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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

**PRECAUTIONARY MEASURES
FOR THE EXTRAORDINARY GENERAL MEETING**

For the health and safety of the shareholders of the Company, the Company strongly encourages the shareholders to appoint the chairman of the meeting as their proxy to vote on the relevant resolution at the EGM as an alternative to attending the EGM in person.

Please refer to the notes below and page ii of the circular of the Company issued on the same date for the measures to be implemented at the EGM. The Company may implement further changes and precautionary measures as appropriate.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Overseas Chinese Town (Asia) Holdings Limited (the “**Company**”) will be held on Wednesday, 9 November 2022 at 10:00 a.m. at 3/F., Jacaranda IBC, OCT Harbour, Baishi Road, Nanshan District, Shenzhen, the People’s Republic of China (or any adjournment thereof) for considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the Company be and is hereby authorised, through Overseas Chinese Town (Shanghai) Land Company Limited, an indirect non-wholly-owned subsidiary of the Company, to dispose of 51% equity interests in Shanghai Shouchi Enterprise Management Ltd. by way of a public tender in accordance with the major terms as stated in the circular of the Company dated 25 October 2022, and the aforesaid disposal and the transactions contemplated thereunder (the “**Proposed Disposal**”) be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and are hereby authorised to proceed with the public tender, and to exercise all the powers of the Company and to do all such things and acts, and to negotiate, approve, agree, sign, initial, ratify, execute (and where required, to affix the common seal of the Company thereon) and/or deliver all documents and take all steps which may be in his/her opinion necessary, desirable or expedient to implement and/or give effect to the Proposed Disposal.”

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

Hong Kong, 25 October 2022

Notes:

1. References to time and dates in this notice are to Hong Kong time and dates.
2. Voting at the EGM shall be taken by poll.
3. A form of proxy for use at the EGM is enclosed to the circular of the Company issued on the same date.

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.

To be valid, the instrument appointing a proxy and (if required by the board of Directors (the “**Board**”)) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

4. Where there are joint holders of any shares, any one of such joint holder may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 4 November 2022 (Friday) to 9 November 2022 (Wednesday, being the record date for the EGM) (both days inclusive), during which period no transfer of the Shares will be registered. To be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 3 November 2022 (Thursday).
6. If any shareholder chooses not to attend the EGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter to the Company’s email at ir-asia@chinaoct.com.
7. Shareholders and the proxies who attend the EGM physically must strictly comply with the pandemic prevention requirements of local governmental departments. Please wear a mask and keep a safe distance during the whole process. Please follow the arrangements of the staff and cooperate with the implementation of pandemic prevention measures, including (among other things) attendee registration, temperature checks, health and travel information inquiry, health code scanning and presentation, etc. Shareholders and their proxies who do not meet the requirements of the pandemic prevention policies will not be able to attend the EGM.

As at the date of this notice, the Board comprises seven Directors, namely: Mr. Zhang Dafan, Ms. Xie Mei 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.