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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)

RESULTS OF THE 2013 ANNUAL GENERAL MEETING HELD ON 23 APRIL 2014

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 23 April 2014.

Reference is made to the notice of the 2013 annual general meeting (the “AGM”) dated 23 April 2014 (the “AGM Notice”) of Overseas Chinese Town (Asia) Holdings Limited (the “Company”, together with its subsidiaries, collectively known as the “Group”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 20 March 2014.

RESULTS OF AGM

At the AGM held at Maple, Lobby Level, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on 23 April 2014 at 11:00 a.m., all resolutions as set out in the AGM Notice (the “Resolutions”) were approved by the shareholders of the Company (the “Shareholders”) by poll. The board (the “Board”) of directors (the “Directors”) of the Company is pleased to announce the results in respect of the Resolutions passed at the AGM as follows:

Upon approval by more than half of the Shareholders (including proxies) with voting rights who attended the AGM, the following Resolutions were passed as ordinary resolutions by poll. The results of the poll were as follows:

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
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 2013	481,074,012 (100%)	0 (0%)	481,074,012
The above resolution was duly passed by the Shareholders as ordinary resolution.			
2. To declare a final dividend for the year ended 31 December 2013	481,074,012 (100%)	0 (0%)	481,074,012

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
The above resolution was duly passed by the Shareholders as ordinary resolution.			
3. To re-appoint RSM Nelson Wheeler as auditors and to authorise the Board of Directors to fix their remuneration	481,074,012 (100%)	0 (0%)	481,074,012
The above resolution was duly passed by the Shareholders as ordinary resolution.			
4. To re-elect Ms. Wang Xiaowen as an executive director of the Company and the board of directors of the Company be authorised to fix her remuneration	480,947,019 (99.97%)	125,993 (0.03%)	481,073,012
The above resolution was duly passed by the Shareholders as ordinary resolution.			
5. To re-elect Ms. Xie Mei as an executive director of the Company and the board of directors of the Company be authorised to fix her remuneration	481,073,012 (100%)	0 (0%)	481,073,012
The above resolution was duly passed by the Shareholders as ordinary resolution.			
6. To elect Mr. Zhou Ping as a non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration	481,073,012 (100%)	0 (0%)	481,073,012
The above resolution was duly passed by the Shareholders as ordinary resolution.			
7. To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution	431,294,019 (89.65%)	49,779,993 (10.35%)	481,074,012
The above resolution was duly passed by the Shareholders as ordinary resolution.			
8. To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution	481,074,012 (100%)	0 (0%)	481,074,012
The above resolution was duly passed by the Shareholders as ordinary resolution.			
9. To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company	431,294,019 (89.65%)	49,779,993 (10.35%)	481,074,012
The above resolution was duly passed by the Shareholders as ordinary resolution.			

Please refer to the AGM Notice for details of the Resolutions.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the poll voting at the AGM.

RE-APPOINTMENT OF MS. WANG XIAOWEN AS AN EXECUTIVE DIRECTOR

At the AGM, the appointment of Ms. Wang Xiaowen as an executive director of the Company was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. Wang Xiaowen (王曉雯), aged 44, is the Chairman of the Company, who joined the Group in 2011. Ms. Wang is the general director of OCT (HK) which is the beneficial owner of all the issued share capital in Pacific Climax, the controlling shareholder of the Company and Shenzhen OCT Investment Company Limited (which is a wholly-owned subsidiary of OCT Ltd., being the beneficial owner of all the issued share capital in OCT (HK)). Ms. Wang is also a director of Konka Group Co., Ltd. ("Konka Group"), a director of Union Holdings, the supervisor and the vice chairman of the Supervisory Board of China International Travel Service Corporation Limited ("CITS") and the vice president of OCT Ltd.. Both Konka Group and OCT Ltd. are listed on the Shenzhen Stock Exchange, while CITS is listed on the Shanghai Stock Exchange. Ms. Wang joined OCT Group (the controlling shareholder of OCT Ltd.) in 1991 and had been the head of Administration Department of the President Office, the head of the Finance Department and the President Assistant of OCT Group. She had also been the supervisor of OCT Ltd. and Konka Group and the director of Overseas Chinese Town Real Estate Company Limited (a wholly-owned subsidiary of OCT Ltd.) and Chengdu OCT, and the director and Chairman of Shenzhen OCT Hotel Group Company Limited (深圳市華僑城酒店集團有限公司) (a wholly-owned subsidiary of OCT Ltd.). Save as aforesaid, Ms. Wang has also held and had also held other senior positions with OCT Ltd. and OCT Group (and their respective associated companies). Ms. Wang has obtained a bachelor degree in Economics from Nan Kai University (南開大學) in 1990. Ms. Wang is also chairman of the nomination committee of the Company.

Save as disclosed above, Ms. Wang does 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, and save as disclosed above, she did not have other major appointments and professional qualifications.

Ms. Wang does not have any interest in the Shares within the meaning of Part XV of the SFO.

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

Ms. Wang will enter into a director's service agreement with the Company as an executive Director for a term of three years commencing from the date of the AGM and ending on the date of the annual general meeting to be held in 2017, which may be terminated by either the Company or Ms. Wang by giving one month's written notice or otherwise in accordance with the terms of the director's service agreement. Under the service contract to be entered into between the Company and Ms. Wang, Ms. Wang'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. Wang will not be entitled to any other emolument for holding her office as an executive director of the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Wang 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 paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

RE-APPOINTMENT OF MS. XIE MEI AS AN EXECUTIVE DIRECTOR

At the AGM, the appointment of Ms. Xie Mei as an executive director of the Company was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. Xie Mei (謝梅), aged 46, is the Chief Executive Officer of the Company. Ms. Xie is the chairman of 天津天瀟投資發展有限公司 (Tianjian Tianxiao Investment Development Company Limited) and a director of all the subsidiaries of the Company. Ms. Xie is also the general manager of OCT (HK) and a director of Pacific Climax, a direct controlling shareholder of the Company. She is also a director of Xi'an OCT Investment Ltd. and Yunnan OCT Industrial Co., Ltd. (雲南華僑城實業有限公司), both being subsidiaries of OCT Group. Ms. Xie has rich management experience. Ms. Xie has been a deputy director and director of the strategic development department of OCT Group. Ms. Xie graduated from the Department of Electrical Engineering of Xi'an Jiaotong University and obtained a bachelor's degree in Engineering in 1989. She also obtained a master degree in Economics from the Renmin University of China in 1999. Ms. Xie was appointed as a non-executive Director in December 2004 and was re-designated as an executive Director in August 2007.

Save as disclosed above, Ms. Xie does 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, and save as disclosed above, she did not have other major appointments and professional qualifications.

Ms. Xie does not have any interest in the Shares within the meaning of Part XV of the SFO.

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

Ms. Xie will enter into a director's service agreement with the Company as an executive Director for a term of three years commencing from the date of the AGM and ending on the date of the annual general meeting to be held in 2017, which may be terminated by either the Company or Ms. Wang by giving one month's written notice or otherwise in accordance with the terms of the director's service agreement. Under the service contract to be entered into between the Company and Ms. Xie, Ms. Xie'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. Xie will not be entitled to any other emolument for holding her office as an executive director of the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Xie 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 paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

APPOINTMENT OF MR. ZHOU PING AS A NON-EXECUTIVE DIRECTOR

At the AGM, the appointment of Mr. Zhou Ping as a non-executive director of the Company was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Zhou Ping (周平), aged 51, is the head of Strategic Development Department of OCT Ltd. He is also a director of Beijing Century Overseas Chinese Town Industrial Co. Ltd (北京世紀華僑城實業有限公司), and a supervisor of Tianjian Overseas Chinese Town Industrial Co. Ltd (天津華僑城實業有限公司) and Tianjin Dong Li Hu Overseas Chinese Town Travel Investment Co. Ltd (天津東麗湖華僑城旅遊投資有限公司). Mr. Zhou joined the OCT Group in 1994 and he had been the general manager of Planning Department and the head of Strategic Development Department of OCT Group. Mr. Zhou had also been appointed as the vice chairman of Shenzhen Bay Hotel (深圳灣大酒店) and the chairman of Taizhou Overseas Chinese Town Co., Ltd (泰州華僑城有限公司). Mr. Zhou had also been the director and general manager of Shenzhen Window of the World Company Limited (深圳世界之窗有限公司), the general manager of Wuhan OCT Industrial Development Ltd (武漢華僑城實業發展有限公司), the deputy general manager of Travel Department of OCT Ltd and the general manager of Shenzhen Eastern Overseas Chinese Town Co Ltd (深圳東部華僑城有限公司). Mr. Zhou obtained a Master of Engineering Management Degree from Huazhong University of Science and Technology in 1993.

Save as disclosed above, Mr. Zhou 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.

As at the date of this announcement, Ms. Li Ning, the spouse of Mr. Zhou, held 4,000 Shares and share options to subscribe for 160,000 Shares, hence, Mr. Zhou is deemed, or taken to be, interested in the said 4,000 Shares and share options to subscribe for 160,000 Shares held by Ms. Li Ning by virtue of the SFO.

Save as disclosed above, Mr. Zhou does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he had no other interests in any shares, underlying share or debentures which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhou will enter into a director's service agreement with the Company as a non-executive Director for a term of three years commencing from the date of the AGM and ending at the conclusion of the annual general meeting to be held in 2017, which may be terminated by either the Company or Mr. Zhou by giving one month's written notice or otherwise in accordance with the terms of the director's service agreement. Under the service contract to be entered into between the Company and Mr. Zhou, Mr. Zhou'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, Mr. Zhou will not be entitled to any other emolument for holding his office as a non-executive director of the Company.

Save as disclosed above, the Company considers that in relation to the election of Mr. Zhou 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 paragraphs 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

By order of the board of
Overseas Chinese Town (Asia) Holdings Limited
Wang Xiaowen
Chairman

Hong Kong, 23 April 2014

As at the date of this announcement, the Board comprises seven Directors, namely: Ms. Wang Xiaowen, Ms. Xie Mei and Mr. Yang Jie as executive Directors; Mr. Zhou Ping as non-executive Director; Mr. Lu Gong, Ms. Wong Wai Ling and Professor Lam Sing Kwong Simon as independent non-executive Directors.

Notes:

- (a) As at the date of the AGM, the issued share capital of the Company comprised 649,790,000 Shares and 96,000,000 non-voting convertible preference shares of HK\$0.10 each. No Shareholder was required to abstain from voting on the Resolutions at the AGM.
- (b) The total number of Shares entitling the holders to attend and vote only against the Resolutions at the AGM: Nil.
- (c) The total number of Shares entitling the holders to attend and to vote for or against the Resolutions at the AGM: 649,790,000 Shares.