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 2014 ANNUAL GENERAL MEETING HELD ON 12 MAY 2015

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 12 May 2015.

Reference is made to the notice of the 2014 annual general meeting (the "AGM") dated 27 March 2015 (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 27 March 2015.

RESULTS OF AGM

At the AGM held at Aberdeen, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 12 May 2015 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 of directors (the "Board") 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 2014	478,736,310 (100%)	0 (0%)	478,736,310
The above resolution was duly passed by the Shareholders as ordinary resolution.			
2. To declare a final dividend for the year ended 31 December 2014	478,736,310 (100%)	0 (0%)	478,736,310
The above resolution was duly passed by the Shareholders as ordinary resolution.			

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
3. To re-appoint RSM Nelson Wheeler as auditors and to authorise the Board of Directors to fix their remuneration	478,736,310 (100%)	0 (0%)	478,736,310
The above resolution was duly passed by the Shareholders as ordinary resolution.			
4. Mr. Lin Kaihua be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix his remuneration	478,736,310 (100%)	0 (0%)	478,736,310
The above resolution was duly passed by the Shareholders as ordinary resolution.			
5. Ms. Wong Wai Ling be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix her remuneration	431,894,317 (90.22%)	46,841,993 (9.78%)	478,736,310
The above resolution was duly passed by the Shareholders as ordinary resolution.			
6. Professor Lam Sing Kwong Simon be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration	435,466,317 (90.96%)	43,269,993 (9.04%)	478,736,310
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	429,200,317 (89.65%)	49,535,993 (10.35%)	478,736,310
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	478,736,310 (100%)	0 (0%)	478,736,310
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	430,072,317 (89.83%)	48,663,993 (10.17%)	478,736,310
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 MR. LIN KAIHUA AS AN EXECUTIVE DIRECTOR

At the AGM, the appointment of Mr. Lin Kaihua as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Lin Kaihua (林開樺), aged 48, is the vice president of the Company and also holds the director position in Pacific Climax Limited, Beijing Guangying Real Estate Development Co., Ltd (北京廣盈房地產開發有限公司), and in many subsidiaries of the Company. He is also the deputy general manager of OCT (HK). Mr. Lin has extensive experience in business operation and financial management. Since he joined OCT Group in 1992, Mr. Lin had held a numbers of positions including but not limited to the deputy general manager and the chief financial officer of Overseas Chinese Town (Shanghai) Land Company Limited (華僑城(上海)置地有限公司) (an indirect non-wholly owned subsiding of the company), the deputy general manager of Shenzhen Overseas Chinese Town Entertainment Investment Company Limited (深圳華僑城都市娛樂投資公司) (as wholly-owned subsidiary of OCT Ltd.), chief financial officer of Shenzhen Overseas Chinese Town Holding Company Limited (深圳華僑城控股股份有限公司) (currently known as OCT Ltd.) and the chief financial officer of Shenzhen Bay Hotel (深圳灣大酒店) (currently known as "InterContinental Shenzhen (華僑城大酒店)") (a subsidiary of OCT Ltd.). Mr. Lin holds a bachelor's degree and a master's degree in Accounting, and has obtained Certified Public Accountant and Senior Accountant title.

Save as disclosed above, Mr. Lin does not hold any directorship in other public companies the securities 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, he does not have other major appointments and professional qualifications.

Mr. Lin does not have any interest in the Shares, underlying share or debentures which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Lin does not have any relationship with any Directors, senior management, substantial shareholders and controlling shareholders of the Company.

Mr. Lin was appointed as an executive Director by the Board with effect from 12 March 2015.

Mr. Lin has entered into a director's service agreement with the Company as an executive Director for a term commencing from the date of the AGM which approved his appointment and ending at the conclusion of the 2017 annual general meeting to be held in 2018, which may be terminated by either the Company or Mr. Lin by giving one month's written notice or otherwise in accordance with the terms of the director's service agreement. Mr. Lin'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. Lin will not be entitled to any other emolument for holding his office as an executive director of the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lin 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.

RE-APPOINTMENT OF MS. WONG WAI LING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the appointment of Ms. Wong Wai Ling as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. Wong Wai Ling (黃慧玲), aged 53, joined the Group in 2007. Ms. Wong holds a bachelor degree of arts from the University of Hong Kong and a post-graduate diploma in accounting and finance from the London School of Economics and Political Science. Ms. Wong is a fellow member of Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and has more than 20 years extensive experience in accounting, tax, auditing and business. Ms. Wong had worked in various international and local audit firms for more than seven years until she began to be in private practice as a Certified Public Accountant since 1993. Ms. Wong is also an independent non-executive director and chairman of the audit committee of three companies other than the company listed on the Main Board of the Stock Exchange (including China Ruifeng Renewable Energy Holdings Limited (stock code: 00527), AVIC International Holdings Limited (stock code: 00161) and Yongsheng Advanced Materials Company Limited (stock code: 03608)). Ms. Wong has also been appointed as an independent non-executive director of Glory Flame Holdings Limited (a company listed on the Growth Enterprise Market ("GEM") of the Stock Exchange, stock code: 08059). Ms. Wong is an executive director of JC Group Holdings Limited (a company listed on the GEM of the Stock Exchange, stock code: 08326). Meanwhile, Ms. Wong is also a non-executive director of Hin Sang Group (international) Holdings Co., Ltd (衍生集團(國際)控股有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 06893). Ms. Wong is the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company.

Save as disclosed above, Ms. Wong 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.

Save as disclosed above, Ms. Wong does not have any relationship with any Directors, senior management, substantial shareholders and controlling shareholders of the Company and she has no other interest in the Shares, underlying share or debentures which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Wong was elected as an independent non-executive Director with effect from 19 April 2013. For the year ended 31 December 2014, Ms. Wong's director emolument comprises a salary of HKD150,000, which is determined based on a variety of factors such as market conditions and her responsibilities.

Ms. Wong has entered into a director's service agreement with the Company as an independent non-executive Director for a term commencing from the date of the AGM which approved her appointment and ending at the conclusion of the 2017 annual general meeting to be held in 2018, which may be terminated by either the Company or Ms. Wong by giving one month's written notice or otherwise in accordance with the terms of the director's service agreement. Ms. Wong'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. Wong will not be entitled to any other emolument for holding her office as an independent non-executive Director of the Company.

As disclosed in the circular of the Company dated 27 March 2015, Ms. Wong Wai Ling has served as an independent non-executive director for more than 7 years since 26 April 2007. Nonetheless, the Company has received from Ms. Wong a confirmation on independence pursuant to Rule 3.13 of the Listing Rules. Taking into account her independent status in the Board in the past years, and that she does not hold any executive functions or is not involved in the day-to-day management of the Company, the directors consider Ms. Wong to be independent under the Listing

Rules despite the fact that in the event she is successfully re-elected in the forthcoming AGM, she will have served the Company for more than 9 years by the end of the term in the director's service agreement. In addition, in view of Ms. Wong's qualifications and extensive experience in accounting, tax, auditing and business as mentioned above, the directors consider Ms. Wong to be a competent and suitable candidate for the position of independent non-executive director.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Wong 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 PROFESSOR LAM SING KWONG SIMON AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the appointment of Professor Lam Sing Kwong Simon as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Professor Lam Sing Kwong Simon, aged 56, joined the group in 2009. Professor Lam is a professor of Management at the faculty of Business and Economics, the University of Hong Kong. Professor Lam is well known for his studies and researches in corporate strategy, organization development and operations management. He has published a number of academic papers and case analysis on the said topics. Before joining the University of Hong Kong, Professor Lam had worked as a management consultant and as a regional manager for a bank. He has gained extensive experience in the area of corporate governance, strategy development and corporate finance. Professor Lam is also the independent non-executive director of Chun Sing Engineering Holdings Limited (listed on the Main Board of the Stock Exchange, stock code: 02277), Jin Cai Holdings Company Limited (listed on the Main Board of the Stock Exchange, stock code: 01250), Sinomax Group Limited (listed on the Main Board of the Stock Exchange, stock code: 01418), King Force Security Holdings Limited (listed on the GEM of the Stock Exchange, stock code: 08315) and Glory Flame Holdings Limited (listed on the GEM of the Stock Exchange, stock code: 08059). Professor Lam is the member of the Audit Committee, Remuneration Committee and the Nomination Committee of the Company.

Save as disclosed above, Professor Lam did not hold any directorship in other public companies the securities 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, he does not have other major appointments and professional qualifications.

Save as disclosed above, Professor Lam does not have any relationship with any Directors, senior management, substantial shareholders and controlling shareholders of the Company and he does not have any interest in the Shares, underlying share or debentures which are required to be disclosed pursuant to Part XV of the SFO.

Professor Lam was elected as an independent non-executive Director with effect from 19 April 2013. For the year ended 31 December 2014, Professor Lam's director emolument comprises a salary of HKD150,000, which is determined based on a variety of factors such as market conditions and his responsibilities.

Professor Lam has entered into a director's service agreement with the Company as an independent non-executive Director for a term commencing from the date of the AGM which approved his appointment and ending at the conclusion of the 2017 annual general meeting to be held in 2018, which may be terminated by either the Company or Professor Lam by giving one month's written notice or otherwise in accordance with the terms of the director's service agreement. Professor Lam'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, Professor Lam will not be entitled to any other emolument for holding his office as an independent non-executive Director of the Company.

Save as disclosed above, the Company considers that in relation to the election of Professor Lam 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, 12 May 2015

As at the date of this announcement, the Board comprises seven Directors, namely: Ms. Wang Xiaowen, Ms. Xie Mei and Mr. Lin Kaihua 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 650,090,000 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: 650,090,000 Shares.