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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer 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 (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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: 3366)

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

A notice convening an annual general meeting of the Company to be held on Tuesday, 12 May 2015 at 11:00 a.m. at Aberdeen, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s principal place of business at Suites 3203-3204, Tower 6, The Gateway, Harbour City, Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof, should you so wish.

27 March 2015

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DEFINITIONS

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

| | |
|---------------------------|--|
| “AGM” | the annual general meeting of the Company to be held on Tuesday, 12 May 2015 at 11:00 a.m. at Aberdeen, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong; |
| “AGM Notice” | the notice convening the AGM set out on pages 15 to 19 of this circular; |
| “Articles” | the articles of association of the Company; |
| “associate(s)” | has the same meaning as defined in the Listing Rules; |
| “Board” | the board of Directors; |
| “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; |
| “connected person” | has the same meaning as defined in the Listing Rules; |
| “Director(s)” | the directors of the Company; |
| “Group” | the Company and its subsidiaries; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 7 in the AGM Notice; |
| “Latest Practicable Date” | 23 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |

DEFINITIONS

| | |
|----------------------|---|
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 8 in the AGM Notice; |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “Share(s)” | ordinary share(s) of HK\$0.10 each in the capital of the Company; |
| “Shareholder(s)” | holder(s) of (a) Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Code” | The Hong Kong Code on Takeovers and Mergers; and |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong. |



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: 3366)

Executive Directors:

Ms. Wang Xiaowen (*Chairman*)
Ms. Xie Mei (*Chief Executive Officer*)
Mr. Lin Kaihua

Non-executive Director:

Mr. Zhou Ping

Independent non-executive Directors:

Mr. Lu Gong
Ms. Wong Wai Ling
Professor Lam Sing Kwong Simon

Registered Office:

Clifton House
75 Fort Street
PO Box 1350 GT
George Town
Grand Cayman
Cayman Islands

*Head Office and Principal Place
of Business:*

Suites 3203-3204, Tower 6
The Gateway, Harbour City
Canton Road
Tsim Sha Tsui
Kowloon, Hong Kong

27 March 2015

To the Shareholders,

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) furnish you details of the proposed re-election of retiring Directors; (iii) set out an explanatory statement regarding the Repurchase Mandate; and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

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 23 April 2014. 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 otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed 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).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Each of Ms. Wong Wai Ling and Professor Lam Sing Kwong Simon was re-elected as an independent non-executive Director at the annual general meeting of the Company held on 19 April 2013. Mr. Lin Kaihua was appointed as an executive Director by the Board with effect from 12 March 2015.

Ms. Wong Wai Ling and Professor Lam Sing Kwong Simon will retire from office as independent non-executive Directors at the AGM. Each of them, being eligible, offer themselves for re-election pursuant to article 108(a) of the Articles. Mr. Lin Kaihua, being eligible, offers himself for re-election pursuant to article 112 of the Articles. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II.

According to paragraph A.4.3 of Appendix 14 to the Listing Rules, serving a company for more than 9 years could be relevant to the determination of a non-executive director's independence.

If an independent non-executive director serves more than 9 years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders.

LETTER FROM THE BOARD

Ms. Wong Wai Ling has served as an independent non-executive Director for more than 7 years since 26 April 2007. Nonetheless, the Company has received from Ms. Wong a confirmation on independence pursuant to Rule 3.13 of the Listing Rules. Taking into account her independent status in the Board in the past years, and that she does not hold any executive functions or is not involved in the day-to-day management of the Company, the Directors consider Ms. Wong to be independent under the Listing Rules despite the fact that in the event she is successfully re-elected in the forthcoming AGM, she will have served the Company for more than 9 years by the end of the term in the director's service agreement.

In addition, in view of Ms. Wong's qualifications and extensive experience in accounting, tax, auditing and business as detailed in Appendix II to this circular, the Directors consider Ms. Wong to be a competent and suitable candidate for the position of independent non-executive Director.

Accordingly, the Directors would like to seek from the Shareholders an approval for the continuous appointment of Ms. Wong Wai Ling as an independent non-executive Director at the forthcoming AGM.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Tuesday, 12 May 2015 at 11:00 a.m. at Aberdeen, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong is set out on pages 15 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's principal place of business at Suites 3203-3204, Tower 6, The Gateway, Harbour City, Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. 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.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension to the Issue Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the forthcoming AGM.

Yours faithfully
WANG Xiaowen
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on 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 in advance 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. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2014 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company 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 of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 649,790,000 Shares and 96,000,000 non-voting convertible preference share(s) of HK\$0.10 each in the capital of the Company.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 64,979,000 Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws, rules and regulations from time to time in force in Cayman Islands and in accordance with the Articles of the Company.

6. EFFECT OF THE TAKEOVERS CODE

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 for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

| Name of Shareholder | Capacity/Nature | Number of Shares held/ interested | Approximately % of interest | |
|---|---|--------------------------------------|-----------------------------------|--|
| | | | As at the Latest Practicable Date | If Repurchase Mandate is exercised in full |
| Pacific Climax Limited (<i>Note 1</i>) | Beneficial owner | 434,894,000 (long position) | 66.93% | 74.36% |
| Overseas Chinese Town (HK) Company Limited ("OCT (HK)") | Beneficial owner | 96,000,000 (long position) | 14.77% | 16.42% |
| | Interest of a controlled corporation (<i>Note 2</i>) | 434,894,000 (long position) | 66.93% | 74.36% |
| Shenzhen Overseas Chinese Town Holding Company Limited ("OCT Ltd.") | Interest of a controlled corporation (<i>Note 3</i>) | 530,894,000 (long position) | 81.70% | 90.78% |
| Overseas Chinese Town Enterprises Company ("OCT Group") | Interest of a controlled corporation (<i>Note 4</i>) | 530,894,000 (long position) | 81.70% | 90.78% |

| Name of Shareholder | Capacity/Nature | Number of Shares held/ interested | Approximately % of interest | |
|---|--|--------------------------------------|--|---|
| | | | As at the Latest Practicable Date | If Repurchase Mandate is exercised in full |
| New China Life Insurance Company Ltd. (“NC Life Insurance”) | Beneficial owner (Note 5) | 40,000,000 (long position) | 6.16% | 6.84% |
| China Re Asset Management Co., Ltd. (“CRAMC”) | Beneficial owner (Note 5) | 40,000,000 (long position) | 6.16% | 6.84% |
| UBS AG | Beneficial owner (Note 6) | 100,000 (long position) | 0.02% | 0.02% |
| | | 100,000 (short position) | 0.02% | 0.02% |
| | Interest of a controlled corporation (Note 6) | 46,152,000 (long position) | 7.10% | 7.89% |
| | Person having a security interest in shares (Note 6) | 3,202,000 (long position) | 0.49% | 0.55% |
| UBS Group AG | Interest of a controlled corporation (Note 7) | 46,252,000 (long position) | 7.12% | 7.91% |
| | | 100,000 (short position) | 0.02% | 0.02% |
| | Person having a security interest in shares (Note 7) | 3,202,000 (long position) | 0.49% | 0.55% |

Notes:

- (1) Ms. Xie Mei, and Mr. Lin Kaihua, both being executive Directors, are also directors of Pacific Climax Limited. Mr. Zhou Ping, being a non-executive Director, is also a director of Pacific Climax Limited.
- (2) OCT (HK) is the beneficial owner of all the issued share capital in Pacific Climax Limited and therefore OCT (HK) is deemed, or taken to be interested in the Shares which are beneficially owned by Pacific Climax Limited for the purposes of the SFO. Ms. Wang Xiaowen and Ms. Xie Mei, both being executive Directors, are also directors of OCT (HK), Mr. Zhou Ping, being a non-executive Director, is also a director of OCT (HK).
- (3) OCT Ltd. is the beneficial owner of all the issued shares in OCT (HK), which is in turn the beneficial owner of all the issued share capital in Pacific Climax Limited and therefore OCT Ltd. is deemed, or taken to be interested in the Shares which are beneficially owned by Pacific Climax Limited and OCT (HK) for the purposes of the SFO. OCT Ltd. is a company incorporated in the PRC, the shares of which are listed on the Shenzhen Stock Exchange. OCT Ltd. is a subsidiary of OCT Group.
- (4) OCT Group owns 56.90% equity interest in OCT Ltd., which is in turn the beneficial owner of all the issued shares OCT (HK). OCT (HK) is the beneficial owner of all the issued share capital in Pacific Climax Limited and therefore OCT Group is deemed, or taken to be, interested in the Shares which are beneficially owned by Pacific Climax Limited and OCT (HK) for the purposes of the SFO.
- (5) On 24 July 2013, the Company allotted and issued 40,000,000 and 40,000,000 convertible preference shares to NC Life Insurance and CRAMC respectively according to the preference shares subscription agreements entered into by the Company with each of NC Life Insurance and CRAMC on 6 June 2013. In addition, on 6 June 2013, OCT (HK) entered into a put option agreement with each of NC Life Insurance and CRAMC, pursuant to which, OCT (HK) grants to each of NC Life Insurance and CRAMC to require OCT (HK) to purchase from NC Life Insurance and CRAMC or Integrated Asset (as the case may be) (and any subsequent transferee of the convertible preference shares) all (but not some only) of the outstanding convertible preference shares legally and beneficially owned by NC Life Insurance or CRAMC (as the case may be) (and any subsequent transferee of the convertible preference shares) from time to time during the 180 days commencing from the third anniversary of the date on which the convertible preference shares would be allotted and issued by the Company to NC Life Insurance, CRAMC or Integrated Asset (as the case may be).
- (6) The interest of UBS AG is derived from (i) the interests (long position) in 36,046,000 Shares, 5,954,000 Shares and 4,152,000 Shares (total: 46,152,000 Shares) held by UBS Fund Service (Luxembourg) SA, UBS Global Asset Management (Hong Kong) Ltd and UBS Global Asset Management (Singapore) Ltd, which are directly owned as to 100% by UBS AG, (ii) the interests (long position) in 100,000 Shares held by UBS AG and (iii) the interests (short position) in 100,000 Shares held by UBS AG, respectively. UBS AG is also interested in 3,202,000 Shares (long position) in the capacity as a person having a security interest in the shares. Therefore UBS AG is deemed, or taken to be interested in the total of 49,454,000 Shares (long position) and 100,000 Shares (short position) for the purpose of the SFO.
- (7) UBS AG is directly owned as to 96.64% by UBS Group AG. Therefore UBS Group AG is deemed, or taken to be interested in the total of 49,454,000 Shares (long position) and 100,000 Shares (short position) for the purpose of the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors are not aware of any consequences of such repurchases of Shares that would result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholders or any Shareholder or group of Shareholders obliged to make a

mandatory offer under Rule 26 of the Takeovers Code. As the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

| | Highest <i>HK\$</i> | Shares Lowest <i>HK\$</i> |
|---|-------------------------------|---|
| 2014 | | |
| March | 3.43 | 2.55 |
| April | 2.97 | 2.66 |
| May | 2.83 | 2.59 |
| June | 3.49 | 2.68 |
| July | 2.98 | 2.71 |
| August | 3.09 | 2.43 |
| September | 2.89 | 2.44 |
| October | 3.02 | 2.45 |
| November | 3.36 | 2.77 |
| December | 3.28 | 2.85 |
| 2015 | | |
| January | 4.66 | 3.09 |
| February | 4.54 | 3.97 |
| March (until the Latest Practicable Date) | 4.46 | 3.58 |

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

Mr. Lin Kaihua

Mr. Lin Kaihua (林開樺), aged 48, is the vice president of the Company and also holds the director position in Pacific Climax Limited, Beijing Guangying Real Estate Development Co., Ltd (北京廣盈房地產開發有限公司), and in many subsidiaries of the Company. He is also the deputy general manager of OCT (HK). Mr. Lin has extensive experience in business operation and financial management. Since he joined OCT Group in 1992, Mr. Lin had held a numbers of positions including but not limited to the deputy general manager and the chief financial officer of Overseas Chinese Town (Shanghai) Land Company Limited (華僑城(上海)置地有限公司) (an indirect non-wholly owned subsidizing of the company), the deputy general manager of Shenzhen Overseas Chinese Town Entertainment Investment Company Limited (深圳華僑城都市娛樂投資公司) (as wholly-owned subsidiary of OCT Ltd.), chief financial officer of Shenzhen Overseas Chinese Town Holding Company Limited (深圳華僑城控股股份有限公司)(currently known as OCT Ltd.) and the chief financial officer of Shenzhen Bay Hotel (深圳灣大酒店) (currently known as “InterContinental Shenzhen (華僑城大酒店)”) (a subsidiary of OCT Ltd.). Mr. Lin holds a bachelor’s degree and a master’s degree in Accounting, and has obtained Certified Public Accountant and Senior Accountant title.

Save as disclosed above, Mr. Lin does not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

Mr. Lin does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lin does not have any relationship with any directors, senior management, substantial shareholders and controlling shareholders of the Company.

Mr. Lin was appointed as an executive Director by the Board with effect from 12 March 2015.

If re-elected, Mr. Lin will enter into a director’s service agreement with the Company as an executive Director for a term commencing from the date of the AGM which approves his appointment and ending at the conclusion of the 2017 annual general meeting to be held in 2018, which may be terminated by either the Company or Mr. Lin by giving one month’s written notice or otherwise in accordance with the terms of the director’s service agreement. Mr. Lin’s basic annual salary will be determined with reference to his roles and responsibilities with the Group and the prevailing market conditions. Save for the said salary, Mr. Lin will not be entitled to any other emolument for holding his office as an executive Director of the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lin as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Wong Wai Ling

Ms. Wong Wai Ling (黃慧玲), aged 53, joined the Group in 2007. Ms. Wong holds a bachelor degree of arts from the University of Hong Kong and a post-graduate diploma in accounting and finance from the London School of Economics and Political Science. Ms. Wong is a fellow member of Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and has more than 20 years extensive experience in accounting, tax, auditing and business. Ms. Wong had worked in various international and local audit firms for more than seven years until she began to be in private practice as a Certified Public Accountant since 1993. Ms. Wong is also an independent non-executive director and chairman of the audit committee of three companies other than the company listed on the Main Board of the Stock Exchange (including China Ruifeng Renewable Energy Holdings Limited (stock code: 00527), AVIC International Holdings Limited (stock code: 00161) and Yongsheng Advanced Materials Company Limited (stock code: 03608)). Ms. Wong has also been appointed as an independent non-executive director of Glory Flame Holdings Limited (a company listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange, stock code: 08059). Ms. Wong is an executive director of JC Group Holdings Limited (a company listed on the GEM of the Stock Exchange, stock code: 08326). Meanwhile, Ms. Wong is also a non-executive director of Hin Sang Group (international) Holdings Co., Ltd (衍生集團(國際)控股有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 06893). Ms. Wong is the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company.

Save as disclosed above, Ms. Wong did not hold 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 or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wong does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and she has no other interests in any shares, underlying share or debentures which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Wong was re-elected as an independent non-executive Director with effect from 19 April 2013. For the year ended 31 December 2014, Ms. Wong’s director emolument comprises a salary of HKD150,000, which is determined based on a variety of factors such as market conditions and her responsibilities.

If elected, Ms. Wong will enter into a director’s service agreement with the Company as an independent non-executive Director for a term commencing from the date of the AGM which approves her appointment and ending at the conclusion of the 2017 annual general

meeting to be held in 2018, which may be terminated by either the Company or Ms. Wong by giving one month's written notice or otherwise in accordance with the terms of the director's service agreement. Ms. Wong's basic annual salary will be determined with reference to her roles and responsibility with the Group and the prevailing market conditions. Save for the said salary, Ms. Wong will not be entitled to any other emolument for holding her office as an independent non-executive Director of the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Wong as a Director, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Professor Lam Sing Kwong Simon

Professor Lam Sing Kwong Simon, aged 56, joined the group in 2009. Professor Lam is a professor of Management at the faculty of Business and Economics, the University of Hong Kong. Professor Lam is well known for his studies and researches in corporate strategy, organization development and operations management. He has published a number of academic papers and case analysis 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 is also the independent non-executive director of Chun Sing Engineering Holdings Limited (listed on the Main Board of the Stock Exchange, stock code: 02277), Jin Cai Holdings Company Limited (listed on the Main Board of the Stock Exchange, stock code: 01250), Sinomax Group Limited (listed on the Main Board of the Stock Exchange, stock code: 01418), King Force Security Holdings Limited (listed on the GEM of the Stock Exchange, stock code: 08315) and Glory Flame Holdings Limited (listed on the GEM of the Stock Exchange, stock code: 08059). Professor Lam is the member of the Audit Committee, Remuneration Committee and the Nomination Committee of the Company.

Save as disclosed above, Professor Lam did not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

Save as disclosed above as at the Latest Practicable Date, Professor Lam does not have any relationship with any directors, senior management, substantial shareholders and controlling shareholders of the Company and he does not have any interest in the Shares within the meaning of Part XV of the SFO.

Professor Lam was re-elected as an independent non-executive Director with effect from 19 April 2013. For the year ended 31 December 2014, Professor Lam's director emolument comprises a salary of HKD150,000, which is determined based on a variety of factors such as market conditions and his responsibilities.

If re-elected, Professor Lam will enter into a director's service agreement with the Company as an independent non-executive Director for a term commencing from the date of the AGM which approves his appointment and ending at the conclusion of the 2017 annual general meeting to be held in 2018, which may be terminated by either the Company or Professor Lam by giving one month's written notice or otherwise in accordance with the terms of the director's service agreement. Professor Lam's basic annual salary will be determined with reference to his roles and responsibility with the Group and the prevailing market conditions. Save for the said salary, Professor Lam will not be entitled to any other emolument for holding his office as an independent non-executive Director of the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Professor Lam as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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: 3366)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of Overseas Chinese Town (Asia) Holdings Limited (the “Company”) will be held on Tuesday, 12 May 2015 at 11:00 a.m. at Aberdeen, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary 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 2014.
2. To declare a final dividend for the year ended 31 December 2014.
3. To re-appoint RSM Nelson Wheeler as auditors and to authorise the Board of Directors to fix their remuneration.
4. Mr. Lin Kaihua be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix his remuneration.
5. Ms. Wong Wai Ling be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix her remuneration.
6. Professor Lam Sing Kwong Simon be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration.

NOTICE OF ANNUAL GENERAL MEETING

7. “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 additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) 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 warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to 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 aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued 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 adopted by the Company 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 aggregate nominal amount of the share capital of the Company in issue at the time of passing 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 Company’s 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.

NOTICE OF ANNUAL 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).”

8. **“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 powers of the Company to repurchase issued shares in the capital 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, and that the exercise by the Directors of all powers of the Company to repurchase such shares are 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 aggregate nominal amount of share capital of the Company 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 aggregate nominal amount of the issued share capital of the Company as at the time of passing 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 Company’s articles of association 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.”

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT** conditional upon the passing of Resolution Nos. 7 and 8 as set out in this notice convening the Meeting of which this Resolution forms part (“this Notice”), the general mandate granted to the directors of the Company pursuant to Resolution No. 7 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 8 as set out in this Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

By Order of the Board
FONG Fuk Wai
Company Secretary

Hong Kong, 27 March 2015

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 authorized 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 principal place of business of the Company at Suites 3203-3204, Tower 6, The Gateway, Harbour City, Canton Road, Tsim Sha Tsui, Kowloon, 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 holder 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.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Ordinary Resolution No. 8 as set out in this notice is enclosed in this circular.
8. The transfer books and Register of Members of the Company will be closed from 8 May 2015 to 12 May 2015, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 7 May 2015.

NOTICE OF ANNUAL GENERAL MEETING

9. The transfer books and Register of Members of the Company will be closed from 11 June 2015 to 15 June 2015, both days inclusive. During such period, no share transfers will be effected. In order to qualify for the proposed final dividend, all transfer documents, 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 10 June 2015.

10. Concerning agenda items 4-6 above, Mr. Lin Kaihua is proposed to be re-elected as an executive Director, Ms. Wong Wai Ling and Professor Lam Sing Kwong Simon are proposed to be re-elected as independent non-executive Directors. The biographical details and interests in the securities of the Company (if any) of Mr. Lin Kaihua, Ms. Wong Wai Ling and Professor Lam Sing Kwong Simon are set out in pages 11 to 14 in the Letter from the Board in this circular.

11. A form of proxy for use at the Meeting is enclosed.