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)

2009 INTERIM RESULTS ANNOUNCEMENT

RESULTS

The board of directors (the "Board") of Overseas Chinese Town (Asia) Holdings Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2009, together with the comparative figures for the corresponding period in 2008 as follows.

CONSOLIDATED INCOME STATEMENT
for the six months ended 30 June 2009 (unaudited)
(Expressed in Renminbi)

	Note	Six months ended 30 June 2009 RMB'000	2008 RMB'000
Turnover	3	**245,730**	374,408
Cost of sales		**(215,071)**	(350,158)
Gross profit		**30,659**	24,250
Other revenue		**8,273**	13,451
Other net gain	4	**852**	30,987
Distribution costs		**(13,941)**	(17,104)
Administrative expenses		**(15,753)**	(30,346)
Other operating expenses		**(1,125)**	(895)
Profit from operations		**8,965**	20,343
Finance costs	5	**(1,843)**	(1,285)
Share of profit/(loss) from an associate		**5,373**	(1,122)
Profit before taxation	5	**12,495**	17,936
Income tax	6	**(2,156)**	(2,367)
Profit for the period		**10,339**	15,569
Attributable to:			
Equity shareholders of the Company		**10,339**	15,569
Profit for the period		**10,339**	15,569
Earnings per share (RMB)	7		
Basic		**0.036**	0.063
Diluted		**0.036**	0.061

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
for the six months ended 30 June 2009 (unaudited)
(Expressed in Renminbi)

	Note	Six months ended 30 June	
		2009	2008
		RMB'000	*RMB'000*
Profit for the period		**10,339**	15,569
Other comprehensive income for the period (after tax and reclassification adjustments):			
Exchange differences on translation of:			
– financial statements of overseas subsidiaries		**260**	(841)
Total comprehensive income for the period		**10,599**	14,728
Attributable to:			
Equity shareholders of the Company		**10,599**	14,728
Total comprehensive income for the period		**10,599**	14,728

CONSOLIDATED BALANCE SHEET
at 30 June 2009 (unaudited)
(Expressed in Renminbi)

	Note	At 30 June 2009 RMB'000	At 31 December 2008 RMB'000
Non-current assets			
Property, plant and equipment		**156,277**	165,753
Construction in progress		**103,592**	59,386
Goodwill		**24,937**	24,937
Lease prepayments		**69,833**	70,671
Interest in an associate		**219,270**	213,673
Deferred tax assets		**10,762**	10,579
		584,671	544,999
Current assets			
Inventories		**76,568**	84,853
Trade and other receivables	*8*	**134,628**	167,371
Cash and cash equivalents	*9*	**128,692**	127,307
		339,888	379,531
Current liabilities			
Trade and other payables	*10*	**193,699**	204,907
Bank loans		**49,193**	42,199
Current taxation		**1,878**	7,948
		244,770	255,054
Net current assets		**95,118**	124,477
Total assets less current liabilities		**679,789**	669,476

CONSOLIDATED BALANCE SHEET
at 30 June 2009 (unaudited) *(continued)*
(Expressed in Renminbi)

	Note	**At 30 June 2009** ***RMB'000***	At 31 December 2008 *RMB'000*
Non-current liabilities			
Other payable to intermediate holding company		**74,494**	73,198
Bank loans		**61,756**	57,279
Deferred tax liability		**1,203**	2,183
		137,453	132,660
NET ASSETS		**542,336**	536,816
CAPITAL AND RESERVES			
Share capital	*11*	**28,976**	28,976
Reserves	*11*	**513,360**	507,840
Total equity attributable to equity shareholders of the Company		**542,336**	536,816
TOTAL EQUITY		**542,336**	536,816

NOTES TO THE INTERIM FINANCIAL REPORT (UNAUDITED)

(Expressed in Renminbi)

1 BASIS OF PREPARATION

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard ("HKAS") 34, "Interim financial reporting", issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It was authorised for issue on 1 September 2009.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2008 annual financial statements, except for the accounting policy changes that are excepted to be reflected in the 2009 annual financial statements. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2008 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with HKFRSs.

The interim financial report is unaudited and not reviewed by the auditors, but has been reviewed by the Audit Committee of the Company.

The financial information relating to the financial year ended 31 December 2008 that is included in the interim financial report does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 31 December 2008 are available from the Company's registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 23 March 2009.

2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued one new HKFRS, a number of amendments to HKFRSs and new Interpretations that are first effective for the current accounting period of the Group and the Company. Of these, the following of these developments are relevant to the Group's financial statements:

- HKAS 1 (revised 2007), Presentation of financial statements
- HKFRS 8, Operating segments
- Improvements to HKFRSs (2008)

- Amendments to HKAS 27, Consolidated and separate financial statements – cost of an investment in a subsidiary, jointly controlled entity or associate

- HKAS 23 (revised 2007), Borrowing costs

The amendments to HKAS 23 have had no material impact on the Group's financial statements as the amendments and interpretations were consistent with policies already adopted by the Group.

HKFRS 8 has no material impact on the Group's financial statements. The Group dose not present segment information because the Group's chief executive management consider the Group operates within one segment and manage the Group as a whole.

The impact of the remainder of these developments is as follows:

- As a result of the adoption of HKAS 1 (revised 2007), details of changes in equity during the period arising from transactions with equity shareholders in their capacity as such have been presented separately from all other income and expenses in a revised consolidated statement of changes in equity. All other items of income and expense are presented in the consolidated income statement, if they are recognised as part of profit or loss for the period, or otherwise in a new primary statement, the consolidated statement of comprehensive income. Corresponding amounts have been restated to conform to the new presentation. This change in presentation has no effect on reported profit or loss, total income and expense or net assets for any period presented.

- The amendments to HKAS 27 have removed the requirement that dividends out of pre-acquisition profits should be recognised as a reduction in the carrying amount of the investment in the investee, rather than as income. As a result, as from 1 January 2009 all dividends receivable from subsidiaries and associates, whether out of pre– or post-acquisition profits, will be recognised in the Company's profit or loss and the carrying amount of the investment in the investee will not be reduced unless that carrying amount is assessed to be impaired as a result of the investee declaring the dividend. In such cases, in addition to recognising dividend income in profit or loss, the Company would recognise an impairment loss. In accordance with the transitional provisions in the amendment, this new policy will be applied prospectively to any dividends receivable in the current or future periods and previous periods have not been restated.

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

3 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.

4 OTHER NET GAIN

	Six months ended 30 June	
	2009	2008
	RMB'000	*RMB'000*
Net gain on disposal of property, plant and equipment *(note)*	**295**	35,391
Exchange gain/(loss)	**246**	(5,130)
Others	**311**	726
	852	30,987

Note: Included in the net gain on disposal of property, plant and equipment in 2008 was a net gain on disposal of non-current assets held for sale of RMB35,592,000.

5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

	Six months ended 30 June	
	2009	2008
	RMB'000	*RMB'000*
(a) Finance costs:		
Interest on bank loans	**713**	1,285
Other interest expense	**1,130**	–
	1,843	1,285
(b) Other items:		
Amortisation of lease prepayments	**838**	843
Depreciation of property, plant and equipment	**13,987**	14,000
Impairment losses made on trade and other receivables	**1,794**	423
Inventory (write-down reversal)/write-down and losses	**(695)**	472
Provision for relocation expenses *(note)*	**1,230**	15,000

Note: The Group is in the progress of moving its production plant in Shenzhen to Huizhou and provided the relevant costs in relation to the relocation.

6 INCOME TAX

	Six months ended 30 June	
	2009	2008
	RMB'000	*RMB'000*
Current tax – Provision for PRC income tax		
Provision for the period	**2,339**	6,370
Deferred tax		
Origination and reversal of temporary differences	**(183)**	(4,003)
	2,156	2,367

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 period (2008: 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 period (2008: 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 20% -25% (2008: 18% -25%). Certain subsidiaries are entitled to a tax concession period in which it is fully exempted from PRC income tax for 2 years starting from its first profit-making year, followed by a 50% reduction in the PRC income tax for the next 3 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. Thereafter, 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 certain PRC subsidiaries are reduced from 33% to 25% from 1 January 2008; the tax rate of certain PRC subsidiaries gradually increases from 15% to 25% over a five-year transitional period (being 18% in 2008, 20% in 2009, 22% in 2010, 24% in 2011 and 25% in 2012 and thereafter).

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.

7 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB10,339,000 (six months ended 30 June 2008: RMB15,569,000) and the weighted average of 288,040,000 ordinary shares (2008: 248,207,238 shares) in issue during the interim period.

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB10,339,000 (six months ended 30 June 2008: RMB15,569,000) and the weighted average number of ordinary shares (diluted) of 288,040,000 (2008: 255,707,644 shares).

8 TRADE AND OTHER RECEIVABLES

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

	At 30 June 2009	At 31 December 2008
	RMB'000	*RMB'000*
Current	**108,254**	150,802
Less than 3 months past due	**18,710**	11,883
3 to 6 months past due	**498**	179
Trade debtors and bills receivable, net of impairment loss	**127,462**	162,864
Prepayment, deposits and other receivables	**7,166**	4,507
	134,628	167,371

9 CASH AND CASH EQUIVALENTS

The Group normally allows a credit period ranging from 30 days to 90 days to its customers. Subject to negotiation, extended credit terms are available for certain customers with established trading records.

	At 30 June 2009	At 31 December 2008
	RMB'000	*RMB'000*
Cash at bank and in hand	**128,692**	127,307

10 TRADE AND OTHER PAYABLES

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

	At 30 June 2009 *RMB'000*	At 31 December 2008 *RMB'000*
Due within 3 months or on demand	**117,406**	114,051
Due after 3 months but less than 1 year	**22,167**	22,267
Due after 1 year	**36**	34
Total creditors and bills payable	**139,609**	136,352
Other creditors and accrued charges	**54,090**	68,555
	193,699	204,907

11 RESERVES AND DIVIDENDS

(a) Dividends

Dividends attributable to the previous financial year, approved and paid during the interim period:

	Six months ended 30 June	
	2009 *RMB'000*	2008 *RMB'000*
Final dividend in respect of the financial year ended 31 December 2008, approved and paid during the following interim period, of HK$2 cents per share (equivalent RMB1.76 cents per share) (year ended 31 December 2007: HK$5.70 cents per share) (equivalent RMB5.207 cents per share)	**5,079**	12,618

The directors do not propose the payment of an interim dividend for the six months ended 30 June 2009 (2008: Nil).

(b) Issue of shares

On 21 April 2008, 5,790,000 share options of the Company at par value of HK$0.1 were exercised at exercise price of HK$1.41 per share. The excess of the exercise price over the par value of the shares issued has been credited to the share premium account of the Company.

On 2 December 2008, the Company issued and allotted 36,250,000 shares at par value of HK$0.1 to its holding Company, Overseas Chinese Town (HK) Company Limited, as part of the consideration for acquiring 51% shareholding of OCT Investments Limited.

(c) Transfer to reserve

There was no transfer to reserve for the six months period ended 30 June 2009.

General reserve fund can be used to make good previous years' losses, if any, and may be converted into paid up capital provided that the balance of the general reserve fund after such conversion is not less than 25% of the registered capital.

(d) Equity settled share-based transactions

On 7 February 2006, 5,400,000 and 13,900,000 share options were granted to directors and employees of the Company respectively under the Company's share option scheme. Each option gives the holder the right to subscribe for one ordinary share of HK$0.1 each of the Company which will be settled by physical delivery of shares. These share options vested immediately from the date of grant, and then be exercisable within a period of ten years. The exercise price is HK$1.41, as specified in the rules governing the share option scheme, being the higher of (i) the closing price of the shares of the Company on the Stock Exchange on the date of the grant of the options, (ii) the average of the closing prices of the shares on the Stock Exchange for the five business days immediately preceding the date of the grant of the options and (iii) the nominal value of the Company's share of the date of grant of the option. No option was forfeited or expired during the period.

On 21 April 2008, 5,790,000 share options were exercised. The remaining options granted above were outstanding and exercisable at 30 June 2009 with a remaining contractual life of 6 years and 7 months.

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the service received is measured based on Black-Scholes option pricing model.

MANAGEMENT DISCUSSION AND ANALYSIS

Operating Results and Business Review

During the period under review, Overseas Chinese Town (Asia) Holdings Limited (the "Company", together with its subsidiaries, the "Group"), faced severe challenges from the combination of the global financial crisis, the intensifying competition among the industry peers and the falling market demand. For the six months ended 30 June 2009, the Group recorded a turnover of approximately RMB246 million, representing a decrease of approximately 34.2% over the same period of last year; the gross profit margin was approximately 12.5%, representing an increase by 6 percentage points over that in the same period of 2008, which was mainly attributable to lower cost of sales due to the decline in raw material prices; profits attributable to shareholders were approximately RMB10.34 million, representing a decrease of approximately 33.6% over the same period of last year. There was a decrease in the profits attributable to shareholders in the first half of 2009 compared with the same period in 2008 as no non-recurring gain was recorded in the first half of 2009 whereas there was a non-recurring gain on the disposal of some assets of the Group in the first half of 2008, which increased the profits attributable to shareholders of the Group for the same period of last year.

During the reporting period, the sluggish general paper packaging industry in China, shrinking product market and reduction of production orders from the major customers of the Group have posed tremendous pressure and challenges for the sales of products among various subsidiaries, which inevitably resulted in the decrease in the turnover and profit of the Group during the period under review. In order to maintain a steady development of business, each subsidiary has put in place various measures and shifted the focus of sales expansion to domestic sales so as to minimize the impact due to the decline in sales demand from overseas-market oriented customers. In particular, Shenzhen Huali Packing & Trading Co., Ltd. ("Shenzhen Huali") recorded over 10% growth rate in its color printed packaging business, which enjoyed a higher gross profit rate than its traditional products, over that in the same period of last year. Moreover, during the period under review, the production facilities of Shenzhen Huali were being relocated to the new production base in Huizhou in phases. At the same time, Shenzhen Huali endeavored to expand the customer base in Huizhou, while strived to optimize the product mix and improve the customer structure. In facing a substantial decrease in the sales orders from overseas customers, Zhongshan Huali Packaging Co., Ltd. actively explored and fostered the domestic customer base and the domestic sales business saw growth within a short period of time. The construction of the new production base in Huizhou was near completion, as acceptance inspection and production facilities installation were all underway.

Chengdu Tianfu OCT Industry Development Co., Ltd. ("Chengdu OCT"), the Company's investment, was operating smoothly. Aimed to become a major tourist attraction in Southwest China, its theme park – Chengdu Happy Valley, recorded over one million visitors in the first half of the year since its opening on 18 January 2009. Its property project also performed satisfactorily, as all units of Phase I, including the high-rise and low-rise apartments were sold out.

Outlook

As at the date of this announcement, in spite of the recovering macro-economy in China, the domestic demand for packaging products remains stagnant under the intensifying industry competition, and such conditions are expected to persist in the near term. Looking into the second half of 2009, the Group will strengthen its efforts to enhance the product quality to meet the needs of different customers, make reasonable adjustment to production arrangements in order to reduce production costs, while endeavor to increase the sales of high profit margin products such as color printed packaging products, with a view to maintain the steady development of the Group and to prepare for the economic recovery. At the same time, most of the production facilities of Shenzhen Huali are expected to be relocated to Huizhou by the end of 2009. The Group believes that its competitiveness will be further augmented as Huizhou production base commences production. The management is also confident about the future prospects of Chengdu OCT. Chengdu OCT will successively launch Phase II of the multi-storey and low density residential project, which is believed to generate better investment returns to the Company. The management believes that the recovery of the macro economy will generate opportunities for the sustainable development of the Group. The Group will endeavor to seek suitable investment projects to maximize the returns for the shareholders and to reward the investors' support for the Group.

Employees and Remuneration Policy

As at 30 June 2009, the Group employed approximately 1,700 full-time staff members. The basic remunerations of the employees are mainly determined with reference to the industry remuneration benchmark, the employees' experience and their performance. Salaries of employees are maintained at a competitive level and are reviewed annually. Apart from the basic remunerations and statutory benefits, the Group also provides discretionary bonuses taking into account of the Group's results and the individual staff's performance. The Group has adopted a share option scheme with a view to attracting and retaining high calibre personnel.

Financial Review

As at 30 June 2009, the Group's total assets were approximately RMB924 million. Total equity amounted to approximately RMB542 million. The Group's turnover was approximately RMB246 million for the six months ended 30 June 2009, representing a decrease of approximately 34.2% over the same period of 2008, mainly attributable to the falling market demand as a result of the global financial crisis; gross profit margin was approximately 12.5% (same period in 2008: 6.5%), representing an increase by 6 percentage points over the same period of 2008, which was mainly attributable to lower cost of sales due to the decrease in raw material prices; profits attributable to shareholders were approximately RMB10.34 million, representing a decrease of approximately 33.6% over the same period of 2008. Excluding the net gain on disposal of non-current assets held for sale of RMB35.59 million and relocation cost of RMB15 million during the first half of 2008 and relocation cost of RMB1.23 million in the first half of 2009 the profits attributable to shareholders of the Group increased by RMB12.86 million compared with the same period of last year.

Distribution Costs and Administrative Expenses

Distribution costs for the six months ended 30 June 2009 were approximately RMB13.94 million (same period in 2008: approximately RMB17.10 million), representing a decrease of approximately 18.5% over the corresponding period in 2008. This was mainly attributable to the decrease in sales revenue and hence the lower transportation costs for the period.

The Group's administrative expenses for the six months ended 30 June 2009 were approximately RMB15.75 million (same period in 2008: approximately RMB30.35 million), representing a decrease of approximately 48.1% over the corresponding period in 2008. This was mainly attributable to the relocation costs of Shenzhen Huali was recognized as an expense in the corresponding period last year. Excluding the relocation costs, the administrative expenses decreased by approximately RMB830,000 over the corresponding period in 2008.

Interest Expenses

The interest expenses of the Group were approximately RMB1.84 million for the six months ended 30 June 2009, representing an increase of approximately RMB550,000 over the same period of 2008. The increase was mainly due to the increase of the average outstanding loan balance in the period.

Dividends

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2009.

Inventories, Debtors' and Creditors' Turnover

The inventory turnover days of the Group was 65 days for the six months ended 30 June 2009 as compared with 46 days for the year ended 31 December 2008. The increase in inventory turnover day over 2008 was mainly attributable to the decrease in the cost of sales of the Group during the period. The Group's debtors' turnover days were 95 days for the six months ended 30 June 2009 as compared with 80 days for the year ended 31 December 2008. The increase in the debtors' turnover days was mainly attributable to the decrease in sales revenue of the Group during the period. Save as certain customers who may be granted with extended credit period due to their proven track record according to the market conditions, the management has strengthened its efforts on the management of the trade debtors. The Group's creditors' turnover days were 118 days for the six months ended 30 June 2009 as compared with 74 days for the year ended 31 December 2008. The increase in the creditors' turnover days was mainly due to the decrease in the cost of sales for the period.

Liquidity, Financial Resources and Capital Structure

The total equity of the Group as at 30 June 2009 was approximately RMB542 million (31 December 2008: approximately RMB537 million). As at 30 June 2009, the Group had current assets of approximately RMB340 million (31 December 2008: approximately RMB380 million) and current liabilities of approximately RMB245 million (31 December 2008: approximately RMB255 million). The liquidity ratio was 1.39 as at 30 June 2009 as compared with 1.49 as at 31 December 2008. The decrease in liquidity ratio was mainly due to the conversion of certain current assets into fixed assets during the period. As at 30 June 2009, the Group had outstanding bank loans of approximately RMB111 million, of which fixed rate loans amounted to nil (as at 31 December 2008: outstanding bank loans of approximately RMB99.48 million, of which fixed rate loans amounted to nil). The interest rates of bank loans of the Group were 0.95% to 2.45% per annum for the six months ended 30 June 2009 (from 1.33% to 6.56% per annum for the year ended 31 December 2008). Part of these bank loans were secured by guarantees provided by certain subsidiaries of the Company. The Group's gearing ratio (being the total borrowings including bills payable and bank loans divided by total assets) increased from approximately 18% as at 31 December 2008 to approximately 19% as at 30 June 2009.

As at 31 December 2008 and 30 June 2009, the Group's total loans were in Hong Kong dollars. As at 30 June 2009, approximately 65% of the total amount of cash and cash equivalents of the Group was in Renminbi (31 December 2008: 47%), approximately 30% of its cash and cash equivalents was in Hong Kong Dollars (31 December 2008: 33%) and approximately 5% of its cash and cash equivalents was in US Dollars (31 December 2008: 20%).

The Group's liquidity position remains stable and the Group possesses sufficient cash and 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 for the period up to 30 June 2009. As at 30 June 2009, the Group did not employ any financial instrument for hedging purposes.

Contingent Liabilities

The Group has no contingent liabilities as at 30 June 2009.

CORPORATE GOVERNANCE

For the six months ended 30 June 2009, the Company complied with all the code provisions of the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Securities Trading by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies set out in Appendix 10 of the Listing Rules ("Model Code"). The Board confirms that, having made specific enquiry of all Directors, the Directors have complied with the required standards set out in the Model Code and its own code of conduct regarding the Directors' securities transactions.

Audit Committee

The Audit Committee of the Company and the management have reviewed the unaudited interim report of the Group for the six months ended 30 June 2009 and have discussed the internal control, accounting principles and practices adopted by the Group.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company or any of its subsidiaries has not redeemed any of its shares during the six months ended 30 June 2009. During the same period, neither the Company nor any of its subsidiaries has purchased or sold any of the shares of the Company.

By order of the Board of
Overseas Chinese Town (Asia) Holdings Limited
Hou Songrong
Chairman

Hong Kong, 1 September 2009

As at the date of this announcement, the Board of the Company comprises eight Directors, including four executive Directors namely Mr. Hou Songrong, Mr. Ni Zheng, Ms. Xie Mei and Mr. Zhou Guangneng, one non-executive Director namely Mr. Zheng Fan and three independent non-executive Directors namely Ms. Wong Wai Ling, Mr. Xu Jian and Mr. Lam Sing Kwong Simon.