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 on Friday, 11 July 2014 at 11:00 a.m. at Noire, Level 3, Gateway Hotel, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**

(a) the Company be and is hereby authorised to, through 成都天府華僑城實業發展有限公司 (Chengdu Tianfu OCT Industry Development Company Limited*, a non-wholly owned subsidiary of the Company, "**Chengdu OCT**"), participate in and bid at the Tender (as defined in the circular of the Company dated 24 June 2014, a copy of which has been produced to this Meeting and marked "A" and initialed by the chairman of this Meeting for the purpose of identification, and hereinafter be referred to as the "**Circular**") within two months from the date of the Meeting and if Chengdu OCT wins the Tender, to engage in the Possible Cooperation (as defined in the Circular);

(b) if Chengdu OCT wins the Tender, the Possible Cooperation (as defined in the Circular) and the transactions in connection therewith be and are hereby approved; and

(c) any one of the directors of the Company be and is hereby authorised to proceed with the Tender and if Chengdu OCT wins the Tender, the Possible Cooperation and to exercise all the powers of the Company and to do all things and acts and execute and deliver all documents as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions in connection with the Tender and if Chengdu OCT wins the Tender, the Possible Cooperation and where necessary, affix the common seal of the Company thereon."

By Order of the Board
Overseas Chinese Town (Asia) Holdings Limited
FONG Fuk Wai
Company Secretary

Hong Kong, 24 June 2014

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 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.

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. As at the date of this notice of EGM, the board of directors of Company 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.