



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 11 a.m. on
Tuesday, 11 December 2012 at Ming Room II, 4/F, Sheraton Hong Kong Hotel, 20 Nathan Road, Kowloon, Hong Kong (and at any adjournment thereof)
(the "Meeting") for considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting (or any adjournment thereof) to vote
for me/us and in my/our name(s) in respect of the resolution 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 Resolution ⁽⁴⁾	For ⁽⁵⁾	Against ⁽⁵⁾
(a)	To approve, confirm and ratify the agreement entered into between Excel Founder Limited ("Excel Founder") and 天津津濱發展股份有限公司 (Tianjin Jinbin Development Company Limited) ("Tianjin Jinbin") dated 2 November 2012 (the "Agreement") in relation to the acquisition of the entire equity interests in 天津天瀟投資發展有限公司 (Tianjin Tianxiao Investment Development Company Limited) and all rights attached thereto at a consideration of RMB384,995,400 (copy of which has been produced to the Meeting marked "A" and initiated by the Chairman of the Meeting for the purpose of identification) (as amended by the supplemental agreement dated 2 November 2012 entered into between Excel Founder and Tianjin Jinbin (the "Supplemental Agreement"), copy of which has been produced to the Meeting marked "B" and initiated by the Chairman of the Meeting for identification purpose), the undertaking given by the Company to Tianjin Jinbin dated 2 November 2012 (the "Undertaking"), pursuant to which the Company guarantees the due performance of Excel Founder's obligation under the Agreement and the Supplemental Agreement and undertakes that the Company will assume joint liability with Excel Founder in respect of the aforesaid performance of obligations (copy of which has been produced to the Meeting marked "C" and initiated by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder; and		
(b)	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 Agreement, the Supplemental Agreement and the Undertaking, and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2012 Signature⁽⁶⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- 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).
- 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 INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- The description of the resolution is by way of summary only. The full text appears in the notice of the Meeting of the Company.
- 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.
- 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.
- 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.
- To be valid, the instrument appointing a proxy and (if required by the board of directors) 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 Hong Kong branch share registrar, 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.
- 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.
- 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 was 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.
- 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.