## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult 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 accompanying form of proxy 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)**

# RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall bear 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-6 of this circular.

A form of proxy for use at the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.oct-asia.com). To be valid, the form of proxy should be completed and returned in accordance with the instructions thereon 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, 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 form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

30 April 2026

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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 10 June 2026, 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-6 of this circular |
| "Articles" | the articles of association of the Company (as amended from time to time) |
| "Audit Committee" | the audit committee of the Company |
| "Board" | the board of Directors |
| "CCASS" | the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited |
| "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 |
| "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 allot, issue and deal with new Shares, as contained in resolution numbered 6 of the AGM Notice |
| "Latest Practicable Date" | 23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time |
| "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 China and Taiwan |
| "Remuneration Committee" | the remuneration committee of the Company |
| "Repurchase Mandate" | a general mandate proposed to be granted to the Directors to repurchase Shares, as contained in resolution numbered 7 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 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 |
| "treasury shares" | has the meaning ascribed to it under the Listing Rules |
| "%" | 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 form of proxy shall prevail over the Chinese version.*

*This circular contains certain forward-looking statements that reflect the Company's beliefs, plans or expectations about the future. These statements are based on a number of assumptions, current estimates and projections, and subject to risks, uncertainties and other factors. The actual outcomes may differ. Nothing contained in these statements is, or shall be relied upon as, any assurance, representation or warranty otherwise. Neither the Company nor its personnels or representatives assume any responsibility to update, supplement, correct these statements or adapt them to future events.*

*References to time and dates in this circular are to Hong Kong time and dates.*

# 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:*
Suite 2103, 21st Floor, Prudential Tower
The Gateway, Harbour City
21 Canton Road, Tsim Sha Tsui
Kowloon, Hong Kong

30 April 2026

*To the Shareholders*

Dear Sir/Madam,

## RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES AND PROPOSED RE-ELECTION OF DIRECTORS

### INTRODUCTION

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

## GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandate to issue and repurchase Shares was approved by its Shareholders on 27 June 2025. 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) 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.

Pursuant to the Listing Rules, if the Company repurchases shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased shares and/or (ii) hold such shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of shares are made. If the Company holds shares in treasury, any resale of shares held in treasury will be made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

A holder of treasury Shares shall abstain from voting on matters that require shareholders' approval under the Listing Rules. To the extent that Shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS and (ii) in the case of dividends

or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

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 by rotation, and being eligible pursuant to Articles 108(a) of the Articles, they will stand for re-election at the AGM by separate resolution: Ms. Liu Yu (executive director), Ms. Qi Jianrong (executive director) and Ms. Wong Wai Ling (independent non-executive director).

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 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 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 Director) 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) Ms. Wong has confirmed her fulfilment of all the factors for assessing independence set out in Rule 3.13 of the Listing Rules. Ms. Wong's in-depth knowledge in accounting, audit, taxation and business, and her rich experience of acting as directors of listed issuers. She has been making valuable contributions to the Company by bringing in fresh perspectives and providing constructive opinions from her specialised field and professional perspectives. The Nomination Committee considers that having Ms. Wong as a member of the Board will benefit the development of the Company, and contribute to the diversity to the Board. Ms. Wong has been serving as independent non-executive Directors for more than nine years. The Nomination Committee noted that Ms. Wong 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. Taking into account of Ms. Wong's confirmation, the Nomination Committee is satisfied with the independence of Ms. Wong having regard to the criteria laid down under Rule 3.13 of the Listing Rules. The Nomination Committee considers (and the Board concurs) that Ms. Wong is still independent.

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.

Each of Ms. Liu, and Ms. Wong 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.

**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) and the website of the Company (www.oct-asia.com). To be valid, the proxy form should be returned and completed 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. 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 Friday, 5 June 2026 to Wednesday, 10 June 2026 (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 in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 4 June 2026.

## 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 and the re-election of the retiring Directors) 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 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. 7) 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 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, and 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 2025, 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 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:

| Month | Highest | Lowest |
|---|---|---|
| | *HK$* | *HK$* |
| **2025** | | |
| April | 0.205 | 0.154 |
| May | 0.208 | 0.166 |
| June | 0.201 | 0.174 |
| July | 0.220 | 0.172 |
| August | 0.222 | 0.190 |
| September | 0.245 | 0.198 |
| October | 0.240 | 0.193 |
| November | 0.410 | 0.195 |
| December | 0.335 | 0.250 |
| **2026** | | |
| January | 0.475 | 0.265 |
| February | 0.345 | 0.250 |
| March | 0.350 | 0.210 |
| April *(up to the Latest Practicable Date)* | 0.280 | 0.250 |

## 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 any of the Company's shares held by them to the Company, and none of the Company's core connected persons have undertaken not to sell any of the Company's 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 number of Shares which are in the hands of the public falling below the applicable prescribed minimum threshold for the Company under Rule 13.32B of the Listing Rules.

The Company may cancel any Shares it repurchased following settlement of any such repurchase and/or hold them as treasury Shares, subject to, among others, market conditions and the Company's capital management needs at the relevant time of the repurchase.

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

**Ms. LiuYu (劉宇)**

Ms. LiuYu, aged 46, 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 commencing from 17 June 2024 until 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 2025. 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 practices of entities of similar background.

**Ms. Qi Jianrong (祁建榮)**

Ms. Qi Jianrong, aged 55, 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 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 director 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 of the Board 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 commencing from 17 June 2024 until 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 RMB464,000 for the year ended 31 December 2025.

**Ms. Wong Wai Ling (黃慧玲)**

Ms. Wong Wai Ling, aged 64, joined the Group in 2007. Ms. Wong is the chairwoman of 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. Ms. Wong previously served a non-executive director of Hin Sang Group (International) Holdings Co., Ltd (stock code: 6893.HK), 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 17 June 2024 until 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. 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 2025.

Each of the above Directors has respectively confirmed, that save as disclosed in this circular: (i) 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) she does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (iii) 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 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 her re-election that need to be brought to the attention of the Shareholders.

# 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 Wednesday, 10 June 2026 at 11:00 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 2025.

2. To re-appoint BDO Limited 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 Ms. Wong Wai Ling as an independent non-executive director of the Company and to authorise the Board to fix her remuneration.

6. "**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.

"**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)."

7. "**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."

8. "**THAT** conditional upon the passing of items 6 and 7 as set out in this notice convening the meeting of which this resolution forms part ("**this Notice**"), the general mandate granted to the Directors pursuant to item 6 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 7 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)."

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

Hong Kong, 30 April 2026

*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.

3. A proxy form for use at the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (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 delivery of an instrument appointing a proxy shall not preclude a member from attending, speaking 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 shall 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 5 June 2026 to Wednesday, 10 June 2026 (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, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 4 June 2026.

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 7 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.

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.

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.