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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Overseas Chinese Town (Asia) Holdings Limited, you should at once hand this circular and the proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR  
RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
AND  
AMENDMENTS TO THE EXISTING MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND ADOPTION OF THE THIRD AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

The notice convening the AGM is set out on pages AGM-1 to AGM-5 of this circular.

A proxy form for use at the AGM is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.oct-asia.com](http://www.oct-asia.com)). Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

23 May 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held on 17 June 2024, to consider and, if appropriate, to approve the resolutions contained in the AGM Notice, or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-5 of this circular
“Articles”	the articles of association of the Company (as amended, restated or otherwise modified from time to time)
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Overseas Chinese Town (Asia) Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange (stock code: 03366)
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing M&A”	the existing memorandum and articles of association of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new shares (and/or securities), as contained in resolution numbered 9 of the AGM Notice

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## DEFINITIONS

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“Latest Practicable Date”	17 May 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Amendments”	the proposed amendments to the Existing M&A. Further details of which are set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares, as contained in resolution numbered 10 of the AGM Notice
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value HK\$0.10 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs

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## DEFINITIONS

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“Third Amended M&A” the third amended and restated memorandum and articles of association of the Company proposed to be adopted at the AGM, incorporating the Proposed Amendments

“%” per cent.

*Certain Chinese names of institutions or other entities included in this circular have been translated into English and included as unofficial translations for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail over the English translations. Except the above, in the event of any inconsistency, the English version of this circular, the AGM Notice and the proxy form shall prevail over the Chinese version.*



**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)**

*Executive Directors:*

Ms. Liu Yu (*Chairman*)

Mr. Wang Jianwen (*Chief Executive Officer*)

Ms. Qi Jianrong

*Non-executive Director:*

Mr. Yang Guobin

*Independent Non-executive Directors:*

Ms. Wong Wai Ling

Professor Lam Sing Kwong Simon

Mr. Chu Wing Yiu

*Registered Office:*

Ocorian Trust (Cayman) Limited

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head Office and Principal Place of Business*

*in Hong Kong :*

59/F., Bank of China Tower

1 Garden Road

Hong Kong

23 May 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
AND  
AMENDMENTS TO THE EXISTING MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND ADOPTION OF THE THIRD AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase shares were approved by its Shareholders on 20 June 2023. Unless otherwise renewed, the existing mandates to issue and repurchase shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and deal with new shares (and/or securities) of the Company not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the relevant resolution at the AGM; and
- (ii) to repurchase shares not exceeding 10% of total number of Shares in issue (excluding treasury shares) as at the date of passing the relevant resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, the total number of Shares in issue were 748,366,000 Shares. The Board wishes to state that as of the Latest Practicable Date, it has no immediate plan to issue any new Shares pursuant to the Issue Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information for considering the proposal to grant the Directors the Repurchase Mandate is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

The following Directors will retire, and will stand for re-election at the AGM:

- (a) Ms. Liu Yu (executive Director), Ms. Qi Jianrong (executive Director) and Mr. Yang Guobin (non-executive Director). They were appointed as Directors on 26 October 2023. They will hold office until the conclusion of the AGM, and shall be eligible for re-election pursuant to Article 112 of the Articles.
- (b) Ms. Wong Wai Ling (independent non-executive Director), Professor Lam Sing Kwong Simon (independent non-executive Director) and Mr. Chu Wing Yiu (independent non-executive Director). They will retire by rotation, and shall be eligible for re-election pursuant to Article 108(a) of the Articles.

Individuals proposed for re-election are selected with reference to the requirements of the Articles and the rotation cycle of Directors' re-election. Each of the above Directors has offered himself/herself for re-election at the AGM. Their biographies are set out in Appendix II to this circular.

The re-elections of the each of the retiring Director proposed for re-election were considered and recommended to the Board by the Nomination Committee. In reaching its recommendations, the Nomination Committee considered the overall composition of the Board, its structure, size and various

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## LETTER FROM THE BOARD

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diversity aspects (including gender, age, cultural, educational background, ethnicity, professional experience and length of service) with reference to the Board diversity policy, and the suitability of the retiring Directors with reference to the Company's nomination policy. In assessing individual suitability, the Nomination Committee considered (among other things) the integrity and background (including qualification, knowledge, skills and experiences) of each of the retiring Directors, their contribution to the Board and participation in the Company's affairs (including their attendance rate to meetings of the Board and its committees), their willingness to devote sufficient time and commitment to discharge duties, and (with respect to the retiring independent non-executive Directors) their independence.

In particular, the Nomination Committee noted:

- (1) the crucial roles and responsibilities of Ms. Liu and Ms. Qi, and their firm commitments to the Group. Each of them is instrumental to the stability, business operations and implementation of strategy of the Group;
- (2) Mr. Yang's rich experience in corporate management, the valuable contributions he has made to the Board and his constructive opinions; and
- (3) Each of Ms. Wong, Professor Lam and Mr. Chu has confirmed her/his fulfilment of all the factors for assessing independence set out in Rule 3.13 of the Listing Rules. (a) Ms. Wong's in-depth knowledge in accounting, audit, taxation and business, and her rich experience of acting as directors of listed issuers; (b) Professor Lam is a learned professor in management and business strategy; and (c) Mr. Chu is equipped with rich management experience. Each of them has been making valuable contributions to the Company by bringing in fresh perspectives and providing constructive opinions from their respective specialised fields and professional perspectives. The Nomination Committee considers that having Ms. Wong, Professor Lam and Mr. Chu as members of the Board will benefit the development of the Company, and contribute to the diversity to the Board.

Ms. Wong and Professor Lam have been serving as independent non-executive Directors for more than nine years. In accordance with code provision B.2.3 of Part 2 of the Corporate Governance Code set out in Appendix C1 of the Listing Rules, their re-election will be subject to separate resolutions to be approved by the Shareholders at the AGM.

The Nomination Committee noted that each of Ms. Wong, Professor Lam and Mr. Chu does not hold any cross-directorships nor has any significant links with other Directors through involvement in other companies or bodies, and has not been involved in any executive role or functions in the daily management of the Company, and is not in any business or other relationship which would interfere with their exercise of independent judgement. The Nomination Committee is satisfied with the independence of each of Ms. Wong, Professor Lam and Mr. Chu having regard to the criteria laid down under Rule 3.13 of the Listing Rules.

The Nomination Committee has recommended to the Board for the re-election of each of the above retiring Directors. The Board concurred and accepted the nomination and recommendation of the Nomination Committee. The Board is of the view that each of the retiring Directors is valuable to, and will continue to generate contribution to, the Company and the Shareholders as a whole. The Board considers it is in the interests of the Company and its Shareholders as a whole to re-elect each of these retiring Directors at the AGM.



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## LETTER FROM THE BOARD

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Each of Ms. Liu, Ms. Wong and Professor Lam has abstained from voting when their respective re-election was considered by the Nomination Committee, and each of the Director candidates proposed for re-election has abstained from voting regarding their respective re-election when it was considered by the Board.

### **AMENDMENTS TO THE EXISTING M&A AND ADOPTION OF THIRD AMENDED AND RESTATED M&A**

Reference is made to the announcement of the Company dated 20 May 2024.

The Board proposes to make certain amendments to the Existing M&A, in order to, among other things, update the Existing M&A to facilitate the electronic dissemination of corporate communications under the expanded paperless listing regime, and make other housekeeping and consequential amendments. The Board also proposes to adopt the Third Amended M&A in substitution for, and to the exclusion of, the Existing M&A.

Details of the Proposed Amendments are set out in Appendix III to this circular. The Proposed Amendments and the proposed adoption of the Third Amended M&A are subject to the approval of the shareholders of the Company by way of a special resolution at the AGM. They will take effect on the date on which the Proposed Amendments and adoption of Third Amended M&A is approved at the AGM.

The Board considers that the Proposed Amendments would facilitate the Company to carry out the paperless listing regime more efficiently, and are in the interests of the Company and the Shareholders as a whole.

The Company has confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong. The legal adviser to the Company as to Hong Kong laws has confirmed that the Proposed Amendments conform with the requirements of the Listing Rules, and the legal adviser to the Company as to Cayman Islands laws has confirmed that the Third Amended M&A (incorporating the Proposed Amendments) are not inconsistent with the Cayman Islands laws.

The Proposed Amendments and the Third Amended M&A are prepared in English only and there is no official Chinese translation. Any Chinese translation is for reference only. In the event of any inconsistency between the English version and its Chinese unofficial translation, the English version shall prevail.

### **THE AGM**

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of a poll except where the chairman of the meeting, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the poll results after the AGM in the manner prescribed under the Listing Rules.

A proxy form for use at the AGM is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.oct-asia.com](http://www.oct-asia.com)). Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road

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## LETTER FROM THE BOARD

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East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish. In such event, the instrument appointing a proxy should be deemed to be revoked.

### **CLOSURE OF REGISTER OF MEMBERS**

For ascertaining the list of Shareholders entitled to attend the AGM, the register of members of the Company will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024 (being the record date for the AGM) (both days inclusive), during which period no transfer of the Shares will be registered. In order to be eligible to attend the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 11 June 2024.

### **RECOMMENDATION**

The Board considers that the resolutions as set out in the AGM Notice (including the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors, the Proposed Amendments and proposed adoption of the Third Amended M&A) are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions set out in the AGM Notice at the AGM.

Yours faithfully,

For and on behalf of the Board

**Overseas Chinese Town (Asia) Holdings Limited**

**Liu Yu**

*Chairman*

This explanatory statement contains information required by the Listing Rules to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

### **1. STOCK EXCHANGE RULES FOR REPURCHASE OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange or on another stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares of the Company in issue were 748,366,000 Shares and the Company did not have any treasury shares.

Subject to the passing of the relevant resolution set out in the AGM Notice (i.e. ordinary resolution no. 10) and on the basis that there being no change to the total number of issued Shares prior to the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 74,836,600 Shares (representing 10% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of the relevant resolution).

### **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from its Shareholders to enable the Directors to repurchase Shares on the market and the Directors may, subject to market conditions and the capital needs of the Company at the relevant time of the repurchase, resolve to cancel the shares repurchased or hold them as treasury shares. While Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset per Share and/or earnings per Share, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles, and the laws of the Cayman Islands. Such repurchase will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

### **4. FUNDING AND IMPACT OF REPURCHASES**

Any repurchase will be made from funds which are legally available for such purposes in accordance with the memorandum and articles of association of the Company, the Listing Rules the applicable laws of the Cayman Islands.

The Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company (as compared with the position as at 31 December 2023, as disclosed in the Company's most recent published audited accounts) in the event the proposed repurchases were to be carried out in full during the proposed repurchase period. The Directors do not

propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. TAKEOVERS CODES

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes) could, depending on the level of increase of shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Codes.

So far as the Board is aware of, as at the Latest Practicable Date, Pacific Climax Limited ("**Pacific Climax**") held 530,894,000 Shares (representing approximately 70.94% of the total number of issued Shares), and its shareholding would be increased to approximately 78.82% in the event of full exercise of the Repurchase Mandate. The Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under the Takeovers Codes if the Repurchase Mandate were exercised in full. The Directors have no present intention to exercise the Repurchase Mandate to such extent which would render the any Shareholder or group of Shareholders obliged to make a mandatory offer.

## 6. REPURCHASE MADE IN THE PAST SIX MONTHS

The Company had not repurchased its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## 7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	0.71	0.64
May	0.72	0.60
June	0.62	0.50
July	0.74	0.51
August	0.61	0.38
September	0.41	0.34
October	0.375	0.315
November	0.335	0.275
December	0.275	0.249
<b>2024</b>		
January	0.27	0.202
February	0.235	0.20
March	0.202	0.168
April	0.196	0.15
May ( <i>up to the Latest Practicable Date</i> )	0.24	0.161

## 8. GENERAL

None of the Directors and, to the best knowledge of the Directors having made all reasonable enquires, any of their respective close associates have a present intention to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders. The Company has not been notified by any of its core connected persons that they have a present intention to sell Shares to the Company, and none of the Company's core connected persons have undertaken not to sell any of the Shares held by them to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

The power of the Company to make repurchase (if exercised by the Directors) will be exercised pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the public shareholding of the Company falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands when exercising the Repurchase Mandate.

The Company confirmed that neither this Explanatory Statement nor the Repurchase Mandate has any unusual features.

**EXECUTIVE DIRECTORS****Ms. Liu Yu (劉宇)**

Ms. Liu Yu, aged 44, was appointed as an executive Director with effect from 26 October 2023. She is also the chairman of the Board, and the chairman of each of the Nomination Committee and the environmental, social and governance committee (“**ESG Committee**”) of the Board.

Ms. Liu is the deputy general accountant of Shenzhen Overseas Chinese Town Company Limited (“**OCT Ltd.**”, currently listed on the Shenzhen Stock Exchange, stock code: SZ000069) and the chairman of the board of directors of Overseas Chinese Town (HK) Company Limited (“**OCT (HK)**”). Ms. Liu joined the OCT Group in December 2003, and she was a senior manager of the finance department of OCT Ltd., the financial controller of Shenzhen Splendid China Development Co., Ltd., and the standing deputy general manager of the financial operations department of OCT Group.

Ms. Liu graduated from Dongbei University of Finance and Economics, the PRC, majoring in finance, with a bachelor’s degree in economics in July 2003. She is qualified as a senior accountant and an economist in the PRC.

Ms. Liu has entered into a service contract with the Company for a term expiring on the date of the AGM. If re-elected, it is expected that the service contract will be renewed for a term commencing from the date of the AGM and up to the conclusion of the 2026 annual general meeting of the Company to be held in 2027. The service contract may be terminated by either party giving one month’s written notice or otherwise in accordance with its terms. She is also subject to retirement, re-election and termination in accordance with the Articles.

Ms. Liu did not receive any Director’s remuneration from the Group for the year ended 31 December 2023. She is not entitled to any base director’s fee for holding her office as an executive Director, but is entitled to other benefits in kind, allowances and to participate in provident funds (if applicable) under her service contract. Her remuneration is determined based on the Company’s remuneration policy with reference to her duties and responsibilities with the Group, her qualification and experience and the prevailing market conditions.

**Ms. Qi Jianrong (祁建榮)**

Ms. Qi Jianrong, aged 53, was appointed as an executive Director with effect from 26 October 2023. She is also a member of the ESG Committee. Ms. Qi is a deputy general manager of the Company, and holds directorships and supervisor positions in various subsidiaries of the Company.

Ms. Qi joined OCT Group in July 1994, and had served as various positions including manager of the financial securities department and finance department, accounting manager of the finance department and the financial assistant of Shenzhen Bay Hotel, manager of the financial and business support department and chief accountant of the Venice Raytour Hotel Shenzhen, the vice financial officer of Shenzhen Seaview Austin Hotel, the supervisor of the finance department of OCT (HK), and the deputy general manager, financial officer and secretary to the board of directors of Shenzhen City Rough Diamond Trading Centre Company Limited.

Ms. Qi graduated from the Department of International Finance of Jinan University in June 1994, where she obtained her bachelor's degree in economics. She holds the qualifications of accountant and economist in China and Senior International Finance Manager, and she is a member of the Association of International Accountants.

Ms. Qi has entered into a service contract with the Company for a term expiring on the date of the AGM. If re-elected, it is expected that the service contract will be renewed for a term commencing from the date of the AGM and up to the conclusion of the 2026 annual general meeting of the Company to be held in 2027. The service contract may be terminated by either party giving one month's written notice or otherwise in accordance with its terms. She is also subject to retirement, re-election and termination in accordance with the Articles.

Ms. Qi is entitled to a basic annual salary of RMB324,000, and is eligible to receive discretionary bonuses and is entitled to other benefits in kind, allowances and to participate in provident funds (if applicable) under her service contract. Her remuneration is determined based on the Company's remuneration policy with reference to her duties and responsibilities with the Group, her qualifications and experiences and the prevailing market conditions. She received a total remuneration of RMB707,000 for the year ended 31 December 2023.

#### **NON-EXECUTIVE DIRECTOR**

##### **Mr. Yang Guobin (楊國彬)**

Mr. Yang Guobin, aged 55, was appointed as a non-executive Director with effect from 26 October 2023. He is a member of each of the Audit Committee and the Remuneration Committee.

Mr. Yang is a director of Shenzhen OCT Capital Investment Management Co., Ltd., and a director of OCT (HK). Mr. Yang joined the OCT group in July 1991, and he was a deputy general manager of the finance department, and an officer of the settlement centre of OCT Group, a deputy general manager of the finance department (audit department) of OCT Group, a deputy president of the corporate management department of OCT Group, and the financial controller and vice president of Konka Group Co., Ltd. (a company whose shares are listed on the Shenzhen Stock Exchange, stock code: SZ000016). Mr. Yang graduated from Jinan University, the PRC, majoring in accounting, in June 1991, with a bachelor's degree in economics. He is qualified as a senior accountant in the PRC.

Mr. Yang has entered into a service contract with the Company for a term expiring on the date of the AGM. If re-elected, it is expected that the service contract will be renewed for a term commencing from the date of the AGM and up to the conclusion of the 2026 annual general meeting of the Company to be held in 2027. The service contract may be terminated by either party giving one month's written notice or otherwise in accordance with its terms. He is also subject to retirement, re-election and termination in accordance with the Articles.

Mr. Yang did not receive any Director's remuneration from the Group for the year ended 31 December 2023. He is not entitled to any base director's fee for holding his office as a non-executive Director, but is entitled to other benefits in kind, allowances and to participate in provident funds (if applicable) under his service contract. His remuneration is determined based on the Company's remuneration policy with reference to his duties and responsibilities with the Group, his qualification and experience and the prevailing market conditions.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Ms. Wong Wai Ling (黃慧玲)**

Ms. Wong Wai Ling, aged 62, joined the Group in 2007. Ms. Wong is the chairwoman each of the Audit Committee and Remuneration Committee, and a member of the Nomination Committee.

She worked in an international accounting firm and a local accounting firm for more than seven years until she began to be in private practice as a Certified Public Accountant in 1993. She is a non-executive director of Hin Sang Group (International) Holdings Co., Ltd (stock code: 6893.HK). Ms. Wong previously served an independent non-executive director and chairwoman of the audit committee and remuneration committee of Yongsheng Advanced Materials Company Limited (a company previously listed on the Main Board of the Stock Exchange and delisted voluntarily on 7 February 2024), an independent non-executive director and chairwoman of the audit committee of AVIC International Holdings Limited (a company previously listed on the Main Board of the Stock Exchange and delisted voluntarily on 17 April 2020), an independent non-executive director and chairwoman of the audit committee of China Ruifeng Renewable Energy Holdings Limited (stock code: 0527.HK), an independent non-executive director of Glory Flame Holdings Limited (stock code: 8059.HK), and an executive director of Tonking New Energy Group Holdings Limited (formerly known as JC Group Holdings Limited) (stock code: 8326.HK).

Ms. Wong holds a Bachelor of Arts degree from the University of Hong Kong and a Postgraduate Diploma in Accounting and Finance from the London School of Economics and Political Science, University of London, United Kingdom. Ms. Wong is a fellow member of Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, with over 30 years of extensive experience in accounting, taxation, auditing and business.

Ms. Wong has entered into a service contract with the Company for a term commencing from 21 May 2021 until the conclusion of the AGM. If re-elected, it is expected that the service contract will be renewed for a term commencing from the date of the AGM and up to the conclusion of the 2026 annual general meeting to be held in 2027. The service contract may be terminated by either party giving one month's written notice or otherwise in accordance with its terms. She is also subject to retirement, re-election and termination in accordance with the Articles.

Ms. Wong is entitled to an annual director's fee of HK\$240,000, and is entitled to other benefits in kind, allowances and to participate in provident funds (if applicable) under her service contract. Her remuneration is determined based on the Company's remuneration policy with reference to her duties and responsibilities with the Group, her qualification and experience and the prevailing market conditions. Ms. Wong received a total remuneration of HK\$240,000 for the year ended 31 December 2023.



**Professor Lam Sing Kwong Simon (林誠光)**

Professor Lam Sing Kwong Simon, aged 64, joined the Group in 2009. Professor Lam is a member of each of the Audit Committee, Remuneration Committee and Nomination Committee.

He is currently serving as a professor of management and business strategy at the faculty of Business and Economics of the University of Hong Kong. Professor Lam is well known for his studies and research in corporate strategy, organization development and operations management, and has published a number of academic papers and case analyses on the said topics. Before joining the University of Hong Kong, Professor Lam had worked as a management consultant and as a regional manager for a bank. He has gained extensive experience in the area of corporate governance, strategy development and corporate finance. Professor Lam has been serving as an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange: Qingci Games Inc. (stock code: 6633.HK), Kwan On Holdings Limited (stock code: 1559.HK), and Jacobson Pharma Corporation Limited (stock code: 2633.HK). He was an independent non-executive director of Sinomax Group Limited (stock code: 1418.HK) prior to 12 June 2023.

Professor Lam has entered into a service contract with the Company for a term commencing from 21 May 2021 until the conclusion of the AGM. If re-elected, it is expected that the service contract will be renewed for a term commencing from the date of the AGM and up to the conclusion of the 2026 annual general meeting to be held in 2027. The service contract may be terminated by either party giving one month's written notice or otherwise in accordance with its terms. He is also subject to retirement, re-election and termination in accordance with the Articles.

Professor Lam is entitled to an annual director's fee of HK\$240,000, and is entitled to other benefits in kind, allowances and to participate in provident funds (if applicable) under his service contract. His remuneration is determined based on the Company's remuneration policy with reference to his duties and responsibilities with the Group, his qualification and experience and the prevailing market conditions. Professor Lam received a total remuneration of HK\$240,000 for the year ended 31 December 2023.

Professor Lam is interested in 1,000,000 Shares within the meaning of Part XV of the SFO.

**Mr. Chu Wing Yiu (朱永耀)**

Mr. Chu Wing Yiu, aged 66, joined the Group in 2019. Mr. Chu is a member of the ESG Committee.

Mr. Chu is a life insurance administrator of the Life Office Management Association. Mr. Chu is currently an independent non-executive director and the chairman of the risk committee of Zurich Life Insurance (Hong Kong) Limited, an independent non-executive director and chairman of the risk committee of SCOR Reinsurance Co. (Asia) Limited, an independent non-executive director of Dah Sing Insurance Company (1976) Limited, and a member of the group insurance risk management committee of Dah Sing Financial Holdings Limited (stock code: 440.HK).

Mr. Chu entered the insurance industry in Hong Kong in 1981, and is equipped with rich management experience. In the past, he acted as a director and the chief executive officer of BOCI – Prudential Trustee Limited and a director of BOC Group Trustee Company Limited, director and head of employee benefits of HSBC Insurance (Asia) Limited, and a director of BOC Insurance Company

Limited. In the insurance industry, Mr. Chu is also currently the vice chairman of the Insurance Industry Training Advisory Committee, a Trustee of the Hospital Authority Provident Fund Scheme, and a non-official member of the Industry Advisory Committee of the Insurance Authority on Long Term Business of Hong Kong.

Mr. Chu has entered into a service contract with the Company for a term commencing from 20 June 2023 until the conclusion of the 2025 annual general meeting of the Company to be held in 2026. The service contract may be terminated by either party giving one month's written notice or otherwise in accordance with its terms. He is also subject to retirement, re-election and termination in accordance with the Articles.

Mr. Chu is entitled to an annual director's fee of HK\$240,000, and is entitled to other benefits in kind, allowances and to participate in provident funds (if applicable) under his service contract. His remuneration is determined based on the Company's remuneration policy with reference to his duties and responsibilities with the Group, his qualification and experience and the prevailing market conditions. Mr. Chu received a total remuneration of HK\$240,000 for the year ended 31 December 2023.

OCT (HK), OCT Ltd. and OCT Group are controlling shareholders of the Company.

Each of the above Directors has respectively confirmed, that save as disclosed in this circular: (i) he/she has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) he/she does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (iii) he/she has no interests in any Share within the meaning of Part XV of the SFO; (iv) there is no other information with respect to his/her re-election which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules; and (v) there are no other matters concerning his/her re-election that need to be brought to the attention of the Shareholders.

This appendix sets out the Proposed Amendments (showing changes to Existing M&A, other than housekeeping and consequential changes made to cross-references and numbering). Unless otherwise specified, clauses and paragraphs numbers referred to herein are clauses and paragraphs numbers of the Third Amended M&A.

The Proposed Amendments and the Third Amended M&A are prepared in English only and there is no official Chinese translation. Any Chinese translation is for reference only. In the event of any inconsistency between the English version and its Chinese unofficial translation, the English version shall prevail.

Article No.	Proposed Amendments
1.	<p>(a) ...</p> <p>(b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p>“address” shall have the ordinary meaning given to it and shall include any facsimile number, <del>or electronic</del> number, electronic address, or website used for the purposes of any communication pursuant to these Articles;</p> <p>...</p> <p><u>“electronic” means relating to technology having electrical, magnetic, optical, electromagnetic, or similar capabilities, whether digital, analogue or otherwise;</u></p> <p><u>“electronic means” include sending or otherwise making available to the intended recipients of the communication in electronic format;</u></p> <p>...</p> <p>In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p>(i) ...</p> <p>(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force;</p> <p>(v) ...</p>

Article No.	Proposed Amendments
175.	<p>(a) ...</p> <p>(b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by <u>electronic means</u> or post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p> <p>(c) ...</p>

Article No.	Proposed Amendments
180.	<p>(A) (i) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (<u>including any corporate communications and actionable corporate communication within the meaning ascribed thereto under the Listing Rules</u>) shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p> <p>(ii) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (<u>including any corporate communications and actionable corporate communications within the meaning ascribed thereto under the Listing Rules</u>) may be served on or <u>announced or delivered</u> to any Shareholder either personally, or by <u>electronic means, or by sending it through the by post</u> in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register, or by leaving it at that address addressed to the Shareholder, or by any other means authorised in writing by the Shareholder concerned, or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document <u>announced</u>, may be served or delivered by the Company to any Shareholder (i) by electronic means to such address as may from time to time be <u>appearing in the register or provided authorised</u> by the Shareholder concerned, or (ii) by publishing it on <u>the Company's website and/or the website of the HK Stock Exchange</u>, or (iii) by sending or otherwise making it available through <u>such means permitted by the applicable laws, rules and regulations (including the Listing Rules) and notifying the Shareholder concerned that it has been so published.</u></p> <p>(iii) ...</p>

Article No.	Proposed Amendments
181.	<p>(a) <u>Without limiting the generality of Article 180(A) and Article 181(b), Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory or an electronic address which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</u></p> <p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct <u>and functional</u> registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served <u>by publishing or otherwise making available such notice or document on the Company's website and/or the website of the HK Stock Exchange, or</u> in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, <u>and or</u>, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p> <p>(c) If on 3 consecutive occasions notices or other documents have been sent <del>through the</del> <u>by electronic means or</u> post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him. <u>Notwithstanding the aforementioned, the Company will be considered to have complied with the Article if any notices or other documents despatched or sent to any Shareholder to the address as appearing in the register or as provided by the Shareholder without being returned undelivered or receiving a bounce message.</u></p>

Article No.	Proposed Amendments
182.	<p>Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day <del>following that on</del> which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day <del>following that on</del> which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been <u>announced</u>, served or delivered on the day it was so published <u>or it first so appears on the website, unless the Listing Rules specify a different date in such cases, the deemed date of service shall be as provided or required by the Listing Rules.</u></p>
183.	<p>A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it <del>through the</del> <u>by electronic means or post</u> in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.</p>
185.	<p>Any notice or document delivered or sent by <u>electronic means or post</u> to, or left at the registered address of any Shareholder in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.</p>



**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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Overseas Chinese Town (Asia) Holdings Limited (the “**Company**”) will be held on Monday, 17 June 2024 at 10:00 a.m. at 43rd floor, OCT Tower, 9018 Shennan Avenue, Nanshan District, Shenzhen, the People’s Republic of China for considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

**ORDINARY RESOLUTIONS**

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 2023.
2. To re-appoint KPMG as auditors and to authorise the board of directors (the “**Board**”) to fix their remuneration.
3. To re-elect Ms. Liu Yu as an executive director of the Company and to authorise the Board to fix her remuneration.
4. To re-elect Ms. Qi Jianrong as an executive director of the Company and to authorise the Board to fix her remuneration.
5. To re-elect Mr. Yang Guobin as a non-executive director of the Company and to authorise the Board to fix his remuneration.
6. To re-elect Ms. Wong Wai Ling as an independent non-executive director of the Company and to authorise the Board to fix her remuneration.
7. To re-elect Professor Lam Sing Kwong Simon as an independent non-executive director of the Company and to authorise the Board to fix his remuneration.
8. 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.



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## NOTICE OF ANNUAL GENERAL MEETING

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9. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (including but not limited to any sale or transfer of treasury shares (if permitted under the Listing Rules)) additional shares in the capital of the Company (including without limitation, warrants, bonds and debenture convertible into shares, or similar rights to subscribe for shares) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including without limitation, warrants, bonds and debenture convertible into shares, or similar rights to subscribe for shares) which might or would require the exercise of such powers (including without limitation, the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and/or otherwise be dealt with (including but not limited to any sale or transfer of treasury shares (if permitted under the Listing Rules)) (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (the **“Articles”**) from time to time, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) at the time of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution) and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

**“Relevant Period”** means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

10. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the total number of shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) at the time of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution) and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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11. “**THAT** conditional upon the passing of items 9 and 10 as set out in the notice convening the meeting of which this resolution forms part (“**this Notice**”), the general mandate granted to the Directors pursuant to item 9 as set out in this Notice be and is hereby extended by the addition thereto the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to item 10 as set out in this Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

### SPECIAL RESOLUTION

12. “**THAT** the proposed amendments to the existing memorandum and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated 23 May 2024 (the “**Proposed Amendments**”) be approved; and the third amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments) (the “**Amended and Restated M&A**”, a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification), be and are hereby approved and adopted 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, and any one director and/or company secretary and/or the registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to implement the Proposed Amendments and the adoption of the Amended and Restated M&A.”

By order of the Board  
**Overseas Chinese Town (Asia) Holdings Limited**  
**Liu Yu**  
*Chairman*

Hong Kong, 23 May 2024

*Notes:*

1. The AGM will be a physical meeting. References to time and dates in this Notice are to Hong Kong time and dates.
2. Voting at the AGM will be taken by poll, except where the chairman of the meeting, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. A proxy form for use at the AGM is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.oct-asia.com](http://www.oct-asia.com)).

An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in its stead in the AGM subject to the provisions in the Company's articles of association and relevant rules and regulations. A member who holds two or more shares may appoint more than one proxy to represent it and vote on its behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy. Shareholder may appoint the chairman of the AGM as its proxy to vote on the resolution(s), instead of attending the meeting in person.

The instrument appointing a proxy shall be in writing under the hand of the appointor or of its 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 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 and transfer office in Hong Kong, 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 AGM or any adjournment thereof.

Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the AGM, or any adjournment thereof, should he/she/it so wish. 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 AGM, either in person or by proxy, in respect of such share as if it were solely entitled thereto, but if more than one of such joint holders be present at the AGM, 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 ascertaining the list of Shareholders entitled to attend the AGM, the register of members of the Company will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024 (being the record date for the AGM) (both days inclusive), during which period no transfer of the Shares will be registered. In order to be eligible to attend the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 11 June 2024.
6. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against item 10 as set out in this Notice is set out in the circular of the Company issued on the same date. Further details about the directors proposed to be re-elected are set out in the same circular. Further information about the proposed amendments to the memorandum and articles of association of the Company is set out in Appendix III to such circular.
7. If any shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, it is welcome to send such question or matter to the Company's email at [ir-asia@chinaoct.com](mailto:ir-asia@chinaoct.com).
8. The Company may change the arrangements of the AGM subject to the public health requirements or guidelines of regulatory authorities, extreme weather conditions or where the situation requires. The Company may announce updates on the arrangement of the AGM on its website as and when appropriate.