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## **Overseas Chinese Town (Asia) Holdings Limited**

**華僑城(亞洲)控股有限公司**

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

**(Stock Code: 03366)**

### **CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE AND WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

The board (the “**Board**”) of directors of Overseas Chinese Town (Asia) Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 26 June 2023 (the “**Effective Date**”), Mr. Fong Fuk Wai has ceased to be the company secretary (the “**Company Secretary**”) and an authorised representative (the “**Authorised Representative**”) of the Company under Rule 3.05 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and Ms. Cheng Mei and Ms. Ho Sze Man will assume the position of joint Company Secretaries, and Ms. Ho will also assume the position of an Authorised Representative.

Brief biography of Ms. Cheng and Ms. Ho is set out below:

Ms. Cheng is a deputy general manager of the Company and leads the Company’s office of the board secretary. She holds senior management positions in various subsidiaries of the Company. She joined the Group in 2005, and was a vice supervisor and then supervisor of the Company’s office of the board secretary consecutively. Ms. Cheng graduated from Beijing International Studies University and obtained her bachelor’s degree in arts in 1995.

Ms. Ho is a practicing solicitor of Hong Kong. Ms. Ho specializes in corporate finance and has extensive experience in handling compliance matters of listed companies in Hong Kong. She is currently a partner of HW Lawyers. She was awarded the Bachelor of Laws by the University of Hong Kong in 2006, and the Postgraduate Certificate in Laws by the University of Hong Kong in 2007.

Rule 8.17 of the Listing Rules requires that an issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. According to Rule 3.28 of the Listing Rules, an issuer must appoint as its company secretary an individual who, by virtue of his academic or professional qualifications or relevant experience is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. The Company considers that Ms. Cheng is suitable to act as a joint company secretary given her experience and track record of leading the Company's office of the board secretary. Given that Ms. Cheng does not possess the qualifications as required under Rule 3.28 of the Listing Rules, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the date of appointment of Ms. Cheng (the "**Waiver Period**"). This waiver is granted on the conditions that Ms. Cheng must be assisted by Ms. Ho during the Waiver Period, and that this waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange's confirmation that Ms. Cheng, having had the benefit of Ms. Ho's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of a company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Stock Exchange may withdraw or change this waiver if the Company's situation changes.

By the order of the Board  
**Overseas Chinese Town (Asia) Holdings Limited**  
**Zhang Dafan**  
*Chairman*

Hong Kong, 26 June 2023

*As at the date of this announcement, the Board comprises seven directors, namely: Mr. Zhang Dafan, Mr. Wang Jianwen and Mr. Lin Kaihua as executive directors; Mr. Wang Wenjin as non-executive director; and Ms. Wong Wai Ling, Mr. Lam Sing Kwong Simon and Mr. Chu Wing Yiu as independent non-executive directors.*