

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below.

“ABMA”	Animal Behavior Management Alliance
“Acquisitions”	the acquisition of 100% equity interests of Dalian Haichang Discoveryland pursuant to an equity transfer agreement dated September 24, 2013 and the acquisition of 100% equity interests of Chongqing Haichang Caribbean pursuant to an equity transfer agreement dated September 23, 2013, as part of the Reorganization
“Additional Theme Parks”	Dalian Discoveryland and Chongqing Caribbean Water Park, which we will acquire upon completion of the Acquisitions. See “History, Reorganization and Corporate Structure – Our Reorganization – Phase 5 of the Reorganization”
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s) or, where the context so requires, any of them
“Articles” or “Articles of Association”	the articles of association of our Company (as amended from time to time), conditionally adopted on February 23, 2014, a summary of which is set out in Appendix V to this prospectus
“Board” or “Board of Directors”	the board of directors of our Company
“Business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Capitalization Issue”	the issue of 2,885,608,004 Shares to be made upon capitalization of an amount of US\$288,560.8004 standing to the share premium account of our Company referred to in “Statutory and General Information – A. – Further Information about our Company – 3. Resolutions in Writing of our Shareholders passed on February 23, 2014” in Appendix VI to this prospectus
“Cayman Companies Law” or “Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CBRC”	China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Chengdu Polar”	Chengdu Polar Ocean Industrial Co., Ltd* (成都極地海洋實業有限公司), a company established in the PRC on December 18, 2003 and our indirect wholly-owned subsidiary
“Chengdu Polar Ocean World”	a marine theme park in Chengdu operated by Chengdu Polar
“China Records Headquarters (上海大世界基尼斯總部)”	an independent company incorporated in the PRC in 1992
“Chongqing Caribbean Water Park”	a water park in Chongqing operated by Chongqing Haichang Caribbean. Unless otherwise specified or the context otherwise requires, references to the financial information of Chongqing Caribbean Water Park in this prospectus are references to the financial information of Chongqing Haichang Caribbean set out in Appendix IC to this prospectus
“Chongqing Haichang Caribbean”	Chongqing Haichang Caribbean Tourism Development Co., Ltd.* (重慶海昌加勒比海旅遊發展有限公司), a company established in the PRC on January 18, 2012 and a wholly-owned subsidiary of Haichang Real Estate which will be acquired by our Group, and the acquisition will be completed no later than December 31, 2014
“Chongqing Industrial”	Chongqing Polar Industrial Co., Ltd.* (重慶極地實業有限公司), a company established in the PRC on July 15, 2003 and a wholly-owned subsidiary of Haichang Real Estate, our Connected Person
“Circular 59”	the Circular on Certain Issues Concerning Enterprise Income Tax Treatment for Corporate Restructuring (關於企業重組業務企業所得稅處理若干問題的通知), jointly promulgated by the MOF and the SAT on April 30, 2009 with retrospective effect from January 1, 2008

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“CNAW article”	an article titled “Haichang China: Chinese Dream of a Tourism Kingdom (《海昌(中國):旅遊王國的中國夢》)” which appeared on pages 46 to 53 of the September 2013 issue of China National Aquatic Wildlife (《中國水生野生動物》) journal, a magazine published under the sponsorship of the National Aquatic Wildlife Conservation Association (全國水生野生動物保護分會) of China and the supervision of China Fisheries Administration Center (中國漁政指揮中心)
“CNTA”	China National Tourism Administration (中華人民共和國國家旅遊局)
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company” or “our Company”	Haichang Holdings Ltd. (海昌控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on November 21, 2011
“Connected Person”	has the meaning ascribed thereto in the Listing Rules
“Controlling Shareholders”	Qu Naijie and Haichang BVI
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Dalian 4D-Cinema Co”	Dalian Laohutan 4D Cinema Co., Ltd.* (大連老虎灘四維影院有限公司), a company established in the PRC on May 25, 2001 and held by Haichang Travel and Haichang Group Co as to 49% and 51%, respectively
“Dalian Discoveryland”	an amusement park in Dalian operated by Dalian Haichang Discoveryland. Unless otherwise specified or the context otherwise requires, references to the financial information of Dalian Discoveryland in this prospectus are references to the financial information of Dalian Haichang Discoveryland set out in Appendix IB to this prospectus
“Dalian Discoveryland Hotel”	a resort hotel in Dalian adjacent to Dalian Discoveryland and operated by Dalian Haichang Discoveryland
“Dalian Friday Avenue”	Dalian Friday Avenue Commercial Service Co., Ltd* (大連星期五大道商業服務有限公司), a company established in the PRC on May 13, 2003 and our indirect wholly-owned subsidiary
“Dalian Haichang Discoveryland”	Dalian Haichang Discoveryland Theme Park Co., Ltd.* (大連海昌發現王國主題公園有限公司), a company established in the PRC on May 28, 2012 and held by ORIX China, Haichang Asia HK and Haichang Group Co as to 15%, 78.51% and 6.49%, respectively, and to be acquired by our Group. The acquisition will be completed no later than December 31, 2014

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“Dalian Laohutan”	Dalian Laohutan Ocean Park Co., Ltd* (大連老虎灘海洋公園有限公司), a company established in the PRC on February 13, 2001 and a subsidiary in which we own 58.3% equity interests
“Dalian Laohutan Ocean Park”	a combination of tourist attractions operated by Dalian Laohutan at Dalian Laohutan Park
“Dalian Laohutan Park”	a park in Dalian operated by Hutan Park, within which Dalian Laohutan Ocean Park is situated
“Dalian Laohutan Polar Aquarium”	an aquarium located in the Dalian Laohutan Park, being part of the Dalian Laohutan Ocean Park
“Dalian Lianyun”	Dalian Lianyun Co., Ltd* (大連聯運有限公司), a company established in the PRC on January 3, 1986 and wholly-owned by Haichang Group Co, our Connected Person
“Director(s)”	the director(s) of our Company
“E.A.A.M.”	European Association for Aquatic Mammals
“EIT”	enterprise income tax of the PRC
“EIT Law”	the PRC Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), as amended, supplemented or otherwise modified from time to time
“Enlarged Group”	our Group, together with Chongqing Haichang Caribbean and Dalian Haichang Discoveryland after the completion of the Acquisitions
“Euromonitor”	Euromonitor International Ltd., an independent industry consultant we commissioned to conduct a research on China’s theme park and marine theme park markets
“FIREE”	foreign-invested real estate enterprise
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Green Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“Group,” “our Group,” “we,” “our,” “us” or “Haichang Holdings Ltd.”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or (as the case may be) their predecessors
“Haichang Asia BVI”	Haichang Holdings (Asia) Ltd. (海昌控股(亞洲)有限公司), a company incorporated in the BVI on November 22, 2011 and our direct wholly-owned subsidiary

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“Haichang Asia HK”	Haichang Asia Investment Limited (海昌亞洲投資有限公司) (formerly known as United Far East Investment Limited (致遠投資有限公司), a limited liability company incorporated in Hong Kong on November 13, 2007, indirectly wholly-owned by Sea Rich Oil, our Connected Person
“Haichang BVI”	Haichang Group Limited (海昌集團有限公司), a company incorporated in the BVI on November 18, 2011 and wholly-owned by Qu Naijie, and one of our Controlling Shareholders
“Haichang China”	Haichang (China) Co., Ltd.* (海昌(中國)有限公司) (formerly known as Dalian Haichang Garden Co., Ltd.* (大連海昌花園有限公司)), a company established in the PRC on December 11, 1996 and our indirect wholly-owned subsidiary
“Haichang Enterprise Development”	Dalian Haichang Corporation Development Co., Ltd* (大連海昌企業發展有限公司) (formerly known as Dalian Golden Pebble Beach Paradise Co., Ltd* (大連金石灘樂園有限公司)), a company established in the PRC on January 16, 2003 and held by ORIX China, Haichang Asia HK and Haichang Group Co as to 15%, 78.51% and 6.49%, respectively, our Connected Person
“Haichang Group Co”	Dalian Haichang (Group) Co., Ltd.* (大連海昌集團有限公司), a company established in the PRC on November 17, 1998 and held by Qu Naijie, Qu Naiqiang and Cheng Chunping (the wife of Qu Naijie) as to 60%, 10% and 30%, respectively, our Connected Person
“Haichang Holdings HK”	Haichang Holdings (Hong Kong) Limited (海昌控股(香港)有限公司), a company incorporated in Hong Kong on December 5, 2011 and our indirect wholly-owned subsidiary
“Haichang Housing”	Dalian Haichang Housing Development Co., Ltd.* (大連海昌房屋開發有限公司), a company established in the PRC on July 31, 1995 and held by Haichang Group Co and Qu Naiqiang as to 90% and 10%, respectively, our Connected Person
“Haichang Inc”	Haichang Inc., a company incorporated in the Cayman Islands on December 13, 2007, indirectly wholly-owned by Sea Rich Oil, our Connected Person
“Haichang International”	Haichang International Holdings Ltd., a company incorporated in the BVI on December 13, 2007, wholly-owned by Sea Rich Oil, our Connected Person
“Haichang Land HK”	Hong Kong Haichang Land Limited (香港海昌置業有限公司), a company incorporated in Hong Kong on October 9, 2007 and wholly-owned by Qu Cheng, son of Qu Naijie, our Connected Person

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“Haichang Offshore”	Haichang (Offshore) Investment Ltd., a company incorporated in the BVI on December 12, 2007, indirectly wholly-owned by Sea Rich Oil, our Connected Person
“Haichang Pole Aquarium HK”	Hong Kong Haichang Pole Aquarium Investment Limited (香港海昌極地投資有限公司), a company incorporated in Hong Kong on July 5, 2007 and wholly-owned by Qu Cheng, son of Qu Naijie, our Connected Person
“Haichang Real Estate”	Dalian Haichang Real Estate Group Co., Ltd.* (大連海昌房地產集團有限公司) (formerly known as Dalian Haichang Investment Co., Ltd.* (大連海昌投資有限公司)), a company established in the PRC on November 8, 2007 and wholly-owned by Haichang Enterprise Development, our Connected Person
“Haichang Travel”	Dalian Haichang Travel Group Co., Ltd.* (大連海昌旅遊集團有限公司) (formerly known as Dalian Haichang Travel Development Co., Ltd.* (大連海昌旅遊發展有限公司)), a company established in the PRC on January 28, 2010 and our indirect wholly-owned subsidiary
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HK eIPO White Form”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of HK eIPO White Form www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form Services Provider designated by us, as specified on the designated website of HK eIPO White Form at www.hkeipo.hk
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 100,000,000 Shares being initially offered for subscription in the Hong Kong Public Offering, subject to reallocation
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting – Hong Kong Underwriters” in this prospectus

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“Hong Kong Underwriting Agreement”	the underwriting agreement dated February 27, 2014, relating to the Hong Kong Public Offering and entered into, among others, the Joint Global Coordinators, the Hong Kong Underwriters, the Controlling Shareholders and our Company
“Hony Capital”	Hony Capital Fund V, L.P., a limited partnership registered in the Cayman Islands on December 15, 2011
“Hutan Park”	Dalian Laohutan Marine Park* (大連老虎灘海洋公園) (formerly known as Dalian Hutan Park* (大連虎灘樂園)), a state-owned enterprise established in the PRC on August 1, 1991 and an independent third party
“IAAAM”	International Association for Aquatic Animal Medicine
“IFRS”	International Accounting Standards, International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“IMATA”	International Marine Animal Trainer’s Association
“Independent Third Party(ies)” or “independent third party(ies)”	person(s) or company(ies) which is/are not connected person(s) (as defined in the Listing Rules) of our Company
“International Offer Shares”	the 900,000,000 Shares being initially offered in the International Offering together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option, subject to reallocation
“International Offering”	the offer of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, which is expected to be entered into by the Joint Global Coordinators, the International Underwriters and our Company on or about March 8, 2014
“International Underwriters”	the group of underwriters, led by the Joint Global Coordinators, that is expected to enter into the International Underwriting Agreement to underwrite the International Offering
“Joint Bookrunners”	BNP Paribas Securities (Asia) Limited, Merrill Lynch International, CCB International Capital Limited, China Merchants Securities (HK) Co., Limited, Essence International Securities (Hong Kong) Limited and ICBC International Capital Limited

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“Joint Global Coordinators”	BNP Paribas Securities (Asia) Limited and Merrill Lynch International
“Joint Lead Managers”	BNP Paribas Securities (Asia) Limited, Merrill Lynch Far East Limited, Merrill Lynch International, CCB International Capital Limited, China Merchants Securities (HK) Co., Limited, Essence International Securities (Hong Kong) Limited and ICBC International Securities Limited
“Joint Sponsors”	BNP Paribas Securities (Asia) Limited and Merrill Lynch Far East Limited
“LAT”	land appreciation tax
“Latest Practicable Date”	February 19, 2014, being the latest practicable date for the inclusion of certain information in this prospectus prior to its publication
“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about March 13, 2014, on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Management Trust”	revocable discretionary trust settled by Qu Naijie as settlor with Cantrust (Far East) Limited as trustee for the trust for the purposes of recognizing and rewarding the contribution and performance of certain persons who had contributed or will contribute to the development and operations of our Group, details of which are set out in “History, Reorganization and Corporate Structure”
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company conditionally adopted on February 23, 2014, as amended from time to time
“MEP”	Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部)
“Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部) or its local counterparts
“Ministry of Culture”	Ministry of Culture of the PRC (中華人民共和國文化部)
“Ministry of Finance” or “MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)

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“MLR”	Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“MOHURD”	Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部)
“NDRC”	National Development and Reform Commission (中華人民共和國國家發展和改革委員會) or its local counterparts
“NPC”	National People’s Congress (全國人民代表大會)
“NTAQRAC”	National Tourist Attraction Quality Ratings Assessment Committee (全國旅遊景區質量等級評定委員會)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option
“Oriental Camellia”	Oriental Camellia Investment Limited (東方加梅力亞投資有限公司), a limited liability company incorporated in Hong Kong on June 21, 2012 and a Shareholder wholly-owned by ORIX China
“Oriental Camellia SSA”	the share subscription agreement dated July 13, 2012, entered into among our Company, ORIX China and Oriental Camellia under which Oriental Camellia agreed to subscribe 15,000,000 Shares at a consideration of (i) US\$1,500 and (ii) Oriental Camellia shall, and ORIX China shall cause Oriental Camellia to, pay to our Company, directly or through any of its affiliate, such amount that equals to the payment received by Oriental Camellia and ORIX China (together with their affiliates) as consideration for their equity interests in Dalian Haichang Discoveryland in connection with the sale of Dalian Haichang Discoveryland to Haichang Holdings HK and net of any taxes paid or payable by ORIX China or its affiliates in connection with Oriental Camellia’s acquisition of 15% equity interests in Dalian Haichang Discoveryland and/or the sale of Dalian Haichang Discoveryland to Haichang Holdings HK
“ORIX China”	ORIX (China) Investment Company Limited (歐力士(中國)投資有限公司), a company established in the PRC on December 16, 2009
“ORIX China 2009 SSA”	the share subscription agreement dated December 21, 2009, entered into by Haichang Group Co, Haichang Asia HK, Haichang Enterprise Development and ORIX China

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“Over-allotment Option”	the option expected to be granted by our Company to the Joint Global Coordinators (on their own behalf), pursuant to which our Company may be required to allot and issue up to an aggregate of 150,000,000 Shares at the Offer Price to, among other things, cover over-allocations in the International Offering, if any
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC” or “China”	the People’s Republic of China, but for the purposes of this prospectus only, except where the context requires, references in this prospectus to PRC or China exclude the Hong Kong and Macau Special Administrative Regions of the People’s Republic of China and Taiwan
“PRC legal advisor”	Jun He Law Offices
“Pre-IPO Shareholders’ Agreement”	the pre-IPO shareholders’ agreement entered into by our Company, Qu Naijie, Haichang BVI, Time Dynasty and Oriental Camellia on August 24, 2012 and the supplemental agreement entered into by the same parties on September 27, 2013, in relation to the rights and obligations of Haichang BVI, Time Dynasty and Oriental Camellia as our Shareholders
“Price Determination Date”	the date, expected to be on or about Saturday, March 8, 2014, on which the Offer Price will be determined and, in any event, not later than Monday, March 10, 2014
“Property Valuer”	DTZ Debenham Tie Leung Limited
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Qingdao Polar”	Qingdao Polar Ocean World Co., Ltd.* (青島極地海洋世界有限公司), a company established in the PRC on September 26, 2002 and our indirect wholly-owned subsidiary
“Qingdao Polar Ocean World”	a marine theme park in Qingdao operated by Qingdao Polar
“Qu Naijie”	Mr. Qu Naijie, a non-executive Director and one of our Controlling Shareholders
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the corporate reorganization of our Group conducted in preparation for the Listing, details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this prospectus
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act

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“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局) or its local counterparts
“SAIC”	State Administration for Industry and Commerce (中華人民共和國國家工商行政管理總局) or its local counterparts
“Sanya Development”	Sanya Haichang Tourism Development Co., Ltd.* (三亞海昌旅業發展有限公司), a company established in PRC on June 29, 2011 as a subsidiary of our Group and disposed of to an independent third party in 2012
“Sanya Haichang”	Sanya Haichang Dream World Development Co. Ltd* (三亞海昌夢幻不夜城發展有限公司), a company established in the PRC on December 24, 2013 and our indirect wholly-owned subsidiary
“Sanya Haitang Bay Dream World”	a project in Sanya, Hainan Province that we intend to develop into a themed entertainment park area at the Haitang Bay area that is operated in an open manner
“SAQSIQ”	General Administration of Quality Supervision, Inspection and Quarantine of the PRC (國家質量監督檢驗檢疫總局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	The Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“Sea Rich Oil”	Sea-Rich Oil (S) Pte Ltd (西瑞克石油(新加坡)有限公司) (formerly known as Hoi Chiong International (S) Pte Ltd (海昌新加坡國際(私人)有限公司)), a company incorporated in Singapore on February 17, 1996 and held by Qu Naijie, Zhang Tianchen, Cheng Chunping (the wife of Qu Naijie) and Li Jiehui as to 74.36%, 1.41%, 22.82% and 1.41%, respectively, our Connected Person
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shanghai Haichang”	Shanghai Haichang Polar Ocean World Co., Ltd. * (上海海昌極地海洋世界有限公司), a company established in the PRC on July 19, 2011 and our indirect wholly-owned subsidiary

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“Shanghai Haichang Polar Ocean World”	a project in Shanghai that we intend to develop into our flagship marine theme park with a focus on polar animals
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of US\$0.0001 each
“Share Option Scheme”	our share option scheme conditionally adopted pursuant to resolutions passed by our Shareholders by resolutions in writing passed on February 23, 2014
“Share Subscription Agreements”	the Oriental Camellia SSA and the Time Dynasty SSA
“Shareholder(s)”	holders of our Shares
“Shibo Real Estate”	Dalian Shibo Real Estate Development Co., Ltd.* (大連世博房地產開發有限公司), a company established in the PRC on July 17, 2003 and wholly-owned by Haichang Real Estate, our Connected Person
“Stabilizing Manager”	BNP Paribas Securities (Asia) Limited
“State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“State Council”	the PRC State Council (中華人民共和國國務院)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Theme Park Opinions”	Certain Opinions on Regulating the Development of Theme Park (《關於規範主題公園發展的若干意見》) issued on March 4, 2013 by several authorities including, among others, the NDRC, MLR and Ministry of Culture

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“Theme Park Under 2013 Opinions”	a theme park defined under the Theme Park Opinions as is a park area constructed for profit-making purpose, the land area and investment amount of which reach a certain scale and which is operated in an enclosed manner with one or more specific cultural and tourist themes and provides visitors with paid leisure experience and culture and entertainment products or services. The definition of Theme Park Under 2013 Opinions is different from theme parks defined in the section entitled “Glossary of Technical Terms” and used throughout this prospectus. Our six theme parks, the Additional Theme Parks and our new projects in Shanghai and Sanya are deemed as theme parks from the perspectives of their business operations and the existing or expected public perception of them as amusement or entertainment parks offering a variety of entertainment attractions, rides, shows and other events. However, 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 operated in an open manner as a themed entertainment park area, as opposed to an enclosed theme park with a specific theme. See “Business – Theme Parks To Be Developed – Sanya Haitang Bay Dream World”
“Tianjin Polar”	Tianjin Polar Tourism Co., Ltd.* (天津極地旅遊有限公司), a company established in the PRC on September 24, 2007 and our indirect wholly-owned subsidiary
“Tianjin Polar Ocean World”	a marine theme park in Tianjin operated by Tianjin Polar
“Time Dynasty”	Time Dynasty Limited (時譽有限公司), a limited liability company incorporated in the British Virgin Islands on November 21, 2008 and a Shareholder wholly-owned by Hony Capital as a special purpose vehicle
“Time Dynasty SSA”	the share subscription agreement dated May 24, 2012, entered into among our Company, Haichang BVI, Qu Naijie and Time Dynasty under which Time Dynasty agreed to subscribe 14,391,996 Shares at a consideration of US\$80,500,000
“Track Record Period”	the three financial years of our Company ended December 31, 2010, 2011 and 2012 and the nine months ended September 30, 2013
“Trademark Office”	Trademark Office of the State Administration for Industry and Commerce
“Underwriters”	the Hong Kong Underwriters and the International Underwriters

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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“WAZA”	World Association of Zoos and Aquariums
“Wuhan Polar”	Wuhan Polar Ocean World Investment Co., Ltd.* (武漢極地海洋世界投資有限公司), a company established in the PRC on October 26, 2004 and our indirect wholly-owned subsidiary
“Wuhan Polar Ocean World”	a marine theme park in Wuhan operated by Wuhan Polar
“Xinhua News Agency” (新華通訊社)	the official press agency of the PRC and one of the biggest centers for collecting information and press conferences in China
“Yantai Fishermen”	Yantai Fishermen’s Wharf Investment Co., Ltd.* (煙台漁人碼頭投資有限公司), a company established in the PRC on March 15, 2005 and our indirect wholly-owned subsidiary
“Yantai Fishermen’s Wharf”	a commercial street in Yantai adjacent to Yantai Whale Shark Aquarium operated by Yantai Fishermen
“Yantai Whale Shark Aquarium”	an aquarium in Yantai operated by Yantai Fishermen
“Yantai Yudaishan Hot Spring Resort”	a hot spring resort in Yantai adjacent to Yantai Whale Shark Aquarium operated by Yantai Fishermen

In this prospectus, the terms “associate,” “connected person,” “connected transaction,” “controlling shareholder,” “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

* If there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC mentioned in this prospectus and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such PRC entities are provided for identification purposes only.