



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)

REVISED PROXY FORM FOR ANNUAL GENERAL MEETING

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ ordinary share(s) (the “Shares”) of HK\$0.10 each in the capital of **Overseas Chinese Town (Asia) Holdings Limited** (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ⁽³⁾ or _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at Turquoise, Fuchsia and Ocher Room, 3/F Gateway Hotel, 13 Canton Road, Tsim Sha Tsui, Hong Kong on Friday, 2 June 2017 at 11:00 a.m. (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS ⁽⁴⁾		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
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 2016		
2.	To declare a final dividend for the year ended 31 December 2016		
3.	To re-appoint RSM Hong Kong as auditors and to authorise the board of directors of the Company to fix their remuneration		
4.	Mr. He Haibin be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix his remuneration		
5.	Ms. Xie Mei be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix her remuneration		
6.	Mr. Zhang Jing be re-elected as a non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration		
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		
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		
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		

Dated this date: _____ of _____ 2017 Signature(s) ⁽⁶⁾ : _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this revised proxy form relates. If no number is inserted, this revised proxy form will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out **"THE CHAIRMAN OF THE MEETING"** and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS REVISED PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
4. The description of these resolutions is by way of summary only. The full text appears in the revised notice of the Meeting of the Company.
5. **IMPORTANT:** if you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
6. The instrument appointing a proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. 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 attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
8. 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 principal place of business at Suites 3203-3204, Tower 6, The Gateway, Harbour City, Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong or 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (the **"Closing Time"**).
9. The instrument appointing a proxy shall not 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.
10. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she was 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.
11. Completion and delivery of the 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.
12. A Shareholder who has not yet lodged the proxy form (the **"Original Proxy Form"**) sent together with the circular of the Company dated 27 April 2017 is requested to lodge this revised proxy form if he/she wishes to appoint proxy to attend, speak and vote at the Meeting on his/her behalf. In this case, the Original Proxy Form should not be lodged.
13. A Shareholder who has already lodged the Original Proxy Form should note that:
 - (i) If this revised proxy form is not lodged, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting (including, if properly put, the resolution no.4 for the re-election of Mr. He Haibin as set out in the supplemental circular and the revised notice of annual general meeting of the Company dated 9 May 2017) except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form.
 - (ii) If this revised proxy form is lodged before the Closing Time, this revised proxy form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. This revised proxy form will be treated as a valid proxy form lodged by the Shareholder.
 - (iii) If this revised proxy form is lodged after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this revised proxy form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no revised proxy form was lodged.