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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)

PRELIMINARY ANNOUNCEMENT OF ANNUAL RESULTS
FOR THE YEAR ENDED 31 DECEMBER 2008

RESULTS

The board (the “Board”) of directors (“Directors”) of Overseas Chinese Town (Asia) Holdings Limited (the “Company”) is pleased to present the audited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2008 prepared in accordance with the Hong Kong Financial Reporting Standards, together with the comparative figures for the year ended 31 December 2007.

Audited financial information of the Group for the year ended 31 December 2008 prepared in accordance with the Hong Kong Financial Reporting Standards are as follows:

Consolidated Income Statement
for the year ended 31 December 2008
(Expressed in Renminbi)

	<i>Notes</i>	2008 RMB'000	2007 RMB'000
Turnover	4	739,155	739,907
Cost of sales		<u>(673,194)</u>	<u>(654,846)</u>
Gross profit		65,961	85,061
Other revenue		26,735	28,276
Other net gain/(loss)		36,680	(3,836)
Distribution costs		(33,920)	(30,799)
Administrative expenses		(50,701)	(28,378)
Other operating expenses		<u>(6,423)</u>	<u>(4,214)</u>
Profit from operations		38,332	46,110
Finance costs	6	(3,304)	(4,381)
Share of losses from an associate		<u>(10,648)</u>	<u>(484)</u>
Profit before taxation	6	24,380	41,245
Income tax	7	<u>(7,790)</u>	<u>(2,826)</u>
Profit for the year		<u>16,590</u>	<u>38,419</u>
Attributable to:			
Equity shareholders of the Company		16,590	38,361
Minority interests		<u>–</u>	<u>58</u>
Profit for the year		<u>16,590</u>	<u>38,419</u>
Dividends payable to equity shareholders of the Company attributable to the year:	8		
Final dividend proposed after the balance sheet date		<u>5,080</u>	<u>12,618</u>
Earnings per share (RMB)	9		
Basic		<u>0.07</u>	<u>0.18</u>
Diluted		<u>0.07</u>	<u>0.17</u>

Consolidated balance sheet at 31 December 2008
(Expressed in Renminbi)

	<i>Notes</i>	2008 RMB'000	2007 RMB'000
Non-current assets			
Property, plant and equipment		165,753	191,468
Construction in progress		59,386	921
Goodwill		24,937	24,937
Lease prepayments		70,671	72,169
Interest in an associate		213,673	89,907
Deferred tax assets		10,579	6,444
		544,999	385,846
Current assets			
Non-current assets held for sale		–	12,361
Inventories		84,853	91,866
Trade and other receivables	<i>10</i>	167,371	210,296
Cash and cash equivalents		127,307	119,292
		379,531	433,815
Current liabilities			
Trade and other payables	<i>11</i>	204,907	259,789
Bank loans		42,199	32,735
Current taxation		7,948	4,333
		255,054	296,857
Net current assets		124,477	136,958
Total assets less current liabilities		669,476	522,804
Non-current liabilities			
Other payable to intermediate holding company		73,198	–
Bank loans		57,279	11,986
Deferred tax liability		2,183	–
		132,660	11,986
NET ASSETS		536,816	510,818
CAPITAL AND RESERVES			
Share capital		28,976	25,260
Reserves		507,840	485,558
Total equity attributable to equity shareholders of the Company		536,816	510,818
TOTAL EQUITY		536,816	510,818

Notes:

1. REVIEW OF ANNUAL RESULTS

The Audit Committee of the Company has reviewed the financial results for the year ended 31 December 2008.

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 December 2008 have been compared by the Company's auditors, KPMG, Certified Public Accountants, to the amounts set out in the Group's audited financial statements for the year and the amounts were found to be in agreement. The work performed by KPMG in this respect was limited and did not constitute an audit, review or other assurance engagement and consequently no assurance has been expressed by the auditors on this announcement.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS OF THE COMPANY

The consolidated financial statements for the year ended 31 December 2008 comprise the Company and its subsidiaries (collectively referred to as the "Group") and the Group's interest in an associate. The Group is primarily involved in the manufacture and sale of paper cartons and products.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The Group's inventories are stated at the lower of cost and net realisable value. Based on the Group's recent experience and the nature of the inventories, the Group makes estimates of the selling prices, the costs of completion in case for work in progress, and the costs to be incurred in selling the inventories. Uncertainty exists in these estimations.

The Group's makes impairment loss for property, plant and equipment based on the Group's estimates of the recoverable amount. Uncertainty exists in these estimations.

3. CHANGES IN ACCOUNTING POLICIES

The Hong Kong Institute of Certified Public Accountants ("HKICPA") has issued certain new and revised HKFRSs, which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations, that are first effective or available for early adoption for the current accounting period of the Group.

The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies applied in these financial statements for the periods presented.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

4. TURNOVER

The principal activity of the Group is the manufacture and sale of paper boxes and products. Turnover represents the sales value of goods supplied to customers, net of value-added tax.

5. SEGMENT REPORTING

The directors consider the Group operates within a single business and geographical segment. Accordingly, no segment information is provided.

6. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

	2008 <i>RMB'000</i>	2007 <i>RMB'000</i>
(a) Finance costs:		
Interest on bank loans	<u>3,304</u>	<u>4,381</u>
(b) Staff costs:		
Salaries, wages and other benefits #	66,345	54,562
Contributions to defined contribution retirement schemes #	<u>3,781</u>	<u>3,271</u>
	<u>70,126</u>	<u>57,833</u>
(c) Other items:		
Amortisation of lease prepayments #	1,498	1,663
Depreciation of property, plant and equipment #	28,553	29,106
Impairment losses on trade and other receivables	2,055	23
Impairment losses on property, plant and equipment	3,306	3,707
Auditors' remuneration		
– audit services	1,658	1,900
– tax services	–	90
Operating lease charges in respect of land and properties #	10,176	8,064
Exchange loss	624	4,502
Cost of inventories #	<u>674,574</u>	<u>655,408</u>

Cost of inventories included RMB76,760,000 (2007: RMB72,084,000) relating to staff costs, depreciation and amortisation expenses and operating lease charges, amount of which is also included in the respective total amounts disclosed separately in notes 6(b) and 6(c) for each of these types of expenses.

7. INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

Taxation in the consolidated income statement represents:

	2008 RMB'000	2007 RMB'000
Current tax – Provision for PRC income tax		
Provision for the year	9,742	6,513
Deferred tax		
Origination and reversal of temporary differences	(1,952)	(2,020)
Effect of change in income tax rate on deferred tax balance	–	(1,667)
	(1,952)	(3,687)
	<u>7,790</u>	<u>2,826</u>

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands during the year (2007: Nil).

No provision for Hong Kong Profits Tax has been made as the Group did not have any assessable profits subject to Hong Kong Profits Tax during the year (2007: Nil).

Pursuant to the income tax rules and regulations of the PRC, taxation for PRC subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant cities in the PRC, which range between 18% – 25% (2007: 15% – 33%). Certain subsidiaries are entitled to a tax concession period in which it is fully exempted from PRC income tax for two years starting from its first profit-making year, followed by a 50% reduction in the PRC income tax for the next three years (“two years free and three years half”).

On 16 March 2007, the Fifth Plenary Session of the Tenth National People’s Congress passed the Corporate Income Tax Law of the PRC (“new tax law”) which takes effect on 1 January 2008. The State Council passed Circular 39 on 26 December 2007 to clarify the grandfathering treating for existing enterprises that are entitled to preferential tax treatments. As a result of new tax law and Circular 39, the income tax rate of some PRC subsidiaries are reduced from 33% to 25% from 1 January 2008; the tax rate of some PRC subsidiaries are gradually increased from 15% to 25% over a five-year transitional period (18% in 2008, 20% in 2009, 22% in 2010, 24% in 2011 and 25% in 2012 and thereafter). If a PRC subsidiary has not become profit-making and enjoyed the two years free and three years half tax concession period before 2008, the PRC subsidiary can enjoy the tax concession period from 2008 and onward.

Pursuant to the new tax law, a 10% withholding tax is levied on dividends declared to foreign investors from the PRC effective from 1 January 2008. A lower withholding tax rate may be applied if there is a tax treaty arrangement between the PRC and jurisdiction of the foreign investors. According to the tax treaty between Hong Kong Special Administrative Region and PRC for avoidance of double taxation and prevention of tax evasion, dividends declared from PRC subsidiaries to Hong Kong holding companies are subject to 5% withholding income tax from 1 January 2008 and onwards.

8. DIVIDENDS

(a) Dividends payable to equity shareholders of the Company attributable to the year

	2008 <i>RMB'000</i>	2007 <i>RMB'000</i>
Final dividend proposed after the balance sheet date of HK\$2 cents per share (equivalent RMB1.76 cents per share) (2007: HK\$5.70 cents per share (equivalent RMB5.207 cents per share))	<u><u>5,080</u></u>	<u><u>12,618</u></u>

Final dividend proposed after the balance sheet date has not been recognised as a liability at the balance sheet date.

(b) Dividends payables to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2008 <i>RMB'000</i>	2007 <i>RMB'000</i>
Final dividend in respect of the previous financial year, approved and paid during the year, of HK\$5.70 cents per share (equivalent RMB5.207 cents per share) (2007: HK\$6.40 cents per share (equivalent RMB6.337 cents per share))	<u><u>12,618</u></u>	<u><u>12,675</u></u>

9. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of RMB16,590,000 (2007: RMB38,361,000) and the weighted average of 252,874,645 (2007: 216,761,644) ordinary shares in issue during the year, calculated as follows:

Weighted average number of ordinary shares

	2008 <i>No. of shares</i>	2007 <i>No. of shares</i>
Ordinary shares issued at 1 January	246,000,000	200,000,000
Issuance of new shares	<u>6,874,645</u>	<u>16,761,644</u>
Weighted average number of shares at 31 December	<u><u>252,874,645</u></u>	<u><u>216,761,644</u></u>

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders of the Company of RMB16,590,000 (2007: RMB38,361,000) and the weighted average of 256,412,944 (2007: 228,460,247) ordinary shares (diluted), calculated as follows:

Weighted average number of ordinary shares (diluted)

	2008	2007
	<i>No. of shares</i>	<i>No. of shares</i>
Weighted average number of ordinary shares at 31 December	252,874,645	216,761,644
Effect of deemed issue of shares under the Company's share option scheme for nil consideration	<u>3,538,299</u>	<u>11,698,603</u>
Weighted average number of ordinary shares (diluted) at 31 December	<u>256,412,944</u>	<u>228,460,247</u>

10. TRADE AND OTHER RECEIVABLES

	The Group	
	2008	2007
	<i>RMB'000</i>	<i>RMB'000</i>
Trade receivables and bills receivable:		
Amounts due from fellow subsidiaries	90	173
Amounts due from other related companies	702	982
Amounts due from third parties	167,095	162,724
Less: allowance for doubtful debts	<u>(5,023)</u>	<u>(3,146)</u>
	<u>162,864</u>	<u>160,733</u>
Prepayment, deposits and other receivables:		
Amounts due from fellow subsidiaries	820	293
Amounts due from associates	–	44,008
Amounts due from third parties	<u>3,687</u>	<u>5,262</u>
	<u>167,371</u>	<u>210,296</u>

The amounts due from subsidiaries, associates, fellow subsidiaries and other related companies are unsecured, non-interest bearing and have no fixed terms of repayment.

Apart from rental deposits of RMB1,117,000 (2007: RMB604,000) and amounts due from associates of RMB Nil (2007: RMB44,008,000) which are expected to be recovered after one year, all of the trade and other receivables, net of impairment losses for bad and doubtful debts, are expected to be recovered within one year.

Included in trade and other receivables are trade and bills receivable (net of impairment losses for bad and doubtful debts) with the following ageing analysis as of the balance sheet date:

	The Group	
	2008	2007
	RMB'000	RMB'000
Current	<u>150,802</u>	<u>146,657</u>
Less than three months past due	11,883	13,997
Three to six months past due	<u>179</u>	<u>79</u>
Amount past due	<u>12,062</u>	<u>14,076</u>
	<u>162,864</u>	<u>160,733</u>

11. TRADE AND OTHER PAYABLES

	The Group	
	2008	2007
	RMB'000	RMB'000
Trade payables and bills payable:		
Amounts due to fellow subsidiaries	2	72
Amounts due to other related companies	–	20
Amounts due to third parties	<u>136,350</u>	<u>227,360</u>
	136,352	227,452
Other payables:		
Amounts due to other related companies	493	194
Amounts due to third parties	<u>68,062</u>	<u>32,143</u>
	<u>204,907</u>	<u>259,789</u>

All of the trade and other payables (including amount due to related parties) are expected to be settled within one year.

Included in trade and other payables are trade creditors and bills payable with the following ageing analysis as of the balance sheet date:

	The Group	
	2008	2007
	RMB'000	RMB'000
Due within three months or on demand	114,051	166,638
Due after three months but less than one year	22,267	60,812
Due after one year	34	2
	136,352	227,452

FINAL DIVIDEND AND CLOSURE OF REGISTER

The Board has recommended the payment of a final dividend of HK\$2 cents per share for the year ended 31 December 2008. Subject to the approval of the shareholders in the annual general meeting of the Company to be held on 14 May 2009 or any adjourned meeting, the above dividend is expected to be paid on 25 June 2009.

The transfer books and Register of Members of the Company will be closed from 12 May 2009 to 14 May 2009, both days inclusive. During such period, no share transfers will be effected. In order to qualify for the proposed final dividend and attending the annual general 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 whose share registration public offices are located at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 11 May 2009.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

For the year ended 31 December 2008, the Group's turnover was RMB739 million, representing a decrease of 0.1% over 2007. Total assets amounted to RMB925 million, and total equity amounted to RMB537 million.

During the period under review, the global macro-economy downturn as a result of the sub-prime crisis and the decline in exports from China owing to the fragile consumption of developed countries resulted in the decrease in demand for related packaging products. During the period under review, the raw material prices were highly volatile and showed an upward trend in general; whereas labour costs also continued to increase, exposing the Group to the major challenges of slumping market demand, increasing costs of production and industry competition.

Nevertheless, the Group endeavored to lower costs and increase sales through exploring new customers, strengthening technology innovation, expanding market share of high margin products, reinforcing internal management and centralizing raw materials procurement, and maintained steady sales results amid such poor market environment. Meanwhile, the Group increased the proportion of colour-printed materials so as to increase profit margin. During the period under review, the production of colour-printed products grew by approximately 10% over the year 2007. Through production reform and technology improvement, the Group continued to develop new products to cater for different needs of customers. The Group has developed two new products which have been registered as national patents. In addition, during the period under review, the Group continued to improve the ERP system to optimize the internal management and adopted centralized procurement so as to lower costs. Accordingly, in spite of the unfavorable factors such as increasing costs and falling market demand, the turnover remained steady and substantially achieved the same level as in 2007.

In 2008, the main construction (phase one) of Huizhou Huali Packaging Co., Ltd. (“Huizhou Huali”), a subsidiary of the Company, was well underway and the project entered the intensive construction stage. In December 2008, the Group completed the acquisition of 51% equity interest in OCT Investments Limited in addition to the 49% equity interest in such company acquired in 2007. The Company now indirectly holds 25% equity interest in Chengdu Tianfu OCT Industry Development Co., Ltd. (“Chengdu OCT”) by virtue of its 100% interest in OCT Investments Limited. Chengdu OCT is a large-scale integrated tourism and real estate development project comprising three major segments featuring theme park, urban entertainment & culture and residential community.

FINANCIAL REVIEW

As at 31 December 2008, the Group’s total assets amounted to RMB925 million. Total equity amounted to RMB537 million, representing an increase of 5.1% over that as at 31 December 2007. The Group realized sales of RMB739 million in 2008, representing a decrease of 0.1% over the same period in 2007. Profits attributable to equity holders were RMB16.59 million, representing a decrease of 56.8% over 2007. The basic earnings per share for the year were RMB0.07, as compared to RMB0.18 for 2007.

During the period under review, gross profit margin was approximately 8.9% (2007: approximately 11.5%), representing a decrease of 22.6% over the same period in 2007. The decrease was mainly attributable to the increase in raw material prices, resulting in an increase in the cost of sales. Net profit margin attributable to equity holders of the Company was approximately 2.2% (2007: approximately 5.2%). Profits attributable to equity holders decreased by 57.7% over 2007.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The total equity of the Group as at 31 December 2008 was RMB537 million (31 December 2007: RMB511 million). As at 31 December 2008, the Group had current assets of RMB380 million (31 December 2007: RMB434 million) and current liabilities of RMB255 million (31 December 2007: RMB297 million). The liquidity ratio was 1.49 as at 31 December 2008 as compared to 1.46 as at 31 December 2007. The Group generally finances its operations with internally generated funds and credit facilities provided by banks.

As at 31 December 2008, the Group had outstanding bank loans of RMB99.48 million of which RMB0 million were fixed-rate loans (31 December 2007: outstanding bank loans of RMB44.72 million of which RMB20.00 million were fixed-rate loans). As at 31 December 2008, the bank loan interest rates of the Group ranged from 1.32857% to 6.561% per annum (while for the year ended 31 December 2007, the bank loan interest rates of the Group ranged from 4.132% to 6.561% per annum). Some of those bank loans were secured by corporate guarantees provided by certain subsidiaries of the Company. The Group's gearing ratio (being the total borrowings including bills payable and loans divided by total assets) increased from approximately 21% as at 31 December 2007 to approximately 25% as at 31 December 2008.

As at 31 December 2008, approximately 0% of the total amount of outstanding bank loans of the Group was in Renminbi (31 December 2007: 45%) and approximately 100% in Hong Kong Dollars (31 December 2007: 55%). As at 31 December 2008, approximately 47% of the total amount of cash and cash equivalents of the Group was in Renminbi (31 December 2007: 44%), approximately 33% of its cash and cash equivalents was in Hong Kong Dollars (31 December 2007: 44%) and approximately 20% of its cash and cash equivalents was in US Dollars (31 December 2007: 12%).

The Group's liquidity position remains stable and the Group possesses sufficient cash and available banking facilities to meet its commitments, working capital requirements and future investments for expansion. The Group's transactions and monetary assets are principally denominated in Renminbi, Hong Kong dollars or United States dollars. The Group has not experienced any material difficulties or effects on its operations or liquidity as a result of fluctuations in currency exchange rates during the year ended 31 December 2008. During the year ended 31 December 2008, except for certain foreign exchange forward contracts for the purpose of mitigating its estimated foreign currency risks in respect of committed foreign currency exposure and highly probable forecast sales, purchases and financing activities, the Group did not employ any material financial instrument for hedging purposes.

In December 2008, the Company issued 36,250,000 shares to Pacific Climax Limited as part of the consideration for the acquisition of 51% equity interest in OCT Investments Limited.

As a result of the above and the exercise of certain share options by the grantees during the year, the Company's total issued share capital increased to 288,040,000 Shares as at 31 December 2008.

POST BALANCE SHEET EVENTS

After the balance sheet date the directors proposed a final dividend. Further details are disclosed in note 8.

PROSPECTS

Looking forward, the cost of raw materials is expected to slightly decline; whilst falling product demand and intensifying market competition are likely to persist in the near term. The packaging industry will continue to face difficult challenges. In order to overcome such hard times amid economic downturn and maintain its comparative advantages to grow in the future, the Group will adhere to its past strategies to explore revenue sources and reduce costs through reinforcing internal management, exploring new customers, developing new products and expanding the market share of high profit margin products. In addition, the construction (phase one) of the production facilities of Huizhou Huali, a subsidiary of the Company, is expected to be completed and operation is expected to commence gradually in 2009. Such production facilities will include a high standard and modern steel structured industrial factory and an office building comprising office, scientific research and exhibition features. The Company will gradually relocate the production facilities in Shenzhen to Huizhou in 2009 as scheduled. Moreover, the theme park of Chengdu OCT commenced operation in January 2009; whilst other segments will also commence sales gradually in 2009. With the fast growing economy of Chengdu city and strong local government support on the development of tourism and real estate sectors, the Group believes that the prospect of Chengdu OCT is promising.

In spite of the global macro-economic downturn and falling market demand in the near term, as the economic development and consumption power in China pick up steadily, we are optimistic about the prospects of the packaging industry. The management believes that, leverage on the extensive industry experience of the management, accelerating technology innovation and gradual improvement of strategies and plans, the Group is able to sustain through the financial crisis and be well-positioned for the economic recovery.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2008, the Group employed approximately 1,870 full-time staff members. The basic remunerations of the employees are determined with reference to the industry's remuneration benchmark, the employees' experience and their performance, and equal opportunities will be offered to all staff. Salaries of employees are maintained at a competitive level and are reviewed annually, with close reference to the relevant labour market and economic situation. Directors' remuneration is determined based on a variety of factors such as market conditions and responsibilities assumed by each director. Apart from the basic remuneration and statutory benefits required by laws, the Group also provides discretionary bonuses based upon the Group's results and the individual performance of the staff.

The Group has not experienced any significant problems with its employees or disruption to its operations due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff. The Group maintains a good relationship with its employees. Most members of senior management have been working for the Group for many years.

The Group adopted a share option scheme at the time of its initial public offering. As at the date of this Announcement, the Company granted a total of 19,300,000 share options under the scheme, of which 5,790,000 share options had been exercised resulting in 5,790,000 shares have been issued during 2008.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not purchased its own listed shares during the reporting period. During the period, save as disclosed in this Announcement, the Company or any of its subsidiaries has not purchased or sold or redeemed any of the listed shares in the Company.

CORPORATE GOVERNANCE REPORT

The Company believes that good corporate governance and strict compliance with the Code on Corporate Governance Practices are very important in enhancing the investors' confidence and the return to the shareholders, and can also increase long-term share value. Therefore, the Company is committed to implementing a high standard of corporate governance, emphasizing good communication with shareholders and investors, and nurturing the corporate culture of strict code of conduct, with a view to continuously improving the Company's transparency. This includes timely, comprehensive and accurate disclosure of information to safeguard the shareholders' interest and to raise long-term share value.

During the reporting period, the Company has complied with all the code provisions of the Code on Corporate Governance Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

AUDIT COMMITTEE

The results and audited financial statements of the Company for the year ended 31 December 2008 had been reviewed by the Audit Committee of the Company before they were presented to the Board for approval.

As at the date of this announcement, the Board comprises seven Directors, including four executive Directors namely Mr. Zheng Fan, Mr. Ni Zheng, Ms. Xie Mei and Mr. Zhou Guangneng, and three independent non-executive Directors namely Ms. Wong Wai Ling, Mr. Chen Xiangdong and Mr. Xiao Yongping.

By Order of the Board
Overseas Chinese Town (Asia) Holdings Limited
Zheng Fan
Chairman

Hong Kong, 23 March 2009