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 2009

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 2009 prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs"), together with the comparative figures for the year ended 31 December 2008.

Audited financial information of the Group for the year ended 31 December 2009 prepared in accordance with the HKFRSs are as follows:

Consolidated Income Statement
for the year ended 31 December 2009
(Expressed in Renminbi)

	Notes	2009 RMB'000	2008 RMB'000
Turnover	4	**622,063**	762,769
Cost of sales		**(536,237)**	(673,194)
Gross profit		**85,826**	89,575
Other revenue		**2,662**	3,121
Other net income		**1,454**	36,680
Distribution costs		**(31,625)**	(33,920)
Administrative expenses		**(42,913)**	(50,701)
Other operating expenses		**(1,392)**	(6,423)
Profit from operations		**14,012**	38,332
Finance costs	6	**(3,202)**	(3,304)
Share of profit/(loss) from an associate		**20,728**	(10,648)
Profit before taxation	6	**31,538**	24,380
Income tax	7	**(7,728)**	(7,790)
Profit for the year		**23,810**	16,590
Attributable to:			
Equity shareholders of the Company		**23,810**	16,590
Minority interests		**–**	–
Profit for the year		**23,810**	16,590
Dividends payable to equity shareholders of the Company attributable to the year:	8		
Final dividend proposed after the balance sheet date		**7,205**	5,079
Earnings per share (RMB)	9		
Basic		**0.08**	0.07
Diluted		**0.08**	0.07

Consolidated Balance Sheet
at 31 December 2009
(Expressed in Renminbi)

	Notes	2009 RMB'000	2008 RMB'000
Non-current assets			
Property, plant and equipment		**265,223**	165,753
Construction in progress		**29,141**	59,386
Goodwill		**24,937**	24,937
Lease prepayments		**68,983**	70,671
Interest in an associate		**234,401**	213,673
Deferred tax assets		**8,810**	10,579
		631,495	544,999
Current assets			
Inventories		**82,628**	84,853
Trade and other receivables	*10*	**149,031**	167,371
Cash and cash equivalents		**314,006**	127,307
		545,665	379,531
Current liabilities			
Trade and other payables	*11*	**278,391**	204,907
Bank loans		**65,947**	42,199
Current taxation		**4,304**	7,948
		348,642	255,054
Net current assets		**197,023**	124,477
Total assets less current liabilities		**828,518**	669,476
Non-current liabilities			
Other payable to intermediate holding company		**73,082**	73,198
Bank loans		**60,723**	57,279
Deferred tax liabilities		**152**	2,183
		133,957	132,660
NET ASSETS		**694,561**	536,816
CAPITAL AND RESERVES			
Share capital		**34,148**	28,976
Reserves		**660,413**	507,840
Total equity attributable to equity shareholders of the Company		**694,561**	536,816
TOTAL EQUITY		**694,561**	536,816

Notes:

1. REVIEW OF ANNUAL RESULTS

The Audit Committee of the Company has reviewed the financial results for the year ended 31 December 2009.

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 December 2009 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 2009 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 judgements, 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 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 cartons 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:

	2009	2008
	RMB'000	*RMB'000*
(a) Finance costs:		
Interest on bank loans	**1,493**	3,304
Other interest expense	**1,709**	–
	3,202	3,304
(b) Staff costs:		
Salaries, wages and other benefits #	**65,336**	66,345
Contributions to defined contribution retirement schemes #	**4,206**	3,781
	69,542	70,126
(c) Other items:		
Amortisation of lease prepayments #	**1,688**	1,498
Depreciation of property, plant and equipment #	**31,597**	28,553
Impairment losses on trade and other receivables	**1,491**	2,055
Impairment losses on property, plant and equipment	**–**	3,306
Auditors' remuneration		
– audit services	**1,419**	1,658
Operating lease charges in respect of land and properties #	**12,141**	10,176
Exchange (gain)/loss	**(670)**	624
Cost of inventories #	**536,077**	674,574

Cost of inventories included RMB76,787,000 (2008: RMB76,760,000) 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:

	2009 *RMB'000*	2008 *RMB'000*
Current tax – Provision for PRC income tax		
Provision for the year	**7,990**	9,742
Deferred tax		
Origination and reversal of temporary differences	**(262)**	(1,952)
	(262)	(1,952)
	7,728	7,790

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 (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 year (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 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").

According to the Corporate Income Tax Law of the PRC 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.

Additionally, 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

	2009	2008
	RMB'000	*RMB'000*
Final dividend proposed after the balance sheet date of HK$2.36 cents per share (equivalent RMB2.08 cents per share) (2008: HK$2.00 cents per share (equivalent RMB1.76 cents per share))	**7,205**	5,079

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

	2009	2008
	RMB'000	*RMB'000*
Final dividend in respect of the previous financial year, approved and paid during the year, of HK$2.00 cents per share (equivalent RMB1.76 cents per share) (2008: HK$5.70 cents per share (equivalent RMB5.207 cents per share))	**5,079**	12,618

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 RMB23,810,000 (2008: RMB16,590,000) and the weighted average of 294,552,219 (2008: 252,874,645) ordinary shares in issue during the year, calculated as follows:

Weighted average number of ordinary shares

	2009	2008
	No. of shares	*No. of shares*
Issued ordinary shares at 1 January	**288,040,000**	246,000,000
Issuance of new shares	**6,512,219**	6,874,645
Weighted average number of ordinary shares at 31 December	**294,552,219**	252,874,645

(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 RMB23,810,000 (2008: RMB16,590,000) and the weighted average of 299,037,447 (2008: 256,412,944) ordinary shares (diluted), calculated as follows:

Weighted average number of ordinary shares (diluted)

	2009	2008
	No. of shares	*No. of shares*
Weighted average number of ordinary shares at 31 December	**294,552,219**	252,874,645
Effect of deemed issue of shares under the Company's share option scheme for nil consideration	**4,485,228**	3,538,299
Weighted average number of ordinary shares (diluted) at 31 December	**299,037,447**	256,412,944

10. TRADE AND OTHER RECEIVABLES

	The Group	
	2009	2008
	RMB'000	*RMB'000*
Trade receivables and bills receivable:		
Amounts due from fellow subsidiaries	**22**	90
Amounts due from other related companies	**8,706**	702
Amounts due from third parties	**135,671**	167,095
Less: allowance for doubtful debts	**(6,331)**	(5,023)
	138,068	162,864
Prepayment, deposits and other receivables:		
Amounts due from fellow subsidiaries	**796**	820
Amounts due from third parties	**10,167**	3,687
	149,031	167,371

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 RMB1,109,000 (2008: RMB1,117,000) 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	
	2009	2008
	RMB'000	*RMB'000*
Current	**124,400**	150,802
Less than three months past due	**13,463**	11,883
Three to six months past due	**25**	179
Amount past due	**13,668**	12,062
	138,068	162,864

11. TRADE AND OTHER PAYABLES

	The Group	
	2009	2008
	RMB'000	*RMB'000*
Trade payables and bills payable:		
Amounts due to fellow subsidiaries	**195**	2
Amounts due to third parties	**214,589**	136,350
	214,784	136,352
Other payables:		
Amounts due to other related companies	**76**	493
Amounts due to third parties	**63,531**	68,062
	278,391	204,907

All of the trade and other payables (including amount due to related companies) 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	
	2009	2008
	RMB'000	*RMB'000*
Due within three months or on demand	**171,394**	114,051
Due after three months but less than one year	**43,390**	22,267
Due after one year	**–**	34
	214,784	136,352

FINAL DIVIDEND AND CLOSURE OF REGISTER

The Board has recommended the payment of a final dividend of HK$2.36 cents per share for the year ended 31 December 2009. Subject to the approval of the shareholders in the annual general meeting of the Company to be held on 31 May 2010 or any adjourned meeting, the above dividend is expected to be paid on 24 June 2010.

The transfer books and Register of Members of the Company will be closed from 27 May 2010 to 31 May 2010, 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 26 May 2010.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

For the year ended 31 December 2009, the Group's turnover was RMB622 million, representing a decrease of 18.5% over 2008. Profit for the year was RMB23.81 million, representing an increase of approximately 43.5% over 2008. Gross profit margin was approximately 13.8%, representing an increase of 2.1% over 2008. Total assets and total equity amounted to RMB1.177 billion and RMB695 million, representing an increase of 27.2% and 29.4% over 2008 respectively.

During the period under review, China once again registered stable economic growth amid the shroud of uncertainties around global economic recovery. In spite of slow economic recovery, overall demand is still weak and paper packaging business remains in downturn during the first half of the year, which posed great pressure on the Group. However, in the second half of the year, the combination of the economic stimulus of "Home appliances going to the countryside", as well as the stringent internal management and the shift of sales focus of the Group, the Group recorded steady increase in sales. To cope with the changing market environment, the Group actively launched a series of sales strategies to mitigate the negative impact resulting from the change in customer demand and the intensification in industry competition, which included the expansion of the color printed packaging business, the expansion of domestic sales, which enabled the Group to maintain a healthy development during economic hard times.

In December 2009, Huizhou Huali Packaging Co., Ltd. ("Huizhou Huali"), a subsidiary of the Company, commenced operation. The Group has successfully relocated a majority of the production facilities and personnel of its Shenzhen plant to Huizhou Huali. Huizhou Huali is committed to becoming the largest corrugated paper packaging production base in Southern China, with an integrated production pattern from concept and design, R&D and testing, plate making and printing, post-press processing to storage and logistics. The Company believes that the operation of Huizhou Huali can effectively integrate regional resources and further the penetration into the Southern China market by the Group, so as to seize opportunities to expand our market share.

成都天府華僑城實業發展有限公司 (Chengdu Tianfu OCT Industry Development Co., Ltd.) ("Chengdu OCT"), the Company's investment, was operating smoothly. Its theme park project "Chengdu Happy Valley" (Phase I) opened on 18 January 2009. The park recorded approximately 2.3 million visitors over the year, becoming a new tourist attraction in Sichuan Province. The retail project "Park Plaza" also commenced operation in January 2009. The multi-storey and high-rise apartments of Phase I property projects have been delivered for occupation, the multi-storey and low density residential project of Phase II was successfully launched into the market in the second half of the year, while Phase III commenced construction at the end of year as scheduled. Moreover, the Group has committed to hold 25% interest in 西安華僑城投資有限公司 (Xi'an OCT Investment Ltd.) ("Xi'an OCT"). As an important window to the Development of Western China, Xi'an has great development potential, therefore the Group intends to explore new profit sources through the investment in the property projects of Xi'an OCT project.

FINANCIAL REVIEW

As at 31 December 2009, the Group's total assets amounted to RMB1.177 billion. Total equity amounted to RMB695 million, representing an increase of 29.4% over that as at 31 December 2008. The Group realized sales of RMB622 million in 2009, representing a decrease of 18.5% over 2008. Profits attributable to equity holders of the Company were RMB23.81 million, representing an increase of 43.5% over 2008. The basic earnings per share for the year were RMB0.08, as compared to RMB0.07 for 2008.

During the period under review, gross profit margin was approximately 13.8% (2008: approximately 11.7%), representing an increase of 2.1% over the same period in 2008. The increase was mainly attributable to the decrease in the average price of raw materials compared to that in the same period in 2008, resulting in a decrease in the cost of sales. Net profit margin attributable to equity holders of the Company was approximately 3.8% (2008: approximately 2.2%). Net profit margin attributable to equity holders of the Company increased by 1.6% over 2008.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The total equity of the Group as at 31 December 2009 was RMB695 million (31 December 2008: RMB537 million). As at 31 December 2009, the Group had current assets of RMB546 million (31 December 2008: RMB380 million) and current liabilities of RMB349 million (31 December 2008: RMB255 million). The liquidity ratio was 1.56 as at 31 December 2009 as compared to 1.49 as at 31 December 2008, the increase in liquidity ratio was mainly due to the increase in the working capital during the period. The Group generally finances its operations with internally generated funds and credit facilities provided by banks.

As at 31 December 2009, the Group had outstanding bank loans of RMB127 million, of which fixed-rate loans amounted to RMB6 million (31 December 2008: outstanding bank loans of RMB99.48 million, of which nil was fixed-rate loan). As at 31 December 2009, the bank loan interest rates of the Group ranged from 0.93% to 5.40% per annum (while for the year ended 31 December 2008, the bank loan interest rates of the Group ranged from 1.33% to 6.56% 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 25% as at 31 December 2008 to approximately 27% as at 31 December 2009.

As at 31 December 2009, approximately 95% of the total amount of outstanding bank loans of the Group was in Hong Kong Dollars (31 December 2008: 100%), and approximately 5% of its outstanding bank loans was in Renminbi (31 December 2008: 0%). As at 31 December 2009, approximately 40% of the total amount of cash and cash equivalents of the Group was in Renminbi (31 December 2008: 47%), approximately 56% of its cash and cash equivalents was in Hong Kong Dollars (31 December 2008: 33%) and approximately 4% of its cash and cash equivalents was in United States Dollars (31 December 2008: 20%).

The Group's liquidity position remains stable and the Group possesses sufficient cash and available banking facilities to meet its commitments and working capital requirements. 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 2009. During the year ended 31 December 2009, except for certain foreign exchange forward contracts to mitigate its foreign exchange risk, the Group did not employ any material financial instrument for hedging purposes.

In November 2009, the Company issued an aggregate of 57,000,000 placing shares at the placing price of HK$2.80 per share. The net proceeds from the Placing amounted to approximately HK$155,000,000, which was intended to be used as general working capital of the Group.

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 346,750,000 Shares as at 31 December 2009.

POST BALANCE SHEET EVENT

Re-designation of Directors

Mr. Ni Zheng resigned as the Chief Executive Officer of the Company with effect from 30 March 2010 and Ms. Xie Mei, an executive Director, has been appointed as the Chief Executive Officer of the Company with effect from 30 March 2010, who will be responsible for the daily operational decisions as well as the coordination of the overall operation.

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

PROSPECTS

In spite of the slow recovery of the global economy and the intensification of industry competition, as the economic development in China progresses steadily and the domestic consumption power picks up rapidly, we are still optimistic about the prospects of the paper packaging industry at home and abroad. Looking into 2010, product demand is expected to increase steadily, overall, the paper packaging business will continue to sustain a healthy growth. Therefore, the Company will adhere to its past strategies to augment its market competitiveness through maintaining and reinforcing high level internal management and production process control, exploring new customers, developing new products and expanding the market share of high profit margin products.

In 2010, Chengdu Happy Valley Phase I in Chengdu OCT, part of the Company's investment, will launch a number of entertainment projects, while the project planning and designing of the Chengdu Happy Valley Phase II will be completed. Furthermore, Chengdu OCT Grand Theater, the largest theater in the Southwest, will be completed in 2010. As for property projects, the high-rise apartments of Phase II will be launched in the first half of 2010, while some of the buildings of Phase III are expected to be launched in the second half of 2010. The Company is confident about the long-term prospects of Chengdu OCT, which the Directors believe is likely to generate attractive returns for the Company. Meanwhile, the construction of Xi'an OCT will also gradually unfold.

Overseas Chinese Town Enterprises Company ("OCT Group"), the ultimate controlling shareholder of the Company, is one of the sixteen Central SOEs engaging in real estate development and operation as its main business. Looking forward, the Company will work with OCT Group to seek for more suitable investment opportunities and increase the investment in comprehensive development projects. Meanwhile, the Company will continue to maintain steady development of the paper packaging business. The management believes that, leveraging on the extensive experience of the Company and the established brand image of "OCT", the Group can effectively strengthen its market competition, which in turn can steadily increase the Company value, and bring long-term and satisfactory results to its shareholders.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2009, the Group employed approximately 1,800 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 and share options 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 1,710,000 share options had been exercised during 2009.

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

This results announcement and audited financial statements of the Company for the year ended 31 December 2009 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 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.

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

Hong Kong, 30 March 2010