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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)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Meeting”) of Overseas Chinese Town (Asia) Holdings Limited (the “Company”) will be held at Suites 3203-4, Tower 6, The Gateway Harbour City, Canton Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 20 December 2011 at 11:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT**

the purchase and related service framework agreement entered into between Happy Valley Branch of Chengdu Tianfu OCT Industry Development Company Limited (成都天府華僑城實業發展有限公司歡樂谷旅遊分公司) (“Chengdu OCT Happy Valley Branch”) and OCT Culture Tourism and Technology Co., Ltd. (深圳華僑城文化旅遊科技有限公司) (“OCT Culture”) dated 15 November 2011 (the “OCT Culture Framework Agreement”) in relation to the purchase of advanced entertainment facilities and the related design, installation, technical information and support as well as management, maintenance, testing and other ancillary services by Chengdu OCT Happy Valley Branch from OCT Culture for a term with effect from the effective date of the OCT Culture Framework Agreement and ending on 31 December 2013 and the respective annual caps of RMB60 million, RMB60 million and RMB30 million (a copy of which has been produced to the Meeting marked “A” and initialed by the Chairman of the Meeting for the purpose of identification) and transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and each of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the OCT Culture Framework Agreement and the transactions contemplated thereunder;” and

2. **“THAT**

the sale and purchase framework agreement entered into between Chengdu Tianfu OCT Industry Development Company Limited (成都天府華僑城實業發展有限公司) (“Chengdu OCT”) and Konka Group Co., Ltd. (康佳集團股份有限公司) (“Konka Group”) dated 15 November 2011 (the “Konka Framework Agreement”) in relation to the purchase of LED equipment, television, other electronic products and related service by Chengdu OCT from Konka Group for a term with effect from 1 January 2012 and ending on 31 December 2013 and the respective annual caps of RMB8 million and RMB11 million (a copy of which has been produced to the Meeting marked “B” and initialed by the Chairman of the Meeting for the purpose of identification) and transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and each of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Konka Framework Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**FONG Fuk Wai**  
*Company Secretary*

Hong Kong, 2 December 2011

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his 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 authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) 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 share registrars, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

*As at the date of this announcement, the board of directors of the Company comprises seven Directors, namely: Ms. Wang Xiaowen, Ms. Xie Mei and Mr. Zhou Guangneng as executive Directors; Mr. He Haibin as non-executive Director; Ms. Wong Wai Ling, Mr. Xu Jian and Mr. Lam Sing Kwong Simon as independent non-executive Directors.*