
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Overseas Chinese Town (Asia) Holdings Limited (the “Company”), you should at once hand this supplemental circular with the enclosed revised form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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: 3366)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 16 APRIL 2018
IN RELATION TO PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company dated 16 April 2018 and the notice convening an annual general meeting of the Company to be held on Tuesday, 5 June 2018 at 11:00 a.m. at Turquoise, Fuchsia and Ocher Room, 3/F Gateway Hotel, 13 Canton Road, Tsim Sha Tsui, Hong Kong.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed revised form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the revised form of proxy will revoke and supersede the original proxy form already lodged (if any), but will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof, should you so wish.

8 May 2018

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LETTER FROM THE BOARD



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: 3366)

Executive Directors:

Mr. He Haibin (*Chairman*)

Ms. Xie Mei (*Chief Executive Officer*)

Mr. Lin Kaihua

Non-executive Director:

Mr. Zhang Jing

Independent non-executive Directors:

Mr. Lu Gong

Ms. Wong Wai Ling

Professor Lam Sing Kwong Simon

Registered Office:

Clifton House

75 Fort Street

PO Box 1350 GT

George Town

Grand Cayman

Cayman Islands

*Head Office and Principal Place
of Business:*

Suites 3203-3204, Tower 6

The Gateway, Harbour City

Canton Road

Tsim Sha Tsui

Kowloon, Hong Kong

8 May 2018

To the Shareholders,

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 16 APRIL 2018
IN RELATION TO PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 16 April 2018 (the “**Circular**”) which contains, among others, the notice of the AGM dated 16 April 2018 (the “**Original AGM Notice**”) and proxy form (the “**Original Proxy Form**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to: (i) furnish you details of the proposed amendments (the “**Proposed Amendments**”) to the memorandum of association (the “**Memorandum of Association**”) and the articles of association (the “**Articles of Association**”) of the Company; and (ii) give you the revised notice of the AGM (the “**Revised AGM Notice**”) and revised Proxy Form (the “**Revised Proxy Form**”).

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 April 2018 in relation to, among other things, the proposed amendments (the “**Proposed Amendments**”) to the memorandum of association (the “**Memorandum of Association**”) and the articles of association (the “**Articles of Association**”) of the Company.

As disclosed in the said announcement, on 26 April 2018, the Company converted a total of 96,000,000 non-voting convertible preference shares (the “**Convertible Preference Shares**”) and issued 96,000,000 new ordinary shares to Pacific Climax Limited, the controlling shareholder of the Company and the then holder of the said Convertible Preference Shares.

After the said conversion of the Convertible Preference Shares, the Company has no outstanding Convertible Preference Shares in issue, as such the Board proposed to cancel the Convertible Preference Shares which, at the date of the passing of the resolution at the AGM, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. The Board further proposed to make the Proposed Amendments to the existing Memorandum of Association and Articles of Association of the Company as follows:

(A) Memorandum of Association

- (a) By deleting the existing clause 7 of the Memorandum of Association in its entirety and replacing therewith the following new clause 7:

“7. The authorised share capital of the Company is HK\$200,000,000 consisting of 2,000,000,000 shares of HK\$0.10 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.”

(B) Articles of Association

- (a) By deleting the existing definition of “Convertible Preference Share(s)” in Article 1(b) of the Articles of Association;

LETTER FROM THE BOARD

- (b) By deleting the existing Article 3A of the Articles of Association in its entirety; and
- (c) By deleting the existing Article 6 of the Articles of Association in its entirety and replacing therewith the following new Article 6:

“6. The authorised share capital of the Company on the date of the adoption of these Articles is HK\$200,000,000 divided into 2,000,000,000 Shares of HK\$0.10 each.”

The Proposed Amendments to the Memorandum of Association and Articles of Association shall take effect upon the passing of the relevant special resolution at the AGM.

As such, a resolution in relation to the Proposed Amendments to the Memorandum of Association and Articles of Association shall be inserted into the Original AGM Notice. The aforesaid changes to the resolutions to be proposed at the AGM are set out in the Revised AGM Notice and Revised Proxy Form.

REVISED AGM NOTICE AND REVISED PROXY FORM

Since the Original AGM Notice and Original Proxy Form sent together with the Circular has not included the special resolution for the Proposed Amendments to the Memorandum of Association and Articles of Association as set out in this supplemental circular, the Revised AGM Notice and Revised Proxy Form are enclosed with this supplemental circular to reflect such update in the resolutions to be proposed at the AGM.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar (the “**Share Registrar**”), Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (the “**Closing Time**”). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

Shareholders who have appointed or intend to appoint proxy to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Revised Proxy Form:

- (1) A Shareholder who has not yet lodged the Original Proxy Form with the Share Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Share Registrar.

LETTER FROM THE BOARD

- (2) A Shareholder who has already lodged the Original Proxy Form with the Share Registrar should note that:
- (i) If no Revised Proxy Form is lodged with the Share Registrar, 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 AGM (including, if properly put, a resolution for the Proposed Amendments to the Memorandum of Association and Articles of Association as set out in this supplemental circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form.
 - (ii) If the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
 - (iii) If the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the 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 with the Share Registrar.

RECOMMENDATION

The Directors consider that the Proposed Amendments to the Memorandum of Association and Articles of Association as set out in this supplemental circular is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the Revised AGM Notice at the forthcoming AGM.

Yours faithfully,
He Haibin
Chairman

REVISED NOTICE OF ANNUAL GENERAL MEETING



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: 3366)

REVISED NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Meeting**”) of Overseas Chinese Town (Asia) Holdings Limited (the “**Company**”) dated 16 April 2018 (the “**Original AGM Notice**”), which set out the date, time and venue of the AGM and the resolutions to be proposed for the approval by the shareholders of the Company (the “**Shareholders**”).

REVISED NOTICE IS HEREBY GIVEN that the AGM will be held on Tuesday, 5 June 2018 at 11:00 a.m. at Turquoise, Fuchsia and Ocher Room, 3/F Gateway Hotel, 13 Canton Road, Tsim Sha Tsui, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions numbered 1 to 10 as ordinary resolutions of the Company and resolutions numbered 11 and 12 as special resolutions of the Company:

ORDINARY RESOLUTIONS

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 2017.
2. To declare a final dividend for the year ended 31 December 2017.
3. To re-appoint KPMG as auditors and to authorise the Board of Directors to fix their remuneration.
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.
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.
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.

REVISED NOTICE OF ANNUAL GENERAL MEETING

7. “THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (the “**Articles of Association**”) from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s Articles of Association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

REVISED NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

8. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

REVISED NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT** conditional upon the passing of Resolution Nos. 7 and 8 as set out in this notice convening the Meeting of which this Resolution forms part (“this Notice”), the general mandate granted to the directors of the Company pursuant to Resolution No. 7 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 8 as set out in this Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”
10. “**THAT** all the Convertible Preference Shares which, at the date of the passing of this Resolution, have not been taken or agreed to be taken by any person, be cancelled, and the amount of the Company’s share capital be diminished by the amount of the shares so cancelled.”

SPECIAL RESOLUTIONS

11. “**THAT** the existing memorandum of association (“**Memorandum of Association**”) and the Articles of Association of the Company be amended in the following manner:”

(A) Memorandum of Association

- (a) By deleting the existing clause 7 of the Memorandum of Association in its entirety and replacing therewith the following new clause 7:

“7. The authorised share capital of the Company is HK\$200,000,000 consisting of 2,000,000,000 shares of HK\$0.10 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.”

(B) Articles of Association

- (a) By deleting the existing definition of “Convertible Preference Share(s)” in Article 1(b) of the Articles of Association;
- (b) By deleting the existing Article 3A of the Articles of Association in its entirety; and

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (c) By deleting the existing Article 6 of the Articles of Association in its entirety and replacing therewith the following new Article 6:

“6. The authorised share capital of the Company on the date of the adoption of these Articles is HK\$200,000,000 divided into 2,000,000,000 Shares of HK\$0.10 each.”

12. “**That** the Directors or the secretary of the Company be and are hereby authorised to arrange for the filing of the special resolutions with the Registrar of Companies within 15 days.”

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

Hong Kong, 8 May 2018

Notes:

1. Due to the matters as set out in the supplemental circular of the Company dated 8 May 2018, new resolutions no. 10 to 12 have been added in this revised notice. Save for the aforesaid, the other resolutions set out in this revised notice are the same as those set out in the Original AGM Notice.
2. 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 represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. A revised form of proxy (the “**Revised Proxy Form**”) for use at the Meeting is enclosed. Please refer to the section headed “Revised AGM Notice and Revised Proxy Form” in this supplemental circular for the special arrangements on completion and submission of the Revised Proxy Form.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
5. To be valid, the instrument appointing a proxy and (if required by the Board) 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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.
6. 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.
7. Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were 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.

REVISED NOTICE OF ANNUAL GENERAL MEETING

8. Completion and delivery of an 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, an instrument appointing a proxy should be deemed to be revoked.
9. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Ordinary Resolution No. 8 as set out in this revised notice is enclosed in the circular of the Company dated 16 April 2018.
10. The transfer books and Register of Members of the Company will be closed from 31 May 2018 to 5 June 2018, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 30 May 2018.
11. The transfer books and Register of Members of the Company will be closed from 11 June 2018 to 13 June 2018, both days inclusive. During such period, no share transfers will be effected. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 8 June 2018.