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

Please refer to 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 Thursday, 29 December 2022, at 11:00 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 resolutions as ordinary resolutions of the Company:

## **ORDINARY RESOLUTIONS**

### 1. “**THAT**

- (a) the long-term property services framework agreement dated 23 November 2022 (the “**Huanchao Hefei Framework Agreement**”) (a copy of which is produced before the meeting for the purpose of identification) entered into between Hefei OCT Huanchao Cultural Tourism Real Estate Development Co., Ltd. (合肥華僑城環巢文旅置業發展有限公司), an indirect non-wholly owned subsidiary of the Company (“**Hefei OCT Huanchao**”) and the Hefei branch of OCT Property (Group) Co., Ltd. (華僑城物業(集團)有限公司合肥分公司) (“**OCT Property (Hefei)**”) in relation to the provision of property services by OCT Property (Hefei), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) each of the directors of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute for and on behalf of the Company (and, where required, under the seal of the Company) all such documents and take such steps as he/she or they may consider necessary, appropriate, desirable or expedient to implement and/or give effect to the Huanchao Hefei Framework Agreement and the transactions contemplated thereunder.”

### 2. “**THAT**

- (a) the property services framework agreement dated 23 November 2022 (the “**Huanchao EDZ Framework Agreement**”) (a copy of which is produced before the meeting for the purpose of identification) entered into between Hefei OCT Huanchao and the Chaohu Economic Development Zone branch, OCT Property (Group) Co., Ltd. (華僑城物業(集團)有限公司巢湖經濟開發區分公司) (“**OCT Property (EDZ)**”) in relation to the provision of property services by OCT Property (EDZ), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) each of the directors of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute for and on behalf of the Company (and, where required, under the seal of the Company) all such documents and take such steps as he/she or they may consider necessary, appropriate, desirable or expedient to implement and/or give effect to the Huanchao EDZ Framework Agreement and the transactions contemplated thereunder.”

3. **“THAT**

- (a) the long-term property services framework agreement dated 23 November 2022 (the **“Airport Town Framework Agreement”**) (a copy of which is produced before the meeting for the purpose of identification) entered into between Hefei OCT Industry Development Co., Ltd. (合肥華僑城實業發展有限公司), an indirect non-wholly owned subsidiary of the Company (**“Hefei OCT Industry”**) and OCT Property (Hefei) in relation to the provision of property services by OCT Property (Hefei), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) each of the directors of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute for and on behalf of the Company (and, where required, under the seal of the Company) all such documents and take such steps as he/she or they may consider necessary, appropriate, desirable or expedient to implement and/or give effect to the Airport Town Framework Agreement and the transactions contemplated thereunder.”

4. **“THAT**

- (a) the property services framework agreement dated 23 November 2022 (the **“Suhewan Framework Agreement”**) (a copy of which is produced before the meeting for the purpose of identification) entered into between Overseas Chinese Town (Shanghai) Land Company Limited (華僑城(上海)置地有限公司), an indirect non-wholly-owned subsidiary of the Company (**“OCT Shanghai Land”**) and Shanghai Jing’an branch office of OCT Property (Group) Co., Ltd. (華僑城物業(集團)有限公司上海靜安分公司) (**“OCT Property (Jing’an)”**) in relation to the provision of property services by OCT Property (Jing’an), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) each of the directors of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute for and on behalf of the Company (and, where required, under the seal of the Company) all such documents and take such steps as he/she or they may consider necessary, appropriate, desirable or expedient to implement and/or give effect to the Suhewan Framework Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 12 December 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 of the Company (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 Shops 1712-1716, 17th 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. The record date on which the Company will identify shareholders who will be entitled to attend and vote at the EGM is Wednesday, 28 December 2022. In order 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 28 December 2022.
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](mailto: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.*