



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)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We⁽¹⁾, _____, being the registered holder(s) of _____ ordinary share(s) (the "Shares") of par value HK\$0.10 each in the capital of Overseas Chinese Town (Asia) Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting⁽³⁾ or _____ of _____ as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at 43rd floor, OCT Tower, 9018 Shennan Avenue, Nanshan District, Shenzhen, the People's Republic of China on Tuesday, 20 June 2023 at 11:00 a.m. (and at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolution(s) as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution(s) as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

ORDINARY RESOLUTIONS ⁽⁴⁾		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
1.	To receive and consider the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2022.		
2.	To re-appoint KPMG as auditors and to authorise the board of directors (the "Board") to fix their remuneration.		
3.	To re-elect Mr. Wang Jianwen as an executive director of the Company and to authorise the Board to fix his remuneration.		
4.	To re-elect Mr. Wang Wenjin as a non-executive director of the Company and to authorise the Board to fix his remuneration.		
5.	To re-elect Mr. Chu Wing Yiu as an independent non-executive director of the Company and to authorise the Board to fix his remuneration.		
6.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.		
7.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.		
8.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company by the number of shares repurchased by the Company.		
SPECIAL RESOLUTION ⁽⁴⁾		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
9.	To approve the proposed amendments to the existing memorandum and articles of association of the Company as set out in Appendix III to the circular of the Company dated 24 May 2023 (the "Proposed Amendments") and the adoption of the second amended and restated memorandum and articles of association as the memorandum and articles of association of the Company, in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.		

Date: _____ 2023

Signature(s)⁽⁶⁾: _____

Notes:

- Full name(s) and address(es) (as shown in the register of members of the Company) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy form relates. If a number is inserted, this proxy form will be deemed to relate only to those shares. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- The description of the resolution(s) is by way of summary only. The full text appears in the notice of the Meeting.
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If you wish to use less than all your votes, or to cast some of your votes "For" and some of your votes "Against" a resolution, you must write the number of votes in the relevant box(es). If no direction is given, your proxy will be entitled to exercise his discretion or to abstain. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Any member of the Company entitled to attend and vote at the Meeting 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 attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
- To be valid, the instrument appointing a proxy and (if required by the board of directors) 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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
- Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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.
- References to time and dates in this proxy form are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions, and your instructions for the Meeting as stated in this proxy form (the "Purposes"). By providing your proxy's (or proxies') personal data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy (or proxies) in using his personal data provided herein and that you have informed your proxy (or proxies) of the purpose for and the manner in which his personal data may be used. We may disclose or transfer your and your proxy's (or proxies') personal data, including your and your proxy's (or proxies) name(s) and address(es), to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information, or if we are required to do so by law. Your and your proxy's (or proxies') personal data, including your and your proxy (or proxies) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.