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## **HAICHANG HOLDINGS LTD.**

**海昌控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2255)**

### **VOLUNTARY ANNOUNCEMENT MEMORANDUM OF COOPERATION IN RELATION TO THE JOINT DEVELOPMENT OF SUPERCHARGER STATIONS FOR TESLA ELECTRIC VEHICLES**

This announcement is made by the Company on a voluntary basis. The purpose of this announcement is to keep the shareholders and potential investors of the Company informed of the latest business development of our Group.

#### **MEMORANDUM OF COOPERATION**

The Board is pleased to announce that on 22 August 2014, the Company and Tesla Beijing has entered into the Memorandum of Cooperation to set out the cooperative intention of the Parties in relation to the joint development of supercharger stations for Tesla electric vehicles in Dalian, the PRC and other cities in which the theme parks of our Group are located.

The Memorandum of Cooperation merely provides a framework of cooperation which will be subject to the terms of any formal agreements which the Parties may separately enter into from time to time upon the date of the Memorandum of Cooperation. The Company will make further announcement(s) as and when appropriate.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, Tesla Beijing, together with its respective ultimate beneficial owner(s) are independent third parties.

#### **KEY TERMS OF THE MEMORANDUM OF COOPERATION**

Pursuant to the terms of the Memorandum of Cooperation, the cooperation between the Parties will be in two phases:

##### **First Phase (the “First Phase”): Cooperation in the Development of Supercharger Stations**

The Parties agreed that the Company will proactively identify suitable land sites in its theme parks located in Dalian, the PRC, and the Parties will jointly develop supercharger stations for Tesla electric vehicles on the land sites.

## **Second Phase (the “Second Phase”): Extension of Cooperation to Other Cities in the PRC**

The Parties agreed that, when the First Phase becomes mature, the Parties will initiate more extensive cooperation in other cities in the PRC in which the projects invested by the Group are located (such as Shanghai, Sanya, Qingdao, Yantai, Tianjin, Chengdu, Chongqing and Wuhan), such as to develop supercharger stations in the theme parks operated by the Group and organize cultural activities or events with the theme of vehicles.

## **REASONS FOR ENTERING INTO THE MEMORANDUM OF COOPERATION**

Tesla Beijing is a company established in the PRC with limited liability and it is a wholly-owned subsidiary of Tesla Inc.. The principal business of Tesla Inc. is to design, develop, manufacture and sell high-performance fully electric vehicles and advanced electric vehicle powertrain components. Tesla Beijing is established by Tesla Inc. as part of its sales and service network in the PRC and it is primarily engaged in the sales of Tesla vehicles and provision of after-sales services to Tesla vehicles owners in the PRC.

The Company is the largest marine theme park operator in China in terms of admission attendance (measured by the number of visitors based on actual admission) in 2012, it currently operates six marine theme parks with a focus on polar animals across the PRC. The theme parks of the Group provide a comprehensive theme park, leisure, dining and shopping experience to its customers through both its in-park offerings and the complementary services offered by the ancillary commercial properties adjacent to the theme parks.

The Board believes that the cooperation accords with the Group’s corporate mission to insist on environmental protection. It will allow the public to experience the new changes to be brought by bringing environmental protection into practice while enjoying the complementary Tesla vehicle charging services. It will also raise the awareness of the public in marine environmental protection and facilitate the usage and promotion of new resources. The cultural activities with the theme of vehicles to be jointly organized by the Parties in the future will also help to draw the attention of medium to high-end customers and facilitate the brand building and marketing of the Company.

**As the projects and matters considered under the Memorandum of Cooperation may or may not proceed, investors are advised to exercise caution when dealing in the securities of the Company.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have following meanings:

“Board”	the board of Directors
“Company”	Haichang Holdings Ltd., a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries

“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
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum of Cooperation”	the memorandum of cooperation entered into by the Company and Tesla Beijing on 22 August, 2014
“Parties”	collectively, the Company and Tesla Beijing
“PRC”	the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tesla Beijing”	Tesla Car Sales (Beijing) Co., Ltd. (拓速樂汽車銷售(北京)有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of Tesla Inc.
“Tesla Inc.”	Tesla Motors, Inc., a company incorporated in Delaware and the shares of which are listed on the NASDAQ under the symbol “TSLA”

On behalf of the Board  
**Haichang Holdings Ltd.**  
**Wang Xuguang**  
*Executive Director and Chief Executive Officer*

Dalian, the PRC, 25 August 2014

*As at the date of this announcement, the executive directors of the Company are Mr. Wang Xuguang, Mr. Zhao Wenjing and Mr. Qu Naiqiang; the non-executive directors of the Company are Mr. Qu Naijie, Mr. Makoto Inoue and Mr. Yuan Bing; and the independent non-executive directors of the Company are Prof. Fang Hongxing, Mr. Sun Jianyi and Prof. Xie Yanjun.*