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)

CONTINUING CONNECTED TRANSACTION IN RELATION TO TENANCY AGREEMENT

On 9 July 2014, Shenzhen Huali, an indirect wholly-owned subsidiary of the Company as tenant, entered into the Tenancy Agreement with OCT Entertainment as the landlord in respect of the Premises. Since OCT Entertainment is a connected person of the Company and its relationship with the Company is set out in paragraph headed "Information on the Group, Shenzhen Huali and OCT Entertainment" of this announcement, the Tenancy Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules for the transactions contemplated under the Tenancy Agreement are more than 0.1% but less than 5%, such transactions are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTRODUCTION

On 9 July 2014, Shenzhen Huali, an indirect wholly-owned subsidiary of the Company as tenant, entered into the Tenancy Agreement with OCT Entertainment, as the landlord in respect of the Premises.

TENANCY AGREEMENT

The principal terms of the Tenancy Agreement are as follows:-

Date	:	9 July 2014
Tenant	:	Shenzhen Huali
Landlord	:	OCT Entertainment
Premises	:	Room 3-1 to 3-3, 3/F, Jacaranda International Business Center, No 8 Baishiroad East, Nanshan District, Shenzhen, the PRC 中國深圳市南山區白石路東8號藍楹國際商務中心3F 3-1至3-3

Useable area	:	Approximately 1,391 square meters
Term	:	Three years commencing from the Delivery Date (the "**Three-year Term**"). OCT Entertainment has granted Shenzhen Huali an option to renew the Tenancy Agreement on the same terms for a maximum of two years upon expiry of the Three-year Term. Shenzhen Huali may, at its absolute discretion, notify OCT Entertainment on or before the expiry of the Three-year Term to renew the Tenancy Agreement on the same terms for a maximum of two years. Upon expiry of the renewed term and if Shenzhen Huali intends to renew the Tenancy Agreement, it shall notify OCT Entertainment in writing at least six months before the said expiry (failing which Shenzhen Huali will be deemed to give up on the renewal) and Shenzhen Huali shall have priority to renew the Tenancy Agreement on the same terms.
Usage	:	For office use
Rent-free period	:	Shenzhen Huali is not required to pay any rental or management fee for the Premises for 150 days from the Delivery Date (the "**Rent-free Period**")
Rental	:	RMB278,200.00 (approximately HK$347,750.00) per month (exclusive of air-conditioning charges, management fee, renovation management fee, water and electricity charges) payable in advance within five business days from the date after the Rent-free Period and thereafter, within five business days of the beginning of each calendar month in advance
Management fee	:	RMB39,742.80 (approximately HK$49,678.50) per month, payable in advance within five business days from the date after the Rent-free Period and thereafter, within five business days of the beginning of each calendar month in advance
Renovation management fee		RMB19,871.40 (approximately HK$24,839.25), payable at least five business days before the commencement of renovation works on the Premises
Deposits	:	RMB814,728.20 (approximately HK$1,018,410.25), being rental deposit, water and electricity deposit, and renovation deposit

ANNUAL CAPS

Annual ancillary miscellaneous charges:

The Company estimates that the annual air-conditioning charges, water and electricity charges payable by Shenzhen Huali to OCT Entertainment for each year during the Three-year Term are as follows:–

From the date of delivery to the year ending 31 December 2014	:	RMB400,000 (approximately HK$500,000) per year
For the year ending 31 December 2015	:	RMB600,000 (approximately HK$750,000) per year
For the year ending 31 December 2016	:	RMB600,000 (approximately HK$750,000) per year
From 1 January 2017 to the end of the Three-year Term	:	RMB450,000 (approximately HK$562,500) per year

Annual Caps:

The maximum annual aggregate amount to be paid by Shenzhen Huali to OCT Group under the Tenancy Agreement for each year during the Three-year Term (the "**Annual Caps**") will not exceed the following:–

From the date of delivery to the year ending 31 December 2014	:	RMB737,814 (approximately HK$922,268) per year
For the year ending 31 December 2015	:	RMB4,415,314 (approximately HK$5,519,143) per year
For the year ending 31 December 2016	:	RMB4,415,314 (approximately HK$5,519,143) per year
From 1 January 2017 to the end of the Three-year Term	:	RMB3,311,485 (approximately HK$4,139,357) per year

Basis for the Annual Caps:

The Annual Caps represent the aggregate of the agreed annual rental and the estimated annual management fee, renovation management fee (if applicable), air-conditioning charges, water and electricity charges (but excluding the deposits detailed in the paragraph headed "Tenancy Agreement" in this announcement) payable by Shenzhen Huali to OCT Entertainment under the Tenancy Agreement. After making enquiries as to the market rent, management fee, renovation management fee, air-conditioning charges, water and electricity expenses for the nearby area, the Directors consider that the rental and the ancillary miscellaneous charges payable under the Tenancy Agreement are comparable to the market rent and the ancillary miscellaneous charges with reference to the rental and ancillary miscellaneous charges of the comparable properties in nearby areas.

REASONS FOR ENTERING INTO THE TENANCY AGREEMENT

The Group is required to lease an office space in Shenzhen as its office.

The Directors, including the independent non-executive Directors, have confirmed that the transactions under the Tenancy Agreement have been subject to arm's length negotiation between the Group and OCT Entertainment, and the Tenancy Agreement has been entered into by the Group in the ordinary and usual course of business and on normal commercial terms.

In light of the above, the Directors, including the independent non-executive Directors, consider that the terms of the Tenancy Agreement and the Annual Caps fair and reasonable and the transactions under the Tenancy Agreement are in the interests of the Company and Shareholders as a whole.

INFORMATION ON THE GROUP, SHENZHEN HUALI AND OCT ENTERTAINMENT

The Group is principally engaged in the comprehensive development business and the manufacture and sale of cartons and paper products.

Shenzhen Huali, a limited liability company established in the PRC, is an indirect wholly-owned subsidiary of the Company. It is principally engaged in, among others, retail of paper products and stationeries.

OCT Entertainment is a branch company of OCT Property, which is wholly owned by OCT Ltd. and OCT Ltd. owns 100% interest in Overseas Chinese Town (HK) Company Limited, which in turn owns 100% equity interest in Pacific Climax Limited, which is the controlling shareholder of the Company. Therefore, OCT Entertainment is a connected person of the Company within the meaning of the Listing Rules. OCT Entertainment is principally engaged in properties investment and development business.

LISTING RULES IMPLICATIONS

Since OCT Entertainment is a connected person of the Company and its relationship with the Company is set out in paragraph headed "Information on the Group, Shenzhen Huali and OCT Entertainment" of this announcement, the Tenancy Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules for the transactions contemplated under the Tenancy Agreement are more than 0.1% but less than 5%, such transactions are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

No Director is materially interested in the transactions under the Tenancy Agreement and required to abstain from voting on the resolutions of the Board to approve the said transactions.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

"Board"	the board of Directors
"Company"	Overseas Chinese Town (Asia) Holdings Limited (華僑城（亞洲）控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
"connected person"	has the meaning ascribed to it in the Listing Rules
"controlling shareholder"	has the meaning ascribed to it in the Listing Rules
"Delivery Date"	the date of delivery of the Premises by OCT Entertainment to Shenzhen Huali, which will be determined by a written notice of OCT Entertainment, which is expected to be on or before 30 September 2014
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"OCT (HK)"	Overseas Chinese Town (HK) Company Limited, a company incorporated in Hong Kong with limited liability and wholly owned by OCT Ltd.
"OCT Entertainment"	深圳華僑城都市娛樂投資公司 (Shenzhen Overseas Chinese Town Entertainment Investment Company Limited*), a branch company of OCT Property
"OCT Ltd."	Shenzhen Overseas Chinese Town Company Limited (深圳華僑城股份有限公司), a company established in the PRC, the shares of which are listed on the Shenzhen Stock Exchange
"OCT Property"	Overseas Chinese Town Real Estate Company Limited (深圳華僑城房地產有限公司), a company established in the PRC, and is a wholly owned subsidiary of OCT Ltd.
"PRC"	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)

"Premises"	the premises located at Room 3-1 to 3-3, 3/F, Jacaranda International Business Center, No 8 Baishiroad East, Nanshan District, Shenzhen, the PRC
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	Share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"Shenzhen Huali"	Shenzhen Huali Packing & Trading. Co., Ltd., an indirect wholly-owned subsidiary of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Tenancy Agreement"	a tenancy agreement dated 9 July 2014 between Shenzhen Huali and OCT Entertainment in respect of the lease of the Premises
"%"	per cent.

* *for identification purpose only*

In this announcement, the English names of the PRC entities are translation of their Chinese names and included for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

Unless otherwise specified in this announcement and for the purpose of illustration only, RMB is translated to HK$ at the rate of HK$1.00 = RMB0.8. No representation has been made by the Company that any amount expressed in foreign currency in this announcement has been, could have been or could be converted at any rates or at all.

By order of the Board
Overseas Chinese Town (Asia) Holdings Limited
Wang Xiao Wen
Chairman

Hong Kong, 9 July 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 Mr. Lam Sing Kwong Simon as independent non-executive Directors.