties adjacent to our theme parks with a view to both supplementing the offerings of our theme parks and deriving additional revenue from property sales and rental income from our investment properties. See “Business – Operation of Ancillary Commercial Properties.”

## SUMMARY

The table below sets forth details about our theme parks and the Additional Theme Parks and their respective ancillary commercial properties. See “Business – Overview of Our Theme Parks and Ancillary Commercial Properties.”

	Year Opened	Site Area of the Occupied Land of Theme Park (sq.m.) <sup>1</sup>	GFA of Theme Park (sq.m.) <sup>2</sup>	Operating Season	Actual or Planned Use of Ancillary Commercial Properties <sup>5</sup>	GFA of Completed Properties Held for Investment or for Sale (sq.m.) <sup>5</sup>	GFA of Properties Under Development (underground GFA) (sq.m.) <sup>5</sup>	GFA of Properties Held for Future Development (underground GFA) (sq.m.) <sup>5</sup>
<b>Our Theme Parks</b>								
Dalian Laohutan Ocean Park . . . . .	2002	20,353	38,151	Year-round	Commercial street	12,671 <sup>6</sup>	Nil	Nil
Qingdao Polar Ocean World . . . . .	2006	117,675	45,357	Year-round	Commercial street	16,735	Nil	Nil
Chengdu Polar Ocean World . . . . .	2010	240,048	48,600	Year-round	Commercial street, club house, office and hotel	44,087	46,126 (12,135)	Nil
Tianjin Polar Ocean World . . . . .	2010	30,495	49,289	Year-round	Commercial street and serviced apartments	44,291	59,006 (12,118)	120,749 (37,938)
Yantai Whale Shark Aquarium and Yantai Yudaishan Hot Spring Resort . . . . .	2011	156,604	31,886	Year-round	Commercial street	10,649	Nil	Nil
Wuhan Polar Ocean World . . . . .	2011	279,476	42,788	Year-round	Commercial street and serviced apartments	45,929	Nil	250,542 (58,190)
<b>Additional Theme Parks</b>								
Dalian Discoveryland . . . . .	2006	466,896	70,756	March-November <sup>4</sup>	Nil	Nil	Nil	Nil
Chongqing Caribbean Water Park . . . . .	2009	65,130	nil <sup>3</sup>	April-October <sup>4</sup>	Commercial street	46,191	Nil	54,095 (9,758)

**Notes:**

- 1 As the land use rights in respect of certain theme parks and their ancillary commercial properties are recorded in one or more land use right certificates without allocation of the land between theme parks and their ancillary commercial properties, the site area shown in this column may also cover land used for ancillary commercial properties.
- 2 The GFA shown in this column is based on our internal records regarding the buildings that form theme parks.
- 3 Because Chongqing Caribbean Water Park is a water park without above-the-ground buildings, the total GFA of the park is nil.
- 4 The actual operating season of the Additional Theme Parks in any given year is subject to weather conditions.
- 5 The statistics of the ancillary commercial properties as of December 31, 2013 are based on the property valuation reports set out as Appendix IVA and Appendix IVB of this prospectus.
- 6 The ancillary commercial properties in Dalian, namely Dalian Fishermen’s Wharf, were acquired by us recently and such acquisitions were completed in January 2014. The total GFA included a GFA of 2,299 sq.m. that was acquired in January 2014.

Through years of efforts, we have developed comprehensive capabilities in each step of the development of our theme park projects and established standardized management system, which enable us to offer high-quality services to visitors to our theme parks, maximize the synergy between theme parks and their ancillary commercial properties by offering integrated travel experiences to visitors, and replicate our established business model in new locations. In addition, we plan to develop another two theme parks, namely, Sanya Haitang Bay Dream World and Shanghai Haichang Polar Ocean World. See “Business – Theme Parks to be Developed” and “Risk Factors – Risks Primarily Relating to Our Theme Park Business – Development of Sanya Haitang Bay Dream World and Shanghai Haichang Polar Ocean World is subject to uncertainties.” Our Sanya project is one of the theme park projects to be developed as part of our strategies to promote our national theme park brands and to expand our theme park portfolio. Although we believe the Sanya project will be a themed entertainment park area and viewed as such by the public, our Sanya project is not deemed as a Theme Park Under 2013 Opinions based on our interviews with the local government authorities in Sanya and the advice of our PRC legal advisor, as it is planned to be a themed entertainment park area operated in an open manner, as opposed to an enclosed park with a specific theme. See “Regulatory Overview – Regulations – Theme Park – Project Approval.”

## SUMMARY

### OUR ANIMALS

We believe we are attractively positioned in our industry with our extensive animal collection and our ability to design differentiated and interactive attractions showcasing our animals. As of December 31, 2013, our animal collection comprised more than 500 marine and polar animals of approximately 30 species and more than 40,000 animals such as fish, coral and jellyfish, including approximately 500 large-size sharks of more than ten species. We have a team of over 600 zoological staff well trained to promote the welfare and living environment of our animals, which is supported by international veterinary advisors and partners. We believe our expertise and dedication in protecting the well-being of our animals will continue to contribute to the sustainable development of our business. See “Business – Our Animals.”

### CUSTOMERS AND SUPPLIERS

#### Theme Park Business

Our customers of the theme park business primarily include theme park visitors consisting of destination tourists from outside the region in which our theme parks operate and regional visitors who reside within the region. Our suppliers to our theme park business mainly include construction companies engaged by us for the construction of the theme parks, suppliers of animals and animal-related life support systems, suppliers for large-scale and high-tech entertainment equipment and suppliers of raw materials and merchandise to support our routine up-keep and operation.

#### Ancillary Commercial Property Business

Our ancillary commercial property business derives its revenue mainly from purchasers of ancillary commercial properties sold by us and tenants leasing ancillary commercial properties held by us. Our ancillary commercial property business’s suppliers mainly include construction companies engaged by us to construct the properties and suppliers of the construction materials as well as other service suppliers such as property management companies.

### RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Immediately following the completion of the Global Offering (excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and the Shares to be issued under the Share Option Scheme), indirectly through Haichang BVI, Qu Naijie will own an approximately 53.48% interest in the post-offering enlarged issued share capital of our Company and hence will, together with Haichang BVI, continue to be our Controlling Shareholders. Accordingly, subject to our memorandum and articles of association and the Cayman Companies Law, Qu Naijie, by virtue of his controlling beneficial ownership of our share capital as well as his position as the chairman of our Board, will be able to exercise substantial influence over our business or otherwise on matters of significance to us and other Shareholders. See “Relationship With Our Controlling Shareholders.”

### SUMMARY OF COMBINED FINANCIAL INFORMATION OF OUR GROUP

The following is a summary of our Group’s combined financial information as of and for the years ended December 31, 2010, 2011 and 2012 and the nine months ended September 30, 2012 and 2013, extracted from the accountants’ report set out in Appendix IA to this prospectus. Our Group’s historical financial information does not include the results of the Additional Theme Parks and their ancillary commercial properties.

## SUMMARY

### Extracts of Combined Statements of Profit or Loss

	Year ended December 31,						Nine months ended September 30,			
	2010		2011		2012		2012		2013	
		%		%		%		%		%
	(Unaudited)									
	(RMB'000, except for percentages)									
Revenue . . . . .	799,212	100.0	683,731	100.0	889,014	100.0	639,920	100.0	779,168	100.0
Gross profit . . . . .	417,224	52.2	299,658	43.8	399,667	45.0	303,700	47.5	392,850	50.4
Profit before tax . .	294,729	36.9	116,080	17.0	187,044	21.0	70,779	11.1	175,680	22.5
Income tax expenses . . . . .	(111,619)	(14.0)	(70,590)	(10.3)	(108,171)	(12.2)	(41,858)	(6.5)	(71,290)	(9.1)
Profit/(loss) for the year/period . . . .	<b>183,110</b>	<b>22.9</b>	<b>45,490</b>	<b>6.7</b>	<b>78,873</b>	<b>8.9</b>	<b>28,921</b>	<b>4.5</b>	<b>104,390</b>	<b>13.4</b>

### Certain Operational and Financial Data

	Year ended December 31,			Nine months ended September 30,	
	2010	2011	2012	2012	2013
	(Unaudited)				
	(RMB'000, except for percentages or otherwise noted)				
Gross profit margin of park operations . . . . .	53.5%	45.3%	42.8%	48.3%	55.7%
Gross profit margin of property development and holding . . . . .	51.0%	38.8%	51.3%	45.9%	43.0%
Adjusted EBITDA of park operations <sup>(1)*</sup> . . . . .	178,987	187,142	267,758	242,002	335,373
Adjusted EBITDA of property development and holding <sup>(2)*</sup> . . . . .	173,815	31,183	94,193	33,802	36,705
Adjusted net profit of park operations <sup>(3)**</sup> . . . . .	54,924	22,849	70,629	68,710	174,192
Adjusted net profit/(loss) of property development and holding <sup>(4)**</sup> . . . . .	128,186	22,641	8,244	(39,789)	(69,802)
Ticket attendance of park operations (visitors in million) . . . . .	3.91	5.43	5.81	4.89	5.44
GFA delivered of property development and holding (sq.m.) . . . . .	43,193	14,182	15,763	7,256	8,323

#### Notes:

\* Adjusted EBITDA of park operations and adjusted EBITDA of property development and holding are not standard measures under IFRS and are presented as supplemental disclosures because our Directors believe that they are widely used to measure the performance, and as a basis for valuation, of theme park operators and real estate developers. Our Directors use these adjusted measures to measure the operating performance of our park operations and property development and holding segment and to compare these segments' operating performance with that of our competitors. We also present these adjusted measures because they are used by some investors as a way to measure a company's ability to incur and service debt, make capital expenditures and meet working capital requirements. However, these adjusted measures should not be considered as alternatives to any measure determined in accordance with IFRS. We use the adjusted measures as part of several comparative tools, together with IFRS measurements, to assist in the evaluation of our Group's operating performance. Also, our calculation of these adjusted measures may be different from the calculation methods used by other companies and, therefore, comparability may be limited.

\*\* Adjusted net profits of our park operations and property development and holding segments are not standard measures under IFRS and are presented as supplemental disclosure based on the underlying unaudited management accounts of each individual entity operating the two business segments. Such segment adjusted net profit data is derived based on subjective adjustments and assumptions and therefore may not be representative of the actual results of each segment if such segment is operated on a standalone basis as a separate group or legal entity. Splitting finance costs and income tax expenses in calculating the segment adjusted net profit is subject to various limitations due to the following reasons: (i) one of our major subsidiaries in Qingdao operates both segments under one project company and therefore its financial statements include operating results of both segments; (ii) our theme parks and their ancillary commercial properties in Wuhan, Tianjin, Yantai and Chengdu are operated through branches which are not legal entities under the PRC laws and are therefore not subject to income tax nor incur finance costs on a standalone basis; and (iii) our subsidiaries in Wuhan, Tianjin, Yantai and Chengdu that operate both segments through branches did not incur income tax expenses during certain periods in the Track Record Period as they had utilized their respective accumulative tax losses as tax credit. Due to the above limitations, the segmental adjusted net profit should not be considered as (i) an alternative to our operating profit as an indicator of our or any of our segmental performance, (ii) an alternative to cash flow from operating activities as a measure of liquidity or (iii) an alternative to any other measure determined in accordance with IFRS.

## SUMMARY

- (1) Adjusted EBITDA of park operations represents the sum of profit/(loss) before tax of park operations plus depreciation of property, plant and equipment, amortization of prepaid land lease payments and finance costs of park operations. Profit/(loss) before tax of park operations represents the sum of (i) profit/(loss) before tax of our two project companies in Dalian that operate our theme park and a 4-D cinema in Dalian, (ii) profit/(loss) before tax of our four branches in Wuhan, Tianjin, Yantai and Chengdu that operate our four theme parks in those cities, (iii) profit/(loss) before tax attributable to theme park operations of a project company in Qingdao that operates the Company's theme park in Qingdao and (iv) interest income from related companies. Finance costs of park operations represent finance costs on (a) bank and other borrowings secured by property, plant and equipment and other assets of our park operations and (b) bank and other borrowings that were used to provide inter-company loans to our related companies. The full amount of interest income from related companies is included in the calculation of adjusted EBITDA of park operations because the full amount of finance costs relating to bank borrowings that were used to provide advances to related companies during the Track Record Period are included in finance costs of park operations as discussed above. As the project company in Qingdao operates both the theme park and commercial properties businesses, it is difficult to split its selling and marketing expenses and administrative expenses between its theme park and commercial properties operations. For simplicity and reflecting the fact that the Qingdao project company's business is focused on its theme park operations, we allocated all selling and marketing expenses and administrative expenses of the Qingdao project company to its theme park operations.
- (2) Adjusted EBITDA of property development and holding represents the sum of profit/(loss) before tax of property development and holding plus the Group's finance costs after deducting finance costs of park operations as described in footnote (1) above, and less the sum of (x) fair value gains/(losses) on investment properties and (y) gain on revaluation upon reclassification from properties under development and from completed properties held for sale to investment properties. There were no depreciation or amortization expenses allocated to this segment. Profit/(loss) before tax of property development and holding represents the sum of (i) profit/(loss) before tax of our four branches in Wuhan, Tianjin, Yantai and Chengdu that operate our ancillary commercial properties in those cities, (ii) gross profit and gain from commercial properties in Qingdao, and (iii) profit/(loss) before tax attributable to the commercial properties operations of Haichang China. The abovementioned four branches only operate our ancillary commercial properties in the relevant cities and their financial information was used as underlying management accounts when our combined financial statements were audited by our reporting accountants. As the project company in Qingdao operates both the theme park and commercial properties businesses, it is difficult to split its selling and marketing expenses and administrative expenses between the theme park and commercial properties operations. For simplicity and reflecting the fact that the Qingdao project company's business is focused on its theme park operations, we allocated all selling and marketing expenses and administrative expenses of the Qingdao project company to its theme park operations and included the gross profit and gain from its commercial properties operations in the calculation of adjusted EBITDA of property development and holding segment. Haichang China has historically developed and sold certain commercial properties. As part of the Reorganization, Haichang China became an onshore holding vehicle of our operating subsidiaries in China and has therefore discontinued its property operations (other than to hold the Dalian Laohutan Fishermen's Wharf and an office building in Dalian).
- (3) Adjusted net profit of park operations represents profit/(loss) before tax of park operations as described in footnote (1) above, minus income tax allocated to park operations. Income tax allocated to park operations includes the PRC income tax of three project companies that operate our theme parks in Qingdao and Dalian and a 4D-cinema in Dalian. Such income tax did not reflect the PRC income tax effect attributable to four branches that operate our remaining four theme parks in Wuhan, Tianjin, Yantai and Chengdu because such four branches are not legal entities per se and therefore are not subject to the PRC enterprise income tax on a standalone basis.
- (4) Adjusted net profit of property development and holding represents profit/(loss) before tax of property development and holding as described in footnote (2) above, minus (i) the sum of (x) fair value gains/(losses) on investment properties and (y) gain on revaluation upon reclassification from properties under development and from completed properties held for sale to investment properties and (ii) our Group's income tax expenses after deducting income tax allocated to park operations.

Excluding the fair value gains and losses on investment properties, gains on revaluation upon reclassification from properties under development to investment properties and from completed properties held for sale to investment properties and the related tax effect, for the year ended December 31, 2010 and the nine months ended September 30, 2013, our Group's adjusted profit would have been RMB142.6 million and RMB55.6 million, respectively, and our Group's adjusted profit margin would have been 17.8% and 7.1%, respectively, and for the years ended December 31, 2011 and 2012 and the nine months ended September 30, 2013, the Group would have recorded an adjusted loss of RMB34.3 million, RMB31.2 million and RMB10.7 million, respectively, and our Group's adjusted loss margin would have been 5.0%, 3.5% and 1.7%, respectively, mainly due to the relatively high level of theme park depreciation and interest expenses as a percentage of revenue from our park operations which were primarily attributable to our theme parks in Wuhan, Yantai, Tianjin and Chengdu newly opened in 2010 and 2011.

### *Extracts of Combined Statements of Financial Position*

	As of December 31,			As of September 30,
	2010	2011	2012	2013
	(RMB'000)			
Total non-current assets . . . . .	2,322,999	3,239,356	3,908,613	3,638,863
Total non-current liabilities . . . . .	1,455,887	3,064,909	3,058,918	2,982,128
Total current assets . . . . .	2,638,131	4,318,903	3,838,571	4,009,854
Total current liabilities . . . . .	2,564,128	3,830,159	3,544,406	3,479,157
Net current assets . . . . .	74,003	488,744	294,165	530,697
Total Equity . . . . .	941,115	663,191	1,143,860	1,187,432

## SUMMARY

### Selected Segment Information

We generate revenue primarily from two main business segments: (i) park operations and (ii) property development and holding. We also derive a small portion of our revenue from certain other business operations. Our revenue is presented net of business tax and surcharges, after eliminating inter-segment sales.

The following table sets forth a breakdown of our revenue in each segment for the periods indicated:

	Year ended December 31,						Nine months ended September 30,			
	2010		2011		2012		2012		2013	
		%		%		%		%		%
	(Unaudited)									
	(RMB'000, except for percentages)									
Park operations:	386,260	48.3	536,350	78.4	633,407	71.2	512,693	80.1	590,114	75.7
Property development and holding:	412,952	51.7	146,947	21.5	250,094	28.1	122,116	19.1	147,046	18.9
Others:	–	–	434	0.1	5,513	0.6	5,111	0.8	42,008	5.4
<b>Total</b>	<b>799,212</b>	<b>100.0</b>	<b>683,731</b>	<b>100.0</b>	<b>899,014</b>	<b>100.0</b>	<b>639,920</b>	<b>100.0</b>	<b>779,168</b>	<b>100.0</b>

### Park Operations

The following table sets forth a breakdown of revenue from our six theme parks for the periods indicated:

	Year ended December 31,						Nine months ended September 30,			
	2010		2011		2012		2012		2013	
		%		%		%		%		%
	(Unaudited)									
	(RMB'000, except for percentages)									
Dalian Laohutan Ocean Park . . . . .	127,074	32.9	134,296	25.0	141,708	22.4	115,356	22.5	126,168	21.4
Qingdao Polar Ocean World . . . . .	135,616	35.1	165,261	30.8	214,323	33.8	183,554	35.8	222,899	37.8
Chengdu Polar Ocean World . . . . .	89,380	23.1	107,928	20.1	92,722	14.6	69,110	13.5	78,042	13.2
Tianjin Polar Ocean World . . . . .	34,190	8.9	88,119	16.4	73,201	11.6	58,322	11.4	67,816	11.5
Yantai Whale Shark Aquarium . . . . .	–	–	10,760	2.0	26,545	4.2	21,742	4.2	20,425	3.5
Wuhan Polar Ocean World . . . . .	–	–	29,986	5.6	84,908	13.4	64,609	12.6	74,764	12.7
<b>Total</b>	<b>386,260</b>	<b>100.0</b>	<b>536,350</b>	<b>100.0</b>	<b>633,407</b>	<b>100.0</b>	<b>512,693</b>	<b>100.0</b>	<b>590,114</b>	<b>100.0</b>

Our park operations generate revenue primarily through the sale of tickets for admission to our theme parks, accounting for 44.7%, 71.6%, 64.9% and 69.6% of our total revenue for 2010, 2011 and 2012 and the nine months ended September 30, 2013, respectively. Due to the seasonality of our theme park operations, most of our theme park admissions are concentrated in the period from May to October, during which a large portion of our annual revenue from the park operations segment is generated. The following table sets forth the key operational data of our six theme parks. See “Financial Information – Description of Selected Combined Statements of Profit or Loss Line Items – Revenue – Park Operations.”

	Year ended December 31,			Nine months ended September 30,	
	2010	2011	2012	2012	2013
Ticket sales (RMB'000) . . . . .	357,073	489,248	577,353	470,118	542,013
Ticket attendance (visitors in million) . . . . .	3.91	5.43	5.81	4.89	5.44
Average ticket price (RMB per visitor) . . . . .	91.3	90.1	99.4	96.1	99.6

## SUMMARY

### **Property Development and Holding**

During the Track Record Period, a majority of the revenue of our property development and holding segment was derived from property sales. For 2010, 2011, 2012 and the nine months ended September 30, 2013, property sales derived from our property development and holding segment amounted to RMB397.8 million, RMB133.0 million, RMB230.3 million and RMB125.5 million, respectively, with a total delivered GFA of 43,193 sq.m., 14,182 sq.m., 15,763 sq.m. and 8,323 sq.m., respectively. As of December 31, 2013, the total GFA of our completed ancillary commercial properties held for sale and held for investment was approximately 60,712 sq.m. (including 2,299 sq.m. in Dalian that was acquired in January 2014) and 113,650 sq.m., respectively. See “Business – Operation of Ancillary Commercial Properties” and “Financial Information – Description of Selected Combined Statements of Profit or Loss Line Items – Revenue – Property Development and Holding Segment.”

### **Key Financial Ratios**

The following table sets forth, as the dates or periods indicated, our key financial ratios:

	As of and for the year ended December 31,			As of and for the nine months ended September 30,
	2010	2011	2012	2013
Return on equity <sup>(1)</sup>	22.9%	8.3%	5.9%	11.5% <sup>(5)</sup>
Return on total assets <sup>(2)</sup>	3.7%	0.6%	1.0%	1.8% <sup>(5)</sup>
Current ratio <sup>(3)</sup>	1.0x	1.1x	1.1x	1.2x
Net debt to equity <sup>(4)</sup>	95.5%	261.1%	154.1%	160.8%

(1) The return on equity is calculated by dividing profit for each year/period attributable to owners of the Company by total equity attributable to owners of the Company at the end of such year/period.

(2) The return on total assets is calculated by dividing profit for each year/period by total assets at the end of such year/period.

(3) The current ratio is calculated by dividing total current assets by total current liabilities.

(4) The net debt to equity is calculated by dividing net debt by total equity at the end of such year/period. Net debt equals the sum of (i) interest-bearing bank and other borrowings and (ii) amounts due to related companies, minus the sum of (i) cash and cash equivalent and (ii) amounts due from related companies.

(5) The ratio has been annualized.

### **Financing Resources and Requirements**

Our theme park operations and property development projects require substantial capital investment for land acquisition, construction and maintenance. To fund the expansion of our theme park operations, including two theme parks opened in 2010 and another two opened in 2011, as well as the development of our ancillary commercial properties, our interest-bearing bank and other borrowings increased during the Track Record Period, amounting to RMB1,121.4 million, RMB4,111.1 million, RMB3,843.2 million and RMB3,513.3 million as of December 31, 2010, 2011 and 2012 and September 30, 2013, respectively. As a result, we historically had a relatively high degree of leverage and our net debt to equity ratio as of the same dates was 95.5%, 261.1%, 154.1% and 160.8%, respectively.



## SUMMARY

We believe that our liquidity needs are manageable and intend to fund them primarily with proceeds from bank and other borrowings, operating cash flow, proceeds from pre-sale and sale of our ancillary commercial properties and net proceeds from the Global Offering. In addition, we plan to settle all the inter-company loans due from and to related companies prior to the Listing. When all such inter-company loans are settled, we expect to receive the net payment from related company of approximately RMB1,013 million based on the balances as of September 30, 2013. As our theme park operations are seasonal in nature, we have experienced, and expect to continue to experience, seasonal fluctuations in our revenue and operating cash flow. To reduce seasonal volatility, we rely on bank and other borrowings to fund our off-season working capital needs and also endeavor to maintain an optimal level of liquidity through the active management of the assets and liabilities as well as the cash flows over the course of any given year. We have in place a planning and budgeting process and closely monitor our cash flow and liquidity position to help determine the funds required to ensure we have the appropriate liquidity to meet our operating and growth objectives.

### SUMMARY OF FINANCIAL INFORMATION OF THE ADDITIONAL THEME PARKS

The following is a summary of the Additional Theme Parks' financial information as of and for the years ended December 31, 2010, 2011 and 2012 and the nine months ended September 30, 2012 and 2013, extracted from the accountants' reports set out in Appendix IB and Appendix IC, respectively, to this prospectus.

#### *Extracts of Statements of Profit or Loss and Comprehensive Income of Dalian Discoveryland*

	Year ended December 31,						Nine months ended September 30,					
	2010		2011		2012		2012		2013			
	%		%		%		%		%		%	
	(Unaudited)											
	(RMB'000, except for percentages)											
Revenue . . . . .	150,128	100.0	183,603	100.0	189,332	100.0	174,741	100.0	196,710	100.0		
Gross profit . . . . .	32,391	21.6	60,257	32.8	52,913	27.9	60,622	34.7	78,572	39.9		
Profit before tax . . . . .	3,199	2.1	24,724	13.5	17,375	9.2	32,402	18.5	47,314	24.1		
Income tax expenses . . . . .	(20)	(0.0)	–	–	(2,300)	(1.2)	(6,057)	(3.5)	(11,783)	(6.0)		
Profit after tax and total comprehensive income for the year/period . . . . .	<u>3,179</u>	<u>2.1</u>	<u>24,724</u>	<u>13.5</u>	<u>15,075</u>	<u>8.0</u>	<u>26,345</u>	<u>15.1</u>	<u>35,531</u>	<u>18.1</u>		

#### *Extracts of Statements of Profit or Loss and Comprehensive Income of Chongqing Caribbean Water Park*

	Year ended December 31,						Nine months ended September 30,					
	2010		2011		2012		2012		2013			
	%		%		%		%		%		%	
	(Unaudited)											
	(RMB'000, except for percentages)											
Revenue . . . . .	27,691	100.0	37,353	100.0	34,538	100.0	32,416	100.0	39,715	100.0		
Gross profit . . . . .	7,941	28.7	12,578	33.7	8,122	23.5	13,961	43.1	19,120	48.1		
Profit before tax . . . . .	11,780	42.5	764	2.0	6,410	18.6	13,366	41.2	18,452	46.5		
Income tax expenses . . . . .	(3,081)	(11.1)	(393)	(1.1)	(5,157)	(14.9)	(3,815)	(11.8)	(4,133)	(10.4)		
Profit after tax and total comprehensive income for the year/period . . . . .	<u>8,699</u>	<u>31.4</u>	<u>371</u>	<u>1.0</u>	<u>1,253</u>	<u>3.6</u>	<u>9,551</u>	<u>29.5</u>	<u>14,319</u>	<u>36.1</u>		

## SUMMARY

### RISK FACTORS

Our business is subject to a number of risks, including but not limited to certain risks relating to our business in general and specific risks relating to our park operation segment and our property development and holding segment. In particular, while we have entered into relevant cooperation or investment agreements with the relevant local government authority or designated state-owned enterprise in respect of the Shanghai Haichang Polar Ocean World and Sanya Haitang Bay Dream World, development of the Shanghai and Sanya projects is subject to uncertainties. While we have entered into the land lease contract for the tourism-related portion of the Sanya project, there is no assurance that we will be able to obtain the land use rights through the required tender, auction and listing-for-sale procedures for development of the Shanghai project or the ancillary commercial properties of the Sanya project at acceptable terms or at all. We may face other challenges to obtain the necessary governmental approval or achieve the results as expected.

In addition, we also face the following major risks, including: (1) restrictive measures adopted from time to time by the PRC government to curtail or strengthen control over the development of theme parks or tourism-related commercial properties may inhibit our ability to develop new theme park projects; (2) we could be adversely affected by a decline in discretionary consumer spending or consumer confidence; (3) our property development and holding segment depends on the performance of the real estate market in China; and (4) our results of operations included unrealized revaluation adjustments on investment properties, which may fluctuate significantly over financial periods. You should read the entire section headed "Risk Factors" of this prospectus carefully before you decide to invest in our Shares.

### PROFIT ESTIMATE FOR THE YEAR ENDED DECEMBER 31, 2013

Unaudited estimated combined profit attributable to owners of the Company for the year ended December 31, 2013 <sup>(1)</sup> . . . . .	Not less than RMB83 million (equivalent to HK\$105 million)
Unaudited pro forma forecast earnings per Share <sup>(2)</sup> . . . . .	Not less than RMB2.08 cents (equivalent to HK\$2.64 cents)

Notes:

- (1) The bases on which the unaudited estimated combined profit attributable to owners of the Company for the year ended December 31, 2013 are presented in Appendix III to this prospectus.
- (2) The calculation of the unaudited pro forma forecast earnings per Share is based on the unaudited estimated combined profit attributable to owners of the Company for the year ended December 31, 2013 and assuming the Global Offering had been completed on January 1, 2013 and a total of 4,000,000,000 Shares had been in issue throughout the year ended December 31, 2013. The calculation assumes that the Over-allotment Option had not been exercised.

## SUMMARY

### OFFERING STATISTICS

All statistics in this table are based on the assumption that the Over-allotment Option will not be exercised.

	Based on an Offer Price of HK\$2.68 per share	Based on an Offer Price of HK\$2.18 per share
Market capitalization upon completion of the Global Offering <sup>(1)</sup> . . . . .	HK\$10,720 million	HK\$8,720 million
Unaudited pro forma adjusted net tangible asset per Share <sup>(2)</sup> . . . . .	RMB0.75	RMB0.65

Notes:

- (1) The calculation of market capitalization is based on 4,000,000,000 Shares expected to be issued immediately upon completion of Global Offering and the Capitalization Issue.
- (2) The unaudited pro forma adjusted net tangible asset value per Share is calculated after making the adjustments referred to in Appendix IIB "Unaudited Pro Forma Financial Information" in this prospectus and on the basis of 4,000,000,000 Shares in issue at the respective offer price of HK\$2.18 and HK\$2.68 pursuant to the Global Offering.

### LISTING EXPENSES

As of September 30, 2013, we had incurred expenses of RMB5.8 million in connection with the Global Offering, of which RMB4.4 million are accounted for as our administrative expenses for the nine months ended September 30, 2013 with the remaining amount of RMB1.4 million to be offset against the share premium upon the Listing. By the completion of the Global Offering, we expect to further incur listing expenses of approximately RMB100.0 million, of which an estimated amount of RMB30.7 million is to be recognized as our administrative expenses and an estimated amount of RMB69.3 million is to be offset against the share premium upon the Listing.

### USE OF PROCEEDS

We estimate that the net proceeds of the Global Offering which we will receive, assuming an Offer Price of HK\$2.43 per Offer Share (being the mid-point of the Offer Price range stated in this prospectus), will be approximately HK\$2,295.6 million, after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering and assuming the Over-allotment Option is not exercised.

We intend to use the net proceeds of the Global Offering for the following purposes:

Amount	Percentage of Net Proceeds	Purposes
HK\$1,147.8 million . . . . .	50%	To develop Shanghai Haichang Polar Ocean World
HK\$918.2 million . . . . .	40%	To develop Sanya Haitang Bay Dream World
HK\$229.6 million . . . . .	10%	Working capital

If the Offer Price is set at the highest or lowest point of the indicative Offer Price range, the net proceeds of the Global Offering, assuming that the Over-allotment Option is not exercised, will increase to approximately HK\$2,538.1 million or decrease to approximately HK\$2,053.1 million, respectively. In such event, we will increase or decrease the intended use of the net proceeds for the above purposes on a pro-rata basis.

To the extent that the net proceeds are not immediately applied to the above purposes and to the extent permitted by applicable law and regulations, we intend to deposit the net proceeds into short-term demand deposits and/or money market instruments. We will make an appropriate announcement if there is any change to the above proposed use of proceeds.

## SUMMARY

To the extent our net proceeds are not sufficient to fund the purposes set out above, we intend to fund the balance through a variety of means, including cash generated from operations and bank financing.

In the event that any part of Shanghai Haichang Polar Ocean World and/or Sanya Haitang Bay Dream World does not proceed as planned, including as a result of circumstances such as failure to obtain the land use right, the requisite approvals, changes in government policies that would render any of our property developments not commercially viable, or force majeure, our Directors will evaluate the situation, explore other potential development projects, including expansion of our existing theme parks, development of new projects and/or acquisitions of new projects or land for development in the PRC, and utilize the unused portion of proceeds from the Global Offering on such other projects. As of the Latest Practicable Date, we had not yet identified or committed to any acquisition targets for such use of net proceeds from the Global Offering. We intend to identify development opportunities and select acquisition targets that can fit into our overall branding and development strategies. See “Business – Project Development Process” for details on our project planning process. In the event that any part of Shanghai Haichang Polar Ocean World and/or Sanya Haitang Bay Dream World does not proceed as planned, our Directors may also consider utilizing the unused portion of proceeds from the Global Offering to repay our existing bank loans and other borrowings and interests accrued thereon. See “Future Plans and Use of Proceeds.”

### RECENT DEVELOPMENTS

Based on our unaudited combined interim condensed financial statements for the two months ended November 30, 2013, which have been reviewed by our reporting accountants in accordance with the International Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the IAASB and our audited combined financial statements for the nine months ended September 30, 2013, our revenue increased by 15.7% to RMB920.3 million for the eleven months ended November 30, 2013 from RMB795.1 million for the eleven months ended November 30, 2012, primarily due to increases in ticket sales and in-park consumption mainly driven by increased attendance in most of our theme parks. Revenue from our park operations increased by 14.1% to RMB694.3 million for the eleven months ended November 30, 2013 from RMB608.3 million for the eleven months ended November 30, 2012. Property sales decreased by 15.4% to RMB138.6 million from RMB163.8 million during the same periods, primarily due to the decrease in GFA delivered in our commercial properties in Chengdu.

For the year ended December 31, 2013, our ticket attendance of our six theme parks increased to approximately 6.5 million in 2013 from approximately 5.8 million in 2012. We also started to recognize sales of our commercial street properties in Tianjin in December 2013 while the sales of our commercial properties in Chengdu which comprised the majority of our property sales in 2012 stayed relatively stable in 2013 after the sales of commercial properties in Chengdu were recognized in December 2013. In 2013, the GFA of commercial properties sold and delivered in Tianjin was 6,913 sq.m.

From September 30, 2013 to January 31, 2014, the latest practicable date for indebtedness, our interest-bearing bank and other borrowings decreased by 6.5% to RMB3,284.6 million, primarily due to the repayment of our bank loans when they were due.

Our Directors confirm that, since September 30, 2013 and up to the date of this prospectus, there has been no material adverse change in our financial or trading position or prospects and no event has occurred that would materially affect the information shown in the accountants’ report set out in Appendix IA to this prospectus.