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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 21 DECEMBER 2017

The Board is pleased to announce that the EGM Resolution set out in the EGM Notice was duly passed by way of poll at the EGM held on 21 December 2017.

References are made to the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM Notice**”) both dated 6 December 2017 issued by Overseas Chinese Town (Asia) Holdings Limited (the “**Company**”). Terms used in this announcement shall have the same meaning as defined in the Circular unless the context states otherwise.

RESULTS OF EGM

At the extraordinary general meeting (the “**EGM**”) of the Company held at Xiamen Suite I-II, 3/F, Prince Hotel, No. 23 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on 21 December 2017 (Thursday) at 11:00 a.m., the resolution (the “**EGM Resolution**”) set out in the EGM Notice was duly approved by the Shareholders. Pursuant to the Listing Rules, poll voting was adopted for the EGM Resolution at the EGM. The Board is pleased to announce the poll results in respect of the EGM Resolution as follows:

| Ordinary Resolution | | Number of Votes (%) | | Total Votes |
|---------------------|--|-----------------------|-----------|-----------------------|
| | | For | Against | |
| 1. | <p>(a) The sale and purchase agreement dated 9 November 2017 (the “Sale and Purchase Agreement”) and the supplemental agreement dated 15 November 2017 (the “Supplemental Agreement”) entered into by the Company, New China OCT Fund SPC (on behalf of New China OCT Fund SPC 1 Segregated Portfolio) (the “Purchaser”) and Capital Converge Holdings Limited (the “Target Company”), pursuant to which the Purchaser has conditionally agreed to acquire and the Company has conditionally agreed to sell the Sale Shares (as defined in the Sale and Purchase Agreement) and the Sale Loan (as defined in the Supplemental Agreement) at the consideration in the sum equals the USD equivalent of RMB1,395,249,891.13, a copy of which has been produced to this meeting marked “A” and “B” and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one or more of the directors of the Company be and is/are hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement and the Supplemental Agreement and the transactions contemplated thereunder.</p> | 472,010,129 (100%) | 0 (0%) | 472,010,129 (100%) |

The full text of the EGM Resolution is set out in the EGM Notice.

As more than half of the votes (including proxies) were cast in favour of the EGM Resolution, the EGM Resolution was passed as ordinary resolution of the Company.

As at the date of the EGM, the issued share capital of the Company comprised 652,366,000 Shares and 96,000,000 non-voting convertible preference shares of HK\$0.1 each. None of the Shareholders and their respective close associates was required to abstain from voting at the EGM pursuant to the Listing Rules. The total number of Shares entitling the holders to attend and vote only against the EGM Resolution at the EGM was Nil. The total number of Shares entitling the holders to attend and vote for or against the EGM Resolution at the EGM was 652,366,000 Shares.

Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch registrar and transfer office was appointed as the scrutineer for the vote taking.

By order of the board of
Overseas Chinese Town (Asia) Holdings Limited
He Haibin
Chairman

Hong Kong, 21 December 2017

As at the date of this announcement, the Board of Overseas Chinese Town (Asia) Holdings Limited (華僑城(亞洲)控股有限公司) comprises seven Directors, namely: Mr. He Haibin, Ms. Xie Mei and Mr. Lin Kaihua as executive Directors; Mr. Zhang Jing as non-executive Director; Mr. Lu Gong, Ms. Wong Wai Ling, and Professor Lam Sing Kwong Simon as independent non-executive Directors.