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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)**

**(Debt Stock Codes: 40303, 40356)**

### **PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Overseas Chinese Town (Asia) Holdings Limited (the “**Company**”), together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to make certain amendments to the existing memorandum and articles of association of the Company (the “**Existing M&A**”) and to adopt the second amended and restated memorandum and articles of association of the Company (the “**Second Amended M&A**”) consolidating all the Proposed Amendments (as defined below), in order to, among other things, (i) bring the Existing M&A in alignment with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules and the applicable laws of the Cayman Islands; and (ii) make other housekeeping amendments, including consequential amendments in line with the above amendments to the Existing M&A (collectively, the “**Proposed Amendments**”). In view of the number of Proposed Amendments, the Board proposes to adopt the Second Amended M&A in substitution for, and to the exclusion of, the Existing M&A.

The Proposed Amendments are prepared in the English language and the Chinese language translation of the Proposed Amendments is for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the Proposed Amendments, the English language version shall prevail.

The Proposed Amendments and the proposed adoption of the Second Amended M&A are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the forthcoming annual general meeting of the Company (the “**Annual General Meeting**”).

A circular containing, among other matters, details of the Proposed Amendments and the proposed adoption of the Second Amended M&A and the notice of convening the Annual General Meeting will be dispatched to the Shareholders in due course.

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

Hong Kong, 31 March 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; Ms. Wong Wai Ling, Mr. Lam Sing Kwong Simon and Mr. Chu Wing Yiu as independent non-executive Directors.*