



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/07/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Overseas Chinese Town (Asia) Holdings LtdDate Submitted 01/08/2014**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 03366 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>(HK\$) | Authorised share<br>capital<br>(HK\$) |
|-------------------------------------|---------------------------|---------------------|---------------------------------------|
| Balance at close of preceding month | <u>2,000,000,000</u>      | <u>0.10</u>         | <u>200,000,000</u>                    |
| Increase/(decrease)                 | <u>Nil</u>                |                     | <u>Nil</u>                            |
| Balance at close of the month       | <u>2,000,000,000</u>      | <u>0.10</u>         | <u>200,000,000</u>                    |

(2) Stock code : -- Description : --

|                                     | No. of ordinary<br>shares   | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|-----------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | <u>                    </u> | <u>                    </u>      | <u>                    </u>                     |
| Increase/(decrease)                 | <u>                    </u> |                                  | <u>                    </u>                     |
| Balance at close of the month       | <u>                    </u> | <u>                    </u>      | <u>                    </u>                     |

## 2. Preference Shares

|                                     |                             |                     |                                                 |
|-------------------------------------|-----------------------------|---------------------|-------------------------------------------------|
| Stock code :                        | <u>N/A</u>                  | Description :       | <u>Non-voting Convertible Preference Shares</u> |
|                                     | No. of preference<br>shares | Par value<br>(HK\$) | Authorised share<br>capital<br>(HK\$)           |
| Balance at close of preceding month | <u>96,000,000</u>           | <u>0.10</u>         | <u>9,600,000</u>                                |
| Increase/(decrease)                 | <u>Nil</u>                  |                     | <u>Nil</u>                                      |
| Balance at close of the month       | <u>96,000,000</u>           | <u>0.10</u>         | <u>9,600,000</u>                                |

## 3. Other Classes of Shares

|                                     |                                   |                                  |                                                 |
|-------------------------------------|-----------------------------------|----------------------------------|-------------------------------------------------|
| Stock code :                        | <u>--</u>                         | Description :                    | <u>--</u>                                       |
|                                     | No. of other<br>classes of shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month | <u></u>                           | <u></u>                          | <u></u>                                         |
| Increase/(decrease)                 | <u></u>                           |                                  | <u></u>                                         |
| Balance at close of the month       | <u></u>                           | <u></u>                          | <u></u>                                         |

Total authorised share capital at the end of the month (HK\$) : 209,600,000

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | 649,790,000            | --  | 96,000,000              | --                             |
| Increase/ (decrease) during the month | --                     | --  | --                      | --                             |
| Balance at close of the month         | 649,790,000            | --  | 96,000,000              | --                             |

### III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |            |                            |            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------------------------------------------------------------------------------------|---------------------------|------------|----------------------------|------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|                                                                                                          | Granted                   | Exercised  | Cancelled                  | Lapsed     |                                                                      |                                                                                           |
| <u>1. Share Option Scheme</u>                                                                            |                           |            |                            |            |                                                                      |                                                                                           |
| <u>Exercise price</u>                                                                                    |                           |            |                            |            |                                                                      |                                                                                           |
| <u>HK\$1.41</u>                                                                                          |                           |            |                            |            |                                                                      |                                                                                           |
| <u>(12/10/2005 )</u>                                                                                     |                           |            |                            |            |                                                                      |                                                                                           |
| <u>Ordinary shares</u>                                                                                   | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u> | <u>Nil</u>                                                           | <u>Nil</u>                                                                                |
| <i>(Note 1)</i>                                                                                          |                           |            |                            |            |                                                                      |                                                                                           |
| <u>2. Share Option Scheme</u>                                                                            |                           |            |                            |            |                                                                      |                                                                                           |
| <u>Exercise price</u>                                                                                    |                           |            |                            |            |                                                                      |                                                                                           |
| <u>HK\$4.04</u>                                                                                          |                           |            |                            |            |                                                                      |                                                                                           |
| <u>(15/02/2011 )</u>                                                                                     |                           |            |                            |            |                                                                      |                                                                                           |
| <u>Ordinary shares</u>                                                                                   | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u> | <u>Nil</u>                                                           | <u>17,820,000</u>                                                                         |
| <i>(Note 1)</i>                                                                                          |                           |            |                            |            |                                                                      |                                                                                           |
| <u>3.</u>                                                                                                |                           |            |                            |            |                                                                      |                                                                                           |
| <u>          </u>                                                                                        |                           |            |                            |            |                                                                      |                                                                                           |
| <u>          </u>                                                                                        |                           |            |                            |            |                                                                      |                                                                                           |
| <u>          </u>                                                                                        |                           |            |                            |            |                                                                      |                                                                                           |
| <u>(   /   /   )</u>                                                                                     |                           |            |                            |            |                                                                      |                                                                                           |
| <u>                shares</u>                                                                            |                           |            |                            |            |                                                                      |                                                                                           |
| <i>(Note 1)</i>                                                                                          |                           |            |                            |            |                                                                      |                                                                                           |
|                                                                                                          |                           |            | Total A. (Ordinary shares) | N/A        |                                                                      |                                                                                           |
|                                                                                                          |                           |            | (Preference shares)        | N/A        |                                                                      |                                                                                           |
|                                                                                                          |                           |            | (Other class)              | N/A        |                                                                      |                                                                                           |
| Total funds raised during the month from exercise of options (State currency)                            |                           |            |                            | N/A        |                                                                      |                                                                                           |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 2. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 3. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 4. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| Total B.                                                 |                                 |                                                 |                                  | (Ordinary shares) N/A                     |                                                                                        |                                                                                                                |
|                                                          |                                 |                                                 |                                  | (Preference shares) N/A                   |                                                                                        |                                                                                                                |
|                                                          |                                 |                                                 |                                  | (Other class) N/A                         |                                                                                        |                                                                                                                |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month     | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------|--------------------------------|------------------------------------|--------------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Non-voting Convertible Preference Shares    | HK\$                           | 9,600,000                          | Nil                            | 9,600,000                    | Nil                                                                  | 96,000,000                                                                                |
| Stock code (if listed)                         | N/A                            |                                    |                                |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary Shares                |                                    |                                |                              |                                                                      |                                                                                           |
| Subscription price                             | HK\$ 4.05                      |                                    |                                |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | (19/07/2013)                   |                                    |                                |                              |                                                                      |                                                                                           |
| 2. N/A                                         |                                |                                    |                                |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                                |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                                |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                                |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                                |                              |                                                                      |                                                                                           |
| 3. N/A                                         |                                |                                    |                                |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                                |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                                |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                                |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                                |                              |                                                                      |                                                                                           |
| 4. N/A                                         |                                |                                    |                                |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                                |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                                |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                                |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                                |                              |                                                                      |                                                                                           |
|                                                |                                |                                    | Total C. (Ordinary shares) Nil |                              |                                                                      |                                                                                           |
|                                                |                                |                                    | (Preference shares) N/A        |                              |                                                                      |                                                                                           |
|                                                |                                |                                    | (Other class) N/A              |                              |                                                                      |                                                                                           |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )                                         | N/A                                                                  | N/A                                                                                       |
| 2. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )                                         | N/A                                                                  | N/A                                                                                       |
| 3. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )                                         | N/A                                                                  | N/A                                                                                       |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)                                      | N/A<br>N/A<br>N/A                                                    |                                                                                           |

## Other Movements in Issued Share Capital

| Type of Issue   |                                 |                                            |                                         | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|---------------------------------|--------------------------------------------|-----------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Rights issue | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            |                                         | N/A                                                                  | N/A                                                                                       |
| 2. Open offer   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            |                                         | N/A                                                                  | N/A                                                                                       |
| 3. Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            |                                         | N/A                                                                  | N/A                                                                                       |
| 4. Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            |                                         | N/A                                                                  | N/A                                                                                       |

## For Main Board and GEM listed issuers

| Type of Issue           |                                 | No. of new shares of issuer issued during the month pursuant thereto                                                                            | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 5. Scrip dividend       | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A<br>N/A                                                                                |
| 6. Repurchase of shares |                                 | Class of shares repurchased _____<br><i>(Note 1)</i><br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | N/A<br>N/A                                                                                |
| 7. Redemption of shares |                                 | Class of shares redeemed _____<br><i>(Note 1)</i><br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )          | N/A<br>N/A                                                                                |
| 8. Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A<br>N/A                                                                                |

For Main Board and GEM listed issuers

|                           |                                            |                      |                                         | For Main Board and GEM listed issuers                                |                                                                                           |
|---------------------------|--------------------------------------------|----------------------|-----------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|                           |                                            |                      |                                         | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| Type of Issue             |                                            |                      |                                         |                                                                      |                                                                                           |
| 9. Capital reorganisation | Class of shares issuable _____<br>(Note 1) |                      |                                         |                                                                      |                                                                                           |
|                           | Issue and allotment date : (dd/mm/yyyy)    |                      |                                         | (   /   /   )                                                        |                                                                                           |
|                           | EGM approval date: (dd/mm/yyyy)            |                      |                                         | (   /   /   )                                                        |                                                                                           |
|                           |                                            |                      |                                         | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 10. Other Subscription    | Class of shares issuable _____<br>(Note 1) |                      |                                         |                                                                      |                                                                                           |
|                           | At price :                                 | State currency _____ | Issue and allotment date : (dd/mm/yyyy) | (   /   /   )                                                        |                                                                                           |
|                           | EGM approval date: (dd/mm/yyyy)            |                      |                                         | (   /   /   )                                                        |                                                                                           |
|                           |                                            |                      |                                         | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| Total E.                  |                                            |                      |                                         | (Ordinary shares) <u>N/A</u>                                         |                                                                                           |
|                           |                                            |                      |                                         | (Preference shares) <u>N/A</u>                                       |                                                                                           |
|                           |                                            |                      |                                         | (Other class) <u>N/A</u>                                             |                                                                                           |

|                                                                                                                  |     |     |
|------------------------------------------------------------------------------------------------------------------|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | N/A |
|                                                                                                                  | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        |     | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  |     | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |     |

Remarks (if any):

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Submitted by: Fong Fuk Wai

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*