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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 20 JUNE 2023**

All Resolutions set out in the AGM Notice were passed on a poll at the AGM.

Reference is made to the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of Overseas Chinese Town (Asia) Holdings Limited (the “**Company**”) and the circular of the Company (the “**Circular**”), both dated 24 May 2023. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

At the AGM held at 43rd floor, OCT Tower, 9018 Shennan Avenue, Nanshan District, Shenzhen, the PRC on 20 June 2023, poll voting was adopted for the resolutions set out in the AGM Notice (the “**Resolutions**”). All Resolutions were approved by the Shareholders at the AGM and the poll results in respect of the Resolutions are as follows:

Ordinary resolutions		Number of votes (approximate %)		Total votes
		For	Against	
1.	To receive and consider the audited consolidated accounts and reports of the Directors and auditors of the Group for the year ended 31 December 2022.	568,272,025 (99.99%)	80,025 (0.01%)	568,352,050
2.	To re-appoint KPMG as auditors and to authorise the Board to fix their remuneration.	568,352,025 (100.00%)	25 (0.00%)	568,352,050
3.	To re-elect Mr. Wang Jianwen as an executive Director and to authorise the Board to fix his remuneration.	568,352,000 (100.00%)	50 (0.00%)	568,352,050

Ordinary resolutions		Number of votes (approximate %)		Total votes
		For	Against	
4.	To re-elect Mr. Wang Wenjin as a non-executive Director and to authorise the Board to fix his remuneration.	533,384,000 (93.85%)	34,968,050 (6.15%)	568,352,050
5.	To re-elect Mr. Chu Wing Yiu as an independent non-executive Director and to authorise the Board to fix his remuneration.	568,352,000 (100.00%)	50 (0.00%)	568,352,050
6.	To grant a general mandate to the Directors 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.	530,914,025 (93.41%)	37,438,025 (6.59%)	568,352,050
7.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.	568,352,025 (100.00%)	25 (0.00%)	568,352,050
8.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by the number of shares repurchased by the Company.	565,882,000 (99.57%)	2,470,050 (0.43%)	568,352,050

As more than half of the votes were cast in favour of each of the above ordinary Resolutions, they were passed as ordinary resolutions.

Special resolution		Number of votes (approximate %)		Total votes
		For	Against	
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 (the “ <b>Proposed Amendments</b> ”) 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.	530,914,025 (93.41%)	37,438,025 (6.59%)	568,352,050

As not less than three-fourths of the votes were cast in favour of the above special Resolution, it was passed as a special resolution. The Proposed Amendments has taken effect on the same day.

*Notes:*

- (a) Please refer to the AGM Notice for the full text of the Resolutions.
- (b) The total number of Shares in issue as at the date of the AGM: 748,366,000 Shares, being the total number of Shares entitling the holders to attend and vote on a Resolution at the AGM.
- (c) There were no restrictions on the Shareholders to cast any votes on any Resolution. There were no Shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting on any Resolution. No Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any Resolution. No Shares were actually voted but excluded from calculating the poll results.
- (d) Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar, acted as the scrutineer for the vote taking at the AGM.
- (e) Except for Mr. Zhang Dafan who was unable to attend the AGM due to other engagements, all Directors attended the AGM, either in person or through electronic means.

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

Hong Kong, 20 June 2023

*As at the date of this announcement, the Board comprises seven Directors, including three executive Directors namely Mr. Zhang Dafan, Mr. Wang Jianwen and Mr. Lin Kaihua, one non-executive Director namely Mr. Wang Wenjin and three independent non-executive Directors namely Ms. Wong Wai Ling, Mr. Lam Sing Kwong Simon and Mr. Chu Wing Yiu.*