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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We[1], ______________________________

of ______________________________

being the registered holder(s) of ______________________________

ordinary share(s) (the "Shares")[2] of HK$0.10 each in the capital of **Overseas Chinese Town (Asia) Holdings Limited** (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**[3]

or ______________________________

of ______________________________

as my/our proxy to attend and act and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to 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. (and at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS[4]	FOR[5]	AGAINST[5]
1.	To approve, confirm and ratify 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, and to authorise each of the directors of the Company 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.		

ORDINARY RESOLUTIONS[4]		FOR[5]	AGAINST[5]
2.	To approve, confirm and ratify 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, and to authorise each of the directors of the Company 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.		

Dated this ____________ day of ______________ 2011 Signature[6]: ________________________

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING"** and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY**.
4. The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting of the Company.
5. **IMPORTANT**: if you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. 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 attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
8. 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.
9. 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.
10. 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.
11. 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.