

## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### DIRECTORS

Our Board consists of nine Directors, comprising three executive Directors, three non-executive Directors and three independent non-executive Directors.

The principal functions and duties conferred on our Board include:

- implementing the resolutions passed by our Shareholders in general meetings;
- deciding our business strategies and investment plans;
- approving our annual financial budgets;
- formulating the proposals for profit distributions, recovery of losses and for the increase or reduction of our authorized share capital;
- convening Shareholders' general meetings and reporting our Board's work at these meetings; and
- exercising other powers, functions and duties in accordance with our Articles of Association.

The following table provides information about each of our Directors.

Name	Age	Time of joining our Group and/or its predecessor	Date of appointment as Director	Present Position	Job Responsibilities and Relationship
Wang Xuguang (王旭光) . . .	45	October 2011	July 19, 2012	Executive Director and Chief Executive Officer	Primarily responsible for the strategic decision making and the management of our Group. He also serves on the remuneration committee.
Zhao Wenjing (趙文敬) . . .	59	February 2001	July 19, 2012	Executive Director and Joint President	Primarily responsible for human resources management and the business of our theme parks.
Qu Naiqiang (曲乃強) . . .	51	February 2001	July 19, 2012	Executive Director and Joint President	Primarily responsible for managing the development and construction of our theme parks and the ancillary commercial real estate development.  He is the brother of Qu Naijie.

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Name	Age	Time of joining our Group and/or its predecessor	Date of appointment as Director	Present Position	Job Responsibilities and Relationship
Qu Naijie (曲乃杰) . . .	53	November 1996	November 21, 2011	Non-executive Director and Chairman	<p>Primarily responsible for the overall strategic planning and overseeing the general corporate, financial and compliance affairs of our Group. He also serves on the nomination committee.</p> <p>He is the brother of Qu Naiqiang.</p>
Makoto Inoue (井上亮) . . .	61	July 2012	July 19, 2012	Non-executive Director	<p>Primarily responsible for the strategic planning for and overseeing of the general corporate, financial and compliance affairs of our Group.</p>
Yuan Bing (袁兵) . . . .	45	August 2012	August 24, 2012	Non-executive Director	<p>Primarily responsible for the strategic planning for and overseeing of the general corporate, financial and compliance affairs of our Group. He also serves on the risk management and corporate governance committee.</p>
Fang Hongxing (方紅星) . . .	41	February 2014	February 23, 2014	Independent Non-executive Director	<p>Serves on the audit, remuneration, risk management and corporate governance and independent board committees; primarily responsible for supervising and providing independent judgment to our Board.</p>
Wei Xiaoan (魏小安) . . .	62	February 2014	February 23, 2014	Independent Non-executive Director	<p>Serves on the audit, nomination, risk management and corporate governance and independent board committees; primarily responsible for supervising and providing independent judgment to our Board.</p>
Sun Jianyi (孫建一) . . .	60	February 2014	February 23, 2014	Independent Non-executive Director	<p>Serves on the audit, nomination, remuneration and independent board committees; primarily responsible for supervising and providing independent judgment to our Board.</p>

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### Executive Directors

**Wang Xuguang (王旭光)**, aged 45, was appointed to our Board on July 19, 2012 and his title was designated as our executive Director on February 23, 2014. Mr. Wang is also the Chief Executive Officer of our Company, primarily responsible for the strategic decision making and the management of our Group. Mr. Wang obtained a bachelor's degree in economics and investment management at the Dongbei University of Finance and Economics (東北財經大學) in Dalian in July 1990. He was then awarded a master's degree in international laws by the Dalian Maritime University (大連海事大學) in April 2002.

After graduation from university, Mr. Wang worked in the Dalian Branch of the China Construction Bank for more than 16 years until he became the deputy branch manager, during which he developed his extensive knowledge and experience in real estate financing. Mr. Wang then joined Haichang Group Co in February 2007 as a director and the president. He was further appointed as a director and the general manager of Haichang Enterprise Development in February 2010. From October 2010 to February 2012, he also served as the president of Haichang Real Estate. Mr. Wang was appointed as a director of Haichang China in October 2011 and was promoted to the chairman of the board of directors in July 2012 and the president in April 2013. In July 2012, he was also appointed as a director of Haichang Asia BVI and Haichang Holdings HK. Currently, he is also serving as a non-executive director of Haichang Group Co and Haichang Enterprise Development. Mr. Wang is the vice president of the Chamber of Commerce in Dalian (大連市總商會) and a representative of the People's Congress of Dalian Municipality (大連市人民代表大會). Mr. Wang has not been a director of any listed companies over the past three years.

**Zhao Wenjing (趙文敬)**, aged 59, was appointed to our Board on July 19, 2012 and his title was designated as our executive Director on February 23, 2014. Mr. Zhao is also a Joint President of our Company, primarily responsible for human resources management and the business of our theme parks. Mr. Zhao educated in Dalian Ocean University (大連海洋大學) (formerly known as Dalian Institute of Aquaculture\* (大連水產學院)) major in marine engineering management in February 1978. He further obtained a Master of Business Administration at the Open University of Hong Kong in December 2003. Mr. Zhao was awarded as a senior level engineer by the Personnel Department of Liaoning Province in November 1993 and as a professor level senior engineer by the Human Resources and Social Security Department of Liaoning Province in September 2013.

Mr. Zhao has extensive experience in theme park management and operations and tourism project planning. He has been engaged in the theme park business for more than 22 years and was involved in and led the planning and construction of many theme parks. Mr. Zhao has experience in working as a general manager and principal at various theme parks and zoos such as Dalian Laohutan Park, Dalian Forest Zoo and Dalian Discoveryland. From January 1991 to March 2008, Mr. Zhao served as the general manager of Hutun Park, during which he primarily managed the operations of Dalian Laohutan Park and the overall works of Dalian Laohutan Polar Aquarium. In 2001, Mr. Zhao joined Dalian Laohutan as a vice chairman of the board of directors, where he became the chairman of the board in March 2008. Mr. Zhao was appointed as the vice president of Haichang Group Co and a director of Haichang Enterprise Development in February 2008 and February 2010. Mr. Zhao then became a director of Haichang Travel and Haichang China in March 2010 and October 2011, respectively. Since April 2013, he has also become a joint president of Haichang China. Currently, Mr. Zhao is also serving as a director of Haichang Asia BVI, Haichang Holdings HK, Qingdao Polar and Dalian Friday Avenue.

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Mr. Zhao is one of the founder and was the deputy manager of the Aquarium Special committee of Chinese Association of Natural Science Museums (中國自然科學博物館協會水族館專業委員會). Since January 2008, Mr. Zhao was also a committee member of the Ethnic and Foreign Affairs Committee\* (民族僑務外事委員會) of the Dalian Municipal People's Congress\* (大連市人民代表大會). Since March 2012, Mr. Zhao has become the vice chairman of the China Association of Amusement Parks and Attractions (中國遊藝機遊樂園協會). Mr. Zhao has not been a director of any listed companies over the past three years.

**Qu Naiqiang (曲乃強)**, aged 51, was appointed to our Board on July 19, 2012 and his title was designated as our executive Director on February 23, 2014. Mr. Qu is the younger brother of Qu Naijie, our founder, our Controlling Shareholder, the chairman of our Board and our non-executive Director. Mr. Qu is also a Joint President of our Company, primarily responsible for managing the development and construction of our theme parks and ancillary commercial real estate development. In January 2003, Mr. Qu graduated with a diploma in economics management from the Liaoning Normal University (遼寧師範大學) in Dalian, at which he also completed an education course in economics management in January 2006. Since September 2012, Mr. Qu has been pursuing an Executive Master in Business Administration at the MBA School of the Dongbei University of Finance and Economics (東北財經大學) and he is expected to complete the program in December 2014.

Mr. Qu joined Haichang Housing in 1995 as the manager of the materials department, during which he acquired extensive management experience in theme park construction. In December 1999, Mr. Qu joined the Dalian Laohutan Polar Aquarium project construction office as a standing deputy manager and was responsible for the purchase of animals and facilities and management of construction costs. He was then appointed as a director of Dalian Laohutan in December 2000 and also became the general manager of the resources department of Haichang Group Co in June 2002. Later in June 2004, Mr. Qu was appointed as the standing deputy manager of the project construction office of the Dalian Discoveryland project company and was mainly responsible for the management of the construction of the park and construction costs. In March 2005, he became the president's assistant and the head of the resources department of Haichang Group Co, and continue acting as the standing deputy manager of the construction office of the Dalian Discoveryland project company. He was primarily responsible for procuring resources, managing the project costs and overall project supervision. In April 2007, he was appointed as the vice president of Haichang Group Co and was responsible for the tourism development and management and resources management. In July 2009, on the basis of his existing position, he further served as the general manager of Chengdu Polar and was fully responsible for the daily management of the company, cost control and management of construction works. In January 2010, Mr. Qu became a director of Haichang Enterprise Development. From March 2010 to May 2012, he further served as the vice president of Haichang Real Estate and he was in charge of cost control, construction management, resources and information management. In addition, from September 2011 to February 2013, he served as the general manager of Wuhan Polar. Currently, Mr. Qu is a director of Haichang Asia BVI and Haichang Holdings HK, as well as a director and joint president of Haichang China. Mr. Qu has not been a director of any listed companies over the past three years.

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### Non-Executive Directors

**Qu Naijie (曲乃杰)**, aged 53, was appointed to our Board on November 21, 2011 and his title was designated as our non-executive Director on February 23, 2014. Qu Naijie is the elder brother of Mr. Qu Naiqiang, our executive Director and Joint President. Qu Naijie is the founder of our Group, the chairman of our Board and our Controlling Shareholder. He is primarily responsible for the overall strategic planning, the general corporate and financial and compliance affairs of our Group. Qu Naijie obtained a bachelor's degree in Chinese Language from Liaoning University (遼寧大學) in Shenyang in December 1992 and completed a research master's degree program in enterprise management at the Dongbei University of Finance and Economics (東北財經大學) in Dalian in July 1998.

Qu Naijie has over 17 years of experience in corporation management and operations. Qu Naijie commenced oil trading business in 1993 and in order to get involved in the real estate development industry, he established Haichang Group Co in 1998. From November 1996 to July 2012, Qu Naijie served as the chairman of the board of directors of Haichang China, where he has become a director since then. In December 2000, he was appointed as a director of Dalian Laohutan. In 2002, Haichang Group Co and Hutan Park through Dalian Laohutan together developed Dalian Laohutan Polar Aquarium, which since June 2007 has been recognized as a 5A-rated tourist attraction categorized by CNTA and had driven the development of the tourist attractions development industry in Dalian. Following the success of the Dalian Laohutan Polar Aquarium, from 2002 to 2012, Qu Naijie further led the development of seven different theme parks across the PRC. He was appointed as a director of Haichang Asia BVI and Haichang Holdings HK in 2011 and the chairman of the boards of directors of both companies in September 2013. Qu Naijie is also serving as an executive director of Haichang Group Co and Haichang Enterprise Development, as well as a director of most of our operating subsidiaries, including Yantai Fishermen, Tianjin Polar, Wuhan Polar and Chengdu Polar. Qu Naijie has not been a director of any listed companies over the past three years.

**Makoto Inoue (井上亮)**, aged 61, was appointed to our Board on July 19, 2012 and was designated as our non-executive Director on February 23, 2014. He is primarily responsible for the strategic planning for and overseeing of the general corporate, financial and compliance affairs of our Group. Mr. Inoue obtained a bachelor's degree in law from the Faculty of Law of Chuo University in Japan in March 1975.

Mr. Inoue has over 38 years of experience in leasing and finance, investment banking, and alternative investment in a global context. He joined ORIX Corporation (formerly known as "Orient Leasing Co., Ltd.") in April 1975 and is currently a director, representative executive officer, president and chief operating officer of ORIX Corporation, a company listed on the Tokyo Stock Exchange, Osaka Securities Exchange and New York Stock Exchange. Mr. Inoue was a director of Lanka ORIX Leasing Company PLC, a company listed on the Colombo Stock Exchange, Sri Lanka, from 2009 to 2011 and he was also a director of EnTie Commercial Bank Co. Ltd., a company listed on the Taiwan Stock Exchange Corporation, from 2007 to 2012; during his appointments, he took part in the overall strategic management and planning of both companies. In January 2010, Mr. Inoue was appointed as a director of Haichang Enterprise Development. Currently, he is also serving as a non-executive director of China Water Affairs Group Limited (Stock Code: 0855), a company listed on the Main Board of the Stock Exchange. Save as disclosed herein, Mr. Inoue has not been a director of any listed companies over the past three years.

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**Yuan Bing (袁兵)**, aged 45, was appointed to our Board on August 24, 2012 and his title was designated as our non-executive Director on February 23, 2014. He is primarily responsible for the strategic planning for and overseeing of the general corporate, financial and compliance affairs of our Group. Mr. Yuan graduated with a bachelor's degree in English from Nanjing University (南京大學) in July 1990. In June 1993 and October 1998, Mr. Yuan obtained a master's degree in international relations and a doctorate degree in law from Yale University in the United States, respectively.

Mr. Yuan has extensive experience in corporate finance and investment banking. Mr. Yuan joined Credit Suisse First Boston (Hong Kong) Limited in September 2001 as a vice president of its investment banking division. From April 2004 to June 2006, Mr. Yuan worked at Morgan Stanley Asia Limited, he then rejoined them between October 2006 and February 2009, where he served as a managing director in the fixed income division. Mr. Yuan joined the Hong Kong office of Hony Capital Limited in April 2009 as a director and has been serving as a managing director of the investment department of the Hong Kong office since January 2010, he is mainly responsible for cross-border transactions as well as direct investments in financial services and environmental protection sectors. Since November 2010, Mr. Yuan has been serving as a non-executive non-independent director and member of audit and compensation committees of Biosensors International Group, Ltd, a company listed on the Singapore Stock Exchange. He is also a non-executive director and a member of the audit committee of Hydoo International Holdings Limited (Stock Code: 1396), a company listed on the Main Board of the Stock Exchange. Currently, Mr. Yuan is also serving as a director of Haichang Asia BVI, Haichang Holdings HK and Haichang China. Save as disclosed herein, Mr. Yuan has not been a director of any listed companies over the past three years.

### Independent Non-Executive Directors

**Fang Hongxing (方紅星)**, aged 41, was appointed as our independent non-executive Director on February 23, 2014. He is primarily responsible for supervising and providing independent judgment to our Board. Professor Fang is currently an independent director and the chairperson of the audit committee of each of Neusoft Corporation\* (東軟集團股份有限公司) (Stock Code: 600718.SH) (a company listed on the Shanghai Stock Exchange), Shenyang Machine Tool Co., Ltd\* (瀋陽機床股份有限公司) (Stock Code: 000410.SZ) and Zhangzi Island Corporation\* (獐子島集團股份有限公司) (Stock Code: 002069.SZ) (both companies listed on the Shenzhen Stock Exchange). Professor Fang obtained a bachelor's degree in accounting from Hefei Institute of Economics and Technology\* (合肥經濟技術學院) (which has now become a part of University of Science and Technology of China (中國科技大學)) in July 1993. He passed the PRC CPA Uniform Examination held by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in December 1994. He further obtained a master's degree and a PhD in accounting at Dongbei University of Finance and Economics (東北財經大學) in Dalian in April 1996 and July 2004, respectively.

Professor Fang has extensive experience in accounting, auditing and internal control. Since September 2003, he has been teaching accounting at Dongbei University of Finance and Economics. He became an accounting professor at Dongbei University of Finance and Economics in June 2005 and since December 2009, he has been serving as the head of the School of Accounting of the same University. Professor Fang also served as a council member of the Accounting Society of China (中國會計學會), an advisory expert of the China Accounting Standards Committee (財政部會計準則委員會) and the China Corporate Internal Control Standards Committee (企業內部控制標準委員會), a member of the Technical Guidance Committee and the Audit Standards Group of the Chinese Institute of Certified Public Accountants. He was awarded with the

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title of “Outstanding Professional in the Dalian Municipal” (大連市優秀專家) by Dalian Municipal Government in 2010. In July 2012, Professor Fang was further appointed as a “Liaoning Distinguished Professor” (遼寧特聘教授) by Liaoning Provincial Department of Education. He was later recognized as an “Accounting Leader in the PRC” (全國會計領軍人材) by the Ministry of Finance of China in December 2012. Save as disclosed herein, Professor Fang has not been a director of any listed companies over the past three years.

**Wei Xiaoan (魏小安)**, aged 62, was appointed as our independent non-executive Director on February 23, 2014. He is primarily responsible for supervising and providing independent judgment to our Board. Mr. Wei obtained a bachelor’s degree in economics from Beijing Institute of Economics\* (北京經濟學院) (now known as the Capital University of Economics and Business\* (首都經濟貿易大學)) in January 1982.

Mr. Wei has extensive experience in tourism economics, policy and planning, he took up several senior positions at CNTA such as a director in the planning and development division and the finance division. Mr. Wei also served as the director of the academic committee of the China Tourism Academy\* (中國旅遊研究院). In December 2009, Mr. Wei was appointed as the secretary-general of the China Tourism Leisure Association\* (中國旅遊協會休閒渡假分會). He is also a researcher at the tourism research center of the Chinese Academy of Social Sciences\* (中國社會科學院), the director of the National Technical Committee on Leisure of Standardization Administration\* (全國休閒標準化技術委員會), the director of the expert committee of the World Tourism Cities Federation\* (世界旅遊城市聯合會) and the vice president of the Beijing Tourism Society\* (北京旅遊學會).

Mr. Wei has primarily been involved in the research on tourism development in China and tourism economics. He is teaching as a professor at various universities, such as Peking University\* (北京大學) and Sen Yat-Sen University\* (中山大學) in the PRC. Throughout the years, Mr. Wei has compiled a large amount of research reports and monographs, examples include Witnessing China’s Tourism (目擊中國旅遊), Walk with China’s Tourism (與中國旅遊同行) and Research on Tourism Economic Structure in China (中國旅遊經濟結構研究). Furthermore, Mr. Wei is a tourism consultant for a number of provincial governments in the PRC. Mr. Wei has not been a director of any listed companies over the past three years.

**Sun Jianyi (孫建一)**, aged 60, was appointed as our independent non-executive Director on February 23, 2014. He is primarily responsible for supervising and providing independent judgment to our Board. Mr. Sun obtained a diploma in finance at Zhongnan University of Economics and Law (中南財經政法大學) in December 1975. He was recognized as a senior economist by the Guangdong Province\* (廣東省人事廳) in July 1999. Mr. Sun is currently the vice-chairman of the board, executive vice president and executive director of Ping An Insurance (Group) Company of China, Ltd (中國平安保險(集團)股份有限公司) (Stock Code: 2318.HK and 601318.SH), a company listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange. Furthermore, he is also the chairman of the board of Ping An Bank Co., Ltd (平安銀行股份有限公司) (Stock Code: 000001.SZ) and a director of China Vanke Co., Ltd\* (萬科企業股份有限公司) (Stock Code: 000002.SZ), both of which are listed on the Shenzhen Stock Exchange. Since June 2008, he has been serving as a council member of the Association for Relations Across the Taiwan Straits (兩岸關係協會). Save as disclosed herein, Mr. Sun has not been a director of any listed companies over the past three years.

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### SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The following table sets out certain information concerning our senior management.

Name	Age	Residential/ business address	Time of joining our Group and/or its predecessor	Current Position	Job Responsibilities and Relationship
Li Xin (李昕) . . . . .	41	No.1, Lianjing Garden, Huale Street, Zhongshan District, Dalian, Liaoning Province	April 2013	Chief Financial Officer	Primarily responsible for financial planning, financial risks management and financial reporting.  He is the husband of Ms. Zheng Fang.
Gao Jie (高杰) . . . . .	40	No.1, Lianjing Garden, Huale Street, Zhongshan District, Dalian, Liaoning Province	April 2013	Chief Investment Officer	Primarily responsible for investment strategy, corporate development and general compliance matters.
Tan Guangyuan (譚廣元) . . . . .	41	No.1, Lianjing Garden, Huale Street, Zhongshan District, Dalian, Liaoning Province	March 2003	Technical Director	Primarily responsible for animal management and facility energy departments.
Wang Wei (王煒) . . . . .	44	No.1, Lianjing Garden, Huale Street, Zhongshan District, Dalian, Liaoning Province	March 2010	Operation Director	Primarily responsible for supervision of theme park operations and merchandise and catering businesses.
Wang Zan (王瓚) . . . . .	38	No.1, Lianjing Garden, Huale Street, Zhongshan District, Dalian, Liaoning Province	March 2010	Planning Design Director	Primarily responsible for supervision of the planning and design of our projects and management of design costs.



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Name	Age	Residential/ business address	Time of joining our Group and/or its predecessor	Current Position	Job Responsibilities and Relationship
Liu Jiabin (劉家斌) . . . .	44	No.1, Lianjing Garden, Huale Street, Zhongshan District, Dalian, Liaoning Province	April 2013	Project Construction Director	Primarily responsible for the management of the tender and procurement, engineering management, cost and contract and business operation departments.
Zheng Fang (鄭芳) . . . . .	35	No.1, Lianjing Garden, Huale Street, Zhongshan District, Dalian, Liaoning Province	March 2006	Marketing Director	Primarily responsible for the management of the sales and marketing and the cultural and entertainment works of our Group.

She is the wife of  
Mr. Li Xin.

**Li Xin (李昕)**, aged 41, has been serving as our chief financial officer since April 2013. He is primarily responsible for financial planning, financial risks management and financial reporting. Mr. Li obtained a bachelor's degree in industrial economics from the Dongbei University of Finance and Economics (東北財經大學) in Dalian in July 1995. He also obtained a master's degree in law from Jilin University (吉林大學) in Jilin in July 2003. Mr. Li is the husband of Ms. Zheng Fang, the marketing director of our Group.

Mr. Li has over 18 years of experience in finance and taxation. Mr. Li served as an officer in the first investigation bureau of the Dalian Municipal Local Taxation Bureau between August 1995 and August 2002, he was responsible for the investigation and examination works. In June 2002, Mr. Li became the general manager of the planning and finance department of Haichang Group Co. His responsibilities include, financial management system development, budget formation, assets management, investment and financial reporting and management. From in March 2010, Mr. Li was appointed as the general manager of the planning and finance department of Haichang Enterprise Development, where he also started to serve as the chief financial officer in December 2010. In April 2013, he was appointed as the chief financial officer and the general manager of the planning and finance department of Haichang China. Mr. Li has not been a director of any listed companies over the past three years.

**Gao Jie (高杰)**, aged 40, has been serving as our chief investment officer since April 2013. He is primarily responsible for investment strategy, corporate development and general compliance matters. Mr. Gao obtained a bachelor's degree in management information system from the Dalian Maritime University (大連海事大學) in Dalian in July 1995 and a master's degree in industrial economics from the Dongbei University of Finance and Economics (東北財經大學) in Dalian in November 1999.

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Mr. Gao has over 17 years of experience in finance and banking. Mr. Gao served as a branch client manager and the branch manager of the China Construction Bank (中國建設銀行) from July 1995 to August 2001 and August 2001 to January 2003, respectively. He was mainly responsible for the overall management and the internal control of the branch. He then became the general manager of Dalian Hongji Investment Co., Ltd.\* (大連宏基投資有限公司) between January 2003 and December 2007, where he took part in the operation of the company and enforcement of investment projects. Mr. Gao was appointed as the general manager of the investment strategy department of Haichang Group Co and Haichang Enterprise Development in November 2007 and March 2010, respectively, his main duties were to develop strategies, analyze the investment market, maintain relationships with financial institutions and investors and explore new areas for investment. Since April 2013, he has been serving as the chief investment officer and the general manager of the corporate development department of Haichang China, he is in charge of strategies formation, investment management, investor relations and legal and internal control compliance matters of the company. Mr. Gao has not been a director of any listed companies over the past three years.

**Tan Guangyuan (譚廣元)**, aged 41, has been serving as our technical director since April 2013. He is primarily responsible for managing the animal management and facility energy departments. Mr. Tan obtained a bachelor's degree in thermal turbine from the Dalian University of Technology (大連理工大學) in July 1993. He later completed a PhD course in law at the China University of Political Science and Law (中國政法大學) in May 2009 and a research Master in Public Administration (MPA) program at the Party School of Liaoning Provincial Party Committee of the Communist Party of China (中國遼寧省委黨校) in December 2009. In 2006 and 2013, Mr. Tan attended the training courses in the job duties of general manager and senior management organized by CNTA. He was then awarded with the respective professional training certificates by CNTA in August 2006 and August 2013.

Mr. Tan has over 14 years of experience in the tourism industry. From 1993 to 1999, Mr. Tan worked as a technician at the Dalian City Construction and Management Bureau\* (大連城市建設管理局) and from 1999 to 2000, he worked as an office manager of the reconstruction headquarters at the Laohutan Bay in Dalian where he was responsible for coordinating the daily works of the reconstruction office. Mr. Tan joined Hutan Park in January 2000 as an office manager and was then appointed as the deputy general manager of Dalian Laohutan as a representative of Hutan Park in March 2003 to oversee the operation and administration of Dalian Laohutan Polar Aquarium, facilities engineering and animals management. He was later promoted as the general manager in March 2008 and was responsible for the overall management of the company. Meanwhile, he also became a director of Dalian Laohutan and has been involved in making strategic decisions for the company since then. From 2011 to 2013, Mr. Tan served as the vice president of Haichang Travel and he was responsible for making strategic decisions and managing the human resources, strategic planning and procurement departments. Since April 2013, Mr. Tan has been serving as the technical director of Haichang China. Mr. Tan became the vice group leader of the aquarium standards development leading small group of the National Aquatic Wildlife Conservation Association (全國水生野生動物保護分會) in March 2010, the vice president of the same Association in April 2011 and a guest member of the European Union of Acquisition Curators in October 2011. He also serves as an advisor to the Japanese Cetaceans Center\* (日本海豚中心). Mr. Tan has not been a director of any listed companies over the past three years.

**Wang Wei (王煒)**, aged 44, has been serving as our operation director since April 2013. He is primarily responsible for supervising the theme park operations and the merchandise and catering businesses. Mr. Wang obtained a bachelor's degree in aquaculture from the Dalian Institute of Aquaculture (大連水產學院) (now known as Dalian Ocean University (大連海洋大學)) in July 1992 and a master's degree in political economics from the Liaoning Normal University (遼寧師範大學) in Dalian in December 2001.

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Mr. Wang has almost 20 years of theme park operation and management, aquaculture, fisheries, economics, marine science and marine mammal training experience. Mr. Wang served as a deputy manager at the Hutan Underwater World Theme Park\* (虎灘樂園水下世界) from September 1992 to November 1994. In November 1994, he started to work at Dalian Sunasia Tourism Holding Co., Ltd\* (大連聖亞旅遊控股股份有限公司) for more than 12 years and he was the vice general manager before he left in May 2007. He was mainly responsible for the management of the maintenance of marine animals and operations. Between October 2007 and February 2008, Mr. Wang served as the general manager of the Hangzhou Polar Ocean World Science Co., Ltd.\* (杭州極地海洋世界科普有限公司) and he was responsible for the overall operation management. Mr. Wang joined Haichang Group Co in March 2009 as the general manager of the tourism operation management department and he was responsible for the management of the operation of the company's tourism projects. In March 2010, he was appointed as the president's assistant and the general manager of the operation management department at Haichang Travel, where he was involved in the management, operation and supervision of our new projects. In April 2011, he was promoted as the vice-president of Haichang Travel and he was responsible for the operation and management of the company and the supervision of our marine animals maintenance. Since April 2013, Mr. Wang has also been serving as the operation director and the general manager of the park operation department of Haichang China. Mr. Wang became a member of the Chinese Association of Natural Science Museums (中國自然科學博物館協會) in December 1995, at which he has been serving as a council member since 2001. From 1995 to 2007, Mr. Wang was also a deputy minister of the aquarium professional committee of the same Association. Since 2003, he has also become a member of the Ornamental Fish Sub-committee of the China Society of Fisheries (中國水產學會觀賞魚分會). Mr. Wang reviewed and edited the National Occupational Qualification Training Course (國家職業資格培訓教程) for the marine mammal trainer qualification in April 2007 and was employed by the National Occupational Skill Testing Authority\* (國家職業技能鑑定所) as an expert to set exam questions. Mr. Wang has not been a director of any listed companies over the past three years.

**Wang Zan (王瓚)**, aged 38, has been serving as our planning design director since February 2012. He is primarily responsible for the supervision of the planning and design of our projects and management of design costs. Mr. Wang obtained a double bachelor's degree in port channel and river restoration engineering and applied computer engineering and a master's degree in materials science from the Dalian University of Technology (大連理工大學) in Dalian in July 1999 and October 2002, respectively.

Mr. Wang has over 10 years of civil engineering, property design and project management experience. Mr. Wang joined Haichang Group Co in 2002 as an employee in the tourism projects development and supervision department, he was responsible for the design of Dalian Discoveryland, Dalian Friday Avenue and Qingdao Polar Ocean World projects. In October 2003, Mr. Wang was assigned by Haichang Group Co to be fully responsible for the design works of Dalian Discoveryland. From November 2006 to March 2010, he worked at the planning design department of Haichang Group Co, he was responsible for the design of Chongqing Caribbean Water Park, Chengdu Polar Ocean World, Wuhan Polar Ocean World, Tianjin Polar Ocean World, Yantai Whale Shark Aquarium and Yantai Haichang Yudaishan Hot Spring Resort. He was then appointed as the deputy general manager of the technical management department of Haichang Travel in March 2010 and he was responsible for the management of our facilities and techniques, the design works of our new projects and projects to be expanded, reconstruction of operating projects, the maintenance of our animals and the management of systems, facilities and energy resources. From March 2011 to February 2012, he served as the general manager of the technical management department of Haichang Travel and was promoted as the planning design director in February 2012. Later in April 2013, Mr. Wang was appointed as the planning design director and the general manager of the planning design department of Haichang China. Mr. Wang has not been a director of any listed companies over the past three years.

## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

**Liu Jiabin (劉家斌)**, aged 44, has been serving as our project construction director since April 2013. He is primarily responsible for the management of the tender and procurement, engineering management, cost and contract and business operation departments. Mr. Liu is currently pursuing an Executive Master in Business Administration at the Dongbei University of Finance and Economics (東北財經大學) in Dalian, which he is expected to complete in 2014.

Mr. Liu has over eight years of experience in property development and management experience. Mr. Liu joined Haichang Group Co in September 2002 as the deputy manager of the resources department and he was responsible for establishing the supply chain for the company. He later served as the general manager of Jiemusi Haixin Housing Development Co., Ltd\* (佳木斯海新房屋開發有限公司) from March 2005 to April 2007 and he was responsible for the daily management of the project companies. In April 2007, he rejoined Haichang Group Co as the general manager of the tourism development and management department and from November 2007 to July 2009, he served as the general manager of Chengdu Polar, where he was responsible for establishing the strategic goals and operation model for the company. From March 2010 to February 2013, Mr. Liu served as the general manager of Dalian Fisherman's Wharf Development and Construction Co., Ltd\* (大連漁夫碼頭開發建設有限公司), a project company owned by Haichang Real Estate. Since May 2012, Mr. Liu has been serving as the vice president of Haichang Real Estate and he is responsible for overseeing the commercial operation department. Since April 2013, he has been serving as the project construction director and the general manager of the engineering management department of Haichang China. Mr. Liu has not been a director of any listed companies over the past three years.

**Zheng Fang (鄭芳)**, aged 35, has been serving as our marketing director since April 2013. She is primarily responsible for the management of the sales and marketing and cultural and entertainment works of our Group. Ms. Zheng obtained a bachelor's degree in investment economics from Liaoning University (遼寧大學) in Shenyang in July 1999. Ms. Zheng is the wife of Mr. Li Xin, the chief financial officer of our Group.

Ms. Zheng has over 13 years of experience in investment, corporate finance and management. Ms. Zheng joined Haichang Group Co in June 2000 as the finance manager of the capital department, where she served until March 2006 and was responsible for the coordination, control and tracing of cash, development and implementation of financing plans, development and enhancement of financing channels and provision of supporting skills. In March 2006, she joined Dalian Laohutan as the deputy general manager. She has then become a director of Dalian Laohutan since March 2008 and was promoted as the general manager in April 2011, during her employment, her duties were to develop and implement the annual operation plan and to promote our company to the market. Since April 2013, she has been appointed as the marketing director of Haichang China. In August 2011, she was appointed as a director of the Liaoning Province Wildlife Conservation Association (遼寧省野生動物保護協會). Furthermore, in December 2012, she was appointed as a committee member of the 9th committee of the Chinese People's Political Consultative Conference of Zhongshan City, Dalian Municipal. Ms. Zheng has not been a director of any listed companies over the past three years.

## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### COMPANY SECRETARY

**Mr. Yu Leung Fai (余亮暉)**, aged 36, has extensive experience in the corporate services field. Since 2001, Mr. Yu has been the principal executive of Fung, Yu & Co. CPA Limited. Mr. Yu has also been the company secretary of China National Materials Co. Ltd., Beijing Media Corporation Ltd., Yuanda China Holdings Limited and Vale S.A., all of which are listed companies in Hong Kong, since 2009, 2010, 2012 and 2010, respectively. Mr. Yu graduated from the University of London with a bachelor's degree in law in 2005. He is a member of the American Institute of Certified Public Accountants, Certified Practising Accountants of Australia and the Hong Kong Institute of Certified Public Accountants.

### BOARD COMMITTEES

#### Audit Committee

Our Company established an audit committee with written terms of reference in compliance with Rules 3.21, 3.22 and 3.23 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The audit committee consists of three members, namely Fang Hongxing, Wei Xiaoan and Sun Jianyi, our independent non-executive Directors. Fang Hongxing has been appointed as the chairman of the audit committee, and is our independent non-executive Director possessing the appropriate professional qualifications. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of our Group, oversee the audit process and perform other duties and responsibilities as assigned by our Board.

#### Nomination Committee

Our Company established a nomination committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The nomination committee consists of three members, being Qu Naijie, our non-executive Director, Wei Xiaoan and Sun Jianyi, our independent non-executive Directors. Qu Naijie, is the chairman of the nomination committee. The primary duties of the nomination committee are to make recommendations to our Board on the appointment and removal of Directors of our Company.

#### Remuneration Committee

Our Company established a remuneration committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The remuneration committee consists of three members, namely Wang Xuguang, our executive Director, Sun Jianyi and Fang Hongxing, our independent non-executive Directors. Sun Jianyi has been appointed as the chairman of the remuneration committee. The primary duties of the remuneration committee are to establish and review the policy and structure of the remuneration for the Directors and senior management and make recommendations on employee benefit arrangement.

## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### Risk Management and Corporate Governance Committee

Our Company established a risk management and corporate governance committee with written terms of reference. The risk management and corporate governance committee consists of three Directors: namely Yuan Bing, Fang Hongxing and Wei Xiaoan. Yuan Bing currently serves as the chairman of the risk management and corporate governance committee. The primary duties of the risk management and corporate governance committee include, but are not limited to, the following:

- to review the Company's risk management policies and standards, as well as the fundamental concepts and scope of compliance management;
- to review and provide comments on the overall target and basic policy of the compliance and risk management;
- to supervise and monitor the development of risk and compliance management system of the Company;
- to formulate the Company's corporate governance policies and conventional rules, to monitor its implementation and to make recommendations to our Board;
- to review and provide comment on the organizational structure and responsibilities of the Company's compliance and risk management;
- to review the Company's compliance reports and risk assessment reports that need to be reviewed by our Board, and to make proposals on the improvement of the Company's compliance and risk management;
- to review and monitor the training and continuous professional development of the Directors and senior management;
- to review and monitor the Company's policies and conventional rules regarding compliance with laws and regulatory rules as well as with its implementation;
- to formulate, review and monitor the Professional Practice Code and Compliance Manual (if available) of the employees and Directors;
- to monitor the Company's compliance with the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, together with the disclosure in the Corporate Governance Report;
- to monitor the effective implementation of the risk and compliance management by the management of the Company and to evaluate the performance of the responsible senior management;
- to evaluate and opine on the risk of major decision making and solutions to the major risks of the Company that need to be reviewed by our Board; and
- other matters as authorized by our Board.

## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### Independent Board Committee

Our Company established an Independent Board Committee with written terms of reference. The Independent Board Committee comprises all of our independent non-executive Directors, namely Fang Hongxing, Wei Xiaoan and Sun Jianyi. Sun Jianyi has been appointed as the chairman of the Independent Board Committee. For see “Relationship with Our Controlling Shareholders – Deed of Non-Competition” and “Relationship with Our Controlling Shareholders – Option to Purchase and/or Operate and Manage Excluded Business” for details on the primary duties of the Independent Board Committee.

### COMPLIANCE ADVISOR

We have appointed Guotai Junan Capital Limited as our compliance advisor (the “**Compliance Advisor**”) upon the Listing of our Shares on the Stock Exchange in compliance with Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Advisor will provide advice to us when consulted by us in the following circumstances:

- the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where its business activities, developments or results deviate from any forecast, estimate, or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares of our Company.

The term of the appointment shall commence on the Listing Date and end on the date on which our Company distributes its annual report in respect of its financial results for the first full financial year commencing after the Listing Date and this appointment may be subject to extension by mutual agreement.

### SHARE OPTION SCHEME

The Share Option Scheme was adopted pursuant to the written resolutions of the Shareholders of our Company passed on February 23, 2014. The purpose of the Share Option Scheme is to enable us to grant options to selected participants as incentives or rewards for their contribution to us. The Directors consider the Share Option Scheme, with its broadened basis of participation, will enable us to reward the employees, the Directors and other selected participants for their contributions to us. This will be in accordance with Chapter 17 of the Listing Rules and other relevant rules and regulations. Further details of the Share Option Scheme are set forth in the section headed “Statutory and General Information” in Appendix VI to this prospectus.

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

### **COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT**

The aggregate amount of remuneration our Directors and senior management have received (including fees, salaries, contributions to pension schemes, housing and other allowances and other benefits in kind) for the periods ended December 31, 2010, 2011 and 2012 and the nine months ended September 30, 2013 were nil, nil, nil and RMB370,000, respectively.

The aggregate amount of fees, salaries, contributions to pension schemes, discretionary bonuses, housing and other allowances and other benefits in kind paid to our five highest paid individuals of our Company, during each of the periods ended December 31, 2010, 2011 and 2012 and the nine months ended September 30, 2013, was RMB1,722,000, RMB1,783,000, RMB1,870,000 and RMB1,280,000, respectively.

Under the arrangements currently in force, the aggregate amount of remuneration, excluding discretionary bonuses, payable to our Directors for the year ending December 31, 2014 is estimated to be approximately RMB2.04 million.

No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of the periods ended December 31, 2010, 2011 and 2012 and the nine months ended September 30, 2013. Further, none of our Directors had waived any remuneration during the same period.

No other payments have been made or are payable in respect of each of the periods ended December 31, 2010, 2011 and 2012 and the nine months ended September 30, 2013 by the Group to the Directors.

Our Board will review and determine the remuneration and compensation packages of our Directors and senior management which, following the Listing, will receive recommendation from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of our Group.