

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024

RESULTS

The board (the “**Board**”) of directors (the “**Directors**”) of Overseas Chinese Town (Asia) Holdings Limited (the “**Company**”) announces the audited consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2024 (the “**Current Period**”) prepared in accordance with the Hong Kong Financial Reporting Standards (“**HKFRSs**”), together with the comparative figures for the year ended 31 December 2023.

Audited financial information of the Group for the Current Period prepared in accordance with the HKFRSs are as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2024

(Expressed in Renminbi)

	Note	2024 RMB'000	2023 RMB'000
Revenue	3	966,530	1,262,753
Cost of sales		<u>(831,513)</u>	<u>(1,123,587)</u>
Gross profit		135,017	139,166
Other income	4(a)	16,193	27,573
Other net gain/(losses)	4(b)	626,075	(10,553)
Distribution costs		(40,346)	(80,710)
Administrative expenses		<u>(113,760)</u>	<u>(200,518)</u>
Profit/(loss) from operations		623,179	(125,042)
Finance costs	5(a)	(511,593)	(355,051)
Share of profits less losses of associates		(20,794)	(73,995)
Share of profits less losses of joint ventures		<u>(62,851)</u>	<u>(39,592)</u>
Profit/(loss) before taxation	5	27,941	(593,680)
Income tax	6	<u>(241,336)</u>	<u>(8,778)</u>
Loss for the year		<u>(213,395)</u>	<u>(602,458)</u>
Attributable to:			
Equity holders of the Company		(173,139)	(464,528)
Non-controlling interests		<u>(40,256)</u>	<u>(137,930)</u>
Loss for the year		<u>(213,395)</u>	<u>(602,458)</u>
Basic loss per share (RMB)	7	<u>(0.23)</u>	<u>(0.79)</u>

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

(Expressed in Renminbi)

	2024 RMB'000	2023 RMB'000
Loss for the year	(213,395)	(602,458)
Other comprehensive income for the year (after tax and reclassification adjustments)		
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Exchange differences	(129,669)	(61,095)
Share of other comprehensive income of associates and a joint venture	(4,311)	(982)
	<u>(133,980)</u>	<u>(62,077)</u>
Other comprehensive income for the year	(133,980)	(62,077)
Total comprehensive income for the year	<u>(347,375)</u>	<u>(664,535)</u>
Attributable to:		
Equity holders of the Company	(307,119)	(526,605)
Non-controlling interests	<u>(40,256)</u>	<u>(137,930)</u>
Total comprehensive income for the year	<u>(347,375)</u>	<u>(664,535)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

(Expressed in Renminbi)

	Note	2024 RMB'000	2023 RMB'000
Non-current assets			
Investment property		392,747	407,153
Property, plant and equipment		494,307	509,936
Interests in leasehold land held for own use		228,958	235,603
		1,116,012	1,152,692
Intangible assets		—	16,040
Interests in associates		1,698,838	1,894,443
Interests in joint ventures		370,609	536,079
Other financial assets		351,651	368,958
Deferred tax assets		56	194,440
		3,537,166	4,162,652
Current assets			
Inventories and other contract costs		7,788,502	12,422,277
Trade and other receivables	8	178,660	297,719
Cash at bank and on hand		92,823	2,457,335
		8,059,985	15,177,331
Assets of disposal group classified as held for sale		—	3,591,622
		8,059,985	18,768,953

	<i>Note</i>	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Current liabilities			
Trade and other payables	9	1,987,725	4,837,993
Contract liabilities		127,687	1,217,635
Bank and other loans		1,754,316	2,343,938
Loans from related parties and non-controlling interests		1,920,538	1,911,000
Lease liabilities		1,245	5,596
Current taxation		12,728	156,224
		5,804,239	10,472,386
Liabilities directly associated with assets of disposal group classified as held for sale		—	1,413,075
		5,804,239	11,885,461
Net current assets		2,255,746	6,883,492
Total assets less current liabilities		5,792,912	11,046,144
Non-current liabilities			
Bank and other loans		96,300	1,303,645
Related party loans		4,437,510	6,241,988
Lease liabilities		1,788	653
Deferred tax liabilities		60,384	162,551
		4,595,982	7,708,837
NET ASSETS		1,196,930	3,337,307

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
CAPITAL AND RESERVES		
Share capital	67,337	67,337
Deficits	(594,627)	(287,508)
Total deficits attributable to equity holders of the Company	(527,290)	(220,171)
Non-controlling interests	1,724,220	3,557,478
TOTAL EQUITY	1,196,930	3,337,307

1 BASIS OF PREPARATION

The consolidated annual results set out in this announcement do not constitute the Group's consolidated financial statements for the year ended 31 December 2024 but are extracted from those financial statements.

These financial information have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The consolidated financial statements for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the “**Group**”) and the Group's interests in associates and joint ventures.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that other investments in equity securities are stated at their fair value.

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

2 CHANGES IN ACCOUNTING POLICIES

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKAS 1, *Presentation of financial statements: Classification of liabilities as current or non-current* (“**2020 amendments**”) and amendments to HKAS 1, *Presentation of financial statements: Non-current liabilities with covenants* (“**2022 amendments**”)
- Amendments to HKFRS 16, *Leases: Lease liability in a sale and leaseback*
- Amendments to HKAS 7, *Statement of cash flows* and HKFRS 7, *Financial instruments: Disclosures — Supplier finance arrangements*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are comprehensive development, equity investment and fund business.

(i) *Disaggregation of revenue*

Revenue represents the sales value of goods or services supplied to customers net of sales related tax. Disaggregation of revenue with customer by business lines is as follows:

	2024 RMB'000	2023 RMB'000
Revenue from contracts with customers within the scope of HKFRS 15		
Disaggregated by business lines		
— Sale of properties	841,262	910,533
— Hotel revenue	26,826	236,981
— Fund management fee income	5,751	10,371
	873,839	1,157,885
Revenue from other sources		
— Rental income from investment properties	92,691	104,868
	966,530	1,262,753

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in notes 3(b)(i) and 3(b)(iv) respectively.

The Group's customer base is diversified and there is no customer with whom transaction has exceeded 10% of the Group's revenues (2023: Nil).

(ii) *Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date.*

As at 31 December 2024, the aggregated amount of RMB95,159,000 (2023: RMB1,303,936,000) under the Group's existing contracts expected to be recognised as revenue in the future upon delivery of properties to customers. The Group will recognise the expected revenue in future when or as the work is completed or, in the case of the properties for sale, when the properties are assigned to the customers, which is expected to occur over the next 12 months.

(b) Segment reporting

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the most senior executive management of the Group for the purposes of resource allocation and performance assessment, the Group has the following two reportable segments.

- Comprehensive development business: this segment engaged in developed and sold residential properties, development and management of properties, property investment and operation of hotel.
- Equity investment and fund business: this segment engaged in the investment in new urbanisation industrial ecosphere, such as domestic and overseas direct investments, industrial fund, and education.

(i) *Segment results, assets and liabilities*

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current and other non-current assets. Segment liabilities include trade creditors, accruals and lease liabilities attributable to the sales activities of the individual segments and borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment result is "net profit" after taxation. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2024 and 2023 is set out below.

	Comprehensive development business		Equity investment and fund business		Total	
	2024	2023	2024	2023	2024	2023
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue from contracts with customers within the scope of HKFRS 15						
Disaggregated by timing of revenue recognition						
Point in time	868,088	1,147,514	—	—	868,088	1,147,514
Over time	—	—	5,751	10,371	5,751	10,371
	868,088	1,147,514	5,751	10,371	873,839	1,157,885
Revenue from other sources	92,691	104,868	—	—	92,691	104,868
Revenue from external customers	960,779	1,252,382	5,751	10,371	966,530	1,262,753
Reportable segment loss for the year	(136,245)	(246,797)	(100,259)	(184,545)	(236,504)	(431,342)
Interest income						
— bank deposits	14,121	14,641	—	243	14,121	14,884
— amounts due from associates	—	40	—	—	—	40
Interest expense	(171,510)	(203,890)	(55,186)	(17,671)	(226,696)	(221,561)
Depreciation and amortisation for the year	(34,024)	(111,794)	—	—	(34,024)	(111,794)
Share of profits less losses of associates	(20,519)	66,217	(275)	(140,212)	(20,794)	(73,995)
Share of profits less losses of joint ventures	—	—	(62,851)	(39,592)	(62,851)	(39,592)
Reportable segment assets	10,064,820	20,747,147	1,507,187	1,894,963	11,572,007	22,642,110
Additions to non-current segment assets during the year	14,580	230,950	—	—	14,580	230,950
Reportable segment liabilities	4,786,759	10,978,373	4,508	693,623	4,791,267	11,671,996
Interests in associates	885,144	924,115	813,694	970,328	1,698,838	1,894,443
Interests in joint ventures	—	—	370,609	536,079	370,609	536,079

(ii) *Reconciliations of reportable segment profit or loss*

	2024 RMB'000	2023 RMB'000
Reportable segment loss derived from Group's external customers	(236,504)	(431,342)
Interest income:		
— bank deposits	1,602	11,286
Interest expense	(284,897)	(133,832)
Depreciation and amortisation for the year	(10,542)	(14,794)
Net gain on disposal of subsidiary	371,946	—
Unallocated head office and corporate net expense	(55,000)	(33,776)
Consolidated loss for the year	<u>(213,395)</u>	<u>(602,458)</u>

(iii) *Reconciliations of reportable segment assets and liabilities*

	2024 RMB'000	2023 RMB'000
Assets		
Reportable segment assets	11,572,007	22,642,110
Unallocated head office and corporate assets	<u>25,144</u>	<u>289,495</u>
Consolidated total assets	<u>11,597,151</u>	<u>22,931,605</u>
Liabilities		
Reportable segment liabilities	4,791,267	11,671,996
Unallocated head office and corporate liabilities	<u>5,608,954</u>	<u>7,922,302</u>
Consolidated total liabilities	<u>10,400,221</u>	<u>19,594,298</u>

(iv) *Geographic information*

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's investment property, property, plant and equipment, interests in leasehold land held for own use, intangible assets, and interests in associates and joint ventures and other financial assets ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods and properties sold. The geographical location of the specified non-current assets is based on the physical location of the assets, in the case of property, plant and equipment, interests in leasehold land held for own use and investment properties, the location of the operation to which they are allocated, in the case of intangible assets and other financial assets, and the location of operations, in the case of interests in associates and joint ventures.

	Revenues from external customers		Specified non-current assets	
	2024 RMB'000	2023 RMB'000	2024 RMB'000	2023 RMB'000
Chinese Mainland	961,550	1,257,849	3,185,704	3,560,052
Hong Kong	4,980	4,904	351,406	408,160
	<u>966,530</u>	<u>1,262,753</u>	<u>3,537,110</u>	<u>3,968,212</u>

4 OTHER INCOME AND NET LOSSES

(a) Other income

	2024 RMB'000	2023 RMB'000
Interest income on financial assets measured at amortised cost:		
— bank deposits	15,723	26,170
— amounts due from associates	<u>—</u>	<u>40</u>
Total interest income	15,723	26,210
Government grants	469	1,289
Forfeiture income on deposit on pre-sale of properties	<u>1</u>	<u>74</u>
	<u>16,193</u>	<u>27,573</u>

(b) Other net gain/(losses)

	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
Net fair value gain on unlisted equity securities	22,290	21,387
Net gain on disposal of a subsidiary	371,946	—
Reversals of impairment losses/(impairment losses) on trade receivables	154	(71)
Penalties for delayed delivery of properties	(738)	(24,497)
Net exchange loss	(28,534)	(15,169)
Net gains on disposal of property, plant and equipment and investment property, and assets of disposal group classified as held for sale	266,982	7,876
Others	(6,025)	(79)
	<u>626,075</u>	<u>(10,553)</u>

5 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

(a) Finance costs

	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
Interest on bank and other loans	177,344	277,763
Interest on lease liabilities	103	243
Interest on loans from related parties and non-controlling interests	464,528	232,935
Total interest expense	641,975	510,941
Less: amount capitalised*	(130,382)	(155,890)
	<u>511,593</u>	<u>355,051</u>

* The borrowing costs have been capitalised at a weighted average rate of 2.14% (2023: 4.00%) per annum.

(b) Staff costs

	2024 RMB'000	2023 RMB'000
Salaries, wages and other benefits	73,432	141,103
Contributions to defined contribution retirement plan	7,984	13,658
	81,416	154,761
Less: amount capitalised under property development projects and construction in progress	(19,833)	(20,459)
Total staff costs expensed during the year	61,583	134,302

(c) Other items

	2024 RMB'000	2023 RMB'000
Amortisation of intangible assets	6,680	8,477
Depreciation		
— owned property, plant and equipment	30,562	74,303
— right-of-use assets	13,797	50,281
Total depreciation expense	44,359	124,584
Less: amount capitalised to construction in progress	(6,473)	(6,473)
	37,886	118,111
Auditors' remuneration		
— audit services	2,762	4,028
— other services	692	637
	3,454	4,665
Rentals income from investment properties less direct outgoings of RMB2,275,000 (2023: RMB2,519,000)	90,171	92,100

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss represents:

	2024 RMB'000	2023 RMB'000
Current tax		
Provision for corporate income tax ("CIT") for the year (i)	8,139	56,650
Over-provision in respect of prior years	(367)	—
Withholding tax (iii)	2,530	584
	<u>10,302</u>	<u>57,234</u>
PRC land appreciation tax ("PRC LAT") (ii)	190,265	16,211
	<u>200,567</u>	<u>73,445</u>
Deferred tax		
Reversal of temporary differences	40,769	(64,667)
	<u>241,336</u>	<u>8,778</u>

(i) CIT

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.

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit from Hong Kong for the years ended 31 December 2024 and 2023.

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 at 25%.

(ii) PRC LAT

PRC LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including lease charges of land use rights and all property development expenditures, which is included in the consolidated statement of profit or loss as income tax. The Group has estimated the tax provision for PRC LAT according to the requirements set forth in the relevant PRC tax laws and regulations. The actual PRC LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects and the tax authorities might disagree with the basis on which the provision for PRC LAT is calculated.

(iii) Withholding tax

A withholding tax of 10% is levied on the overseas subsidiaries in respect of dividend distributions arising from profit of PRC subsidiaries earned after 1 January 2008. Under the China-Hong Kong Tax Treaty and the relevant regulations, a qualified Hong Kong tax resident which is the “beneficial owner” and holds 25% equity interests or more of a PRC enterprise is entitled to a reduced withholding tax rate of 5%. Some overseas subsidiaries of the Group are entitled to a reduced withholding tax rate of 5%.

During the year, withholding tax of the dividend distributed by a subsidiary in Chinese Mainland amounted to RMB2,530,000 (2023: RMB584,000).

(b) Reconciliation between tax expense and accounting profit/(loss) at applicable tax rates:

	2024 RMB'000	2023 RMB'000
Profit/(loss) before taxation	<u>27,941</u>	<u>(593,680)</u>
Notional tax on profit/(loss) before taxation, calculated at the rate of 25%	6,985	(148,420)
Tax effect of non-deductible expenses	46,473	102,254
Tax effect of non-taxable income	(518)	(2,961)
Tax effect of temporary difference not recognised	48,083	46,187
Tax effect of temporary difference not previously recognised	(2,019)	(440)
Over-provision in respect of prior years	<u>(367)</u>	<u>—</u>
	<u>98,637</u>	<u>(3,380)</u>
PRC LAT	190,265	16,211
Tax effect of PRC LAT	<u>(47,566)</u>	<u>(4,053)</u>
	<u>142,699</u>	<u>12,158</u>
Income tax expense	<u>241,336</u>	<u>8,778</u>

7 BASIC LOSS PER SHARE

(a) Loss attributable to ordinary shareholders of the Company

	2024 RMB'000	2023 RMB'000
Loss attributable to equity holders of the Company	(173,139)	(464,528)
Less: loss attributable to the holders of perpetual capital securities	<u>—</u>	<u>(128,741)</u>
Loss attributable to ordinary shareholders	<u>(173,139)</u>	<u>(593,269)</u>

(b) Weighted average number of ordinary shares

	2024 '000	2023 '000
Issued ordinary shares	<u>748,366</u>	<u>748,366</u>

No dilutive loss per share is presented as there were no dilutive potential ordinary shares in issue during both years.

8 TRADE AND OTHER RECEIVABLES

	2024 RMB'000	2023 RMB'000
Trade receivable		
— Amounts due from third parties	44,789	55,804
Less: loss allowance	<u>(223)</u>	<u>(388)</u>
	<u>44,566</u>	<u>55,416</u>
Other receivables (<i>note (i)</i>):		
— Amounts due from associates	108	7,742
— Amount due from an intermediate parent	1,094	1,094
— Amounts due from fellow subsidiaries	2,825	6,795
— Amounts due from third parties	<u>26,954</u>	<u>45,237</u>
	30,981	60,868
Less: loss allowance	<u>(18)</u>	<u>(33)</u>
	<u>30,963</u>	<u>60,835</u>
Financial assets measured at amortised cost	75,529	116,251
Prepaid taxes (<i>note (ii)</i>)	99,046	168,379
Deposits and other prepayments	<u>4,085</u>	<u>13,089</u>
	<u>178,660</u>	<u>297,719</u>

Notes:

- (i) The amounts due from associates, intermediate parents, fellow subsidiaries and other related parties are unsecured, non-interest bearing and repayable on demand.
- (ii) As at 31 December 2024, the prepaid taxes include CIT amounting to RMB19,563,000 (2023: RMB6,521,000) and LAT amounting to RMB31,028,000 (2023: RMB52,911,000).
- (iii) As at 31 December 2024, all of the trade and other receivables, and deposits are expected to be recovered within one year.

Ageing analysis

As at the end of the reporting period, the ageing analysis of trade debtor's receivable (which are included in trade and other receivables), based on the invoice date and net of allowance for doubtful debts, is as follows:

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Within 1 year	<u>44,566</u>	<u>55,416</u>

9 TRADE AND OTHER PAYABLES

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Trade creditors:		
— Amounts due to fellow subsidiaries	14,627	50,738
— Amounts due to third parties	<u>513,879</u>	<u>951,408</u>
	<u>528,506</u>	<u>1,002,146</u>
Other payables and accruals:		
— Amounts due to associates	182,195	214,528
— Amounts due to fellow subsidiaries	31,890	347,298
— Amounts due to intermediate parents	746	141,417
— Amounts due to third parties	<u>338,364</u>	<u>460,110</u>
	<u>553,195</u>	<u>1,163,353</u>
Interest payables:		
— Amount due to an associate	70,194	54,993
— Amount due to intermediate parents	515,901	149,888
— Amounts due to fellow subsidiaries	—	380
— Amounts due to non-controlling interests	287,131	214,571
— Amounts due to third parties	<u>18,955</u>	<u>5,713</u>
	<u>892,181</u>	<u>425,545</u>
Financial liabilities measured at amortised cost	1,973,882	2,591,044
Deposits (<i>note</i>)	<u>13,843</u>	<u>2,246,949</u>
	<u>1,987,725</u>	<u>4,837,993</u>

Note: As at 31 December 2024, except for the deposit of RMB6,009,000 (2023: RMB4,457,000) which is expected to be settled after one year, the remaining deposit, other payables and accrued expenses are expected to be settled within one year.

Ageing analysis

As at 31 December 2024, the ageing analysis of trade creditors payable, based on the invoice date, are as follows:

	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
Within 1 year	49,768	910,993
1 to 2 years	475,227	88,863
2 to 3 years	3,304	29
Over 3 years	207	2,261
	<hr/>	<hr/>
	528,506	1,002,146
	<hr/> <hr/>	<hr/> <hr/>

MANAGEMENT DISCUSSION AND ANALYSIS

OPERATING RESULTS AND BUSINESS REVIEW

In 2024, the global economic recovery lacked momentum, geopolitical conflicts persisted, major economies experienced slower growth, and the US Federal Reserve's interest rate hike cycle continued to drive up global financing costs. Given the evolving complexity of the external environment, China faced growing difficulty in boosting internal demand and securing economic and social stability. Under the cyclical evolution of the domestic real estate market, the Group adhered to the fundamental principle of “seeking progress while maintaining stability”, deepened lean management, focused on improving the quality and efficiency of principal business, optimized asset structure, and strengthened risk prevention and control; through the activation of existing assets and strategic business focus, the Group effectively responded to market volatility, and reduced debt scale, solidifying the foundation for sustainable development.

As of the end of 2024, the Group's total assets were approximately RMB11.597 billion, representing a year-on-year decrease of approximately 49.43%, primarily due to disposal of equity interest in a subsidiary, and the repayment of part of the loans. During the Current Period, the Group realized revenue of approximately RMB967 million, representing a decrease of approximately 23.44% as compared to the same period of last year, primarily due to a decrease in revenue recognized for the comprehensive development business as compared to the same period of last year. The loss attributable to equity holders of the Company was approximately RMB173 million, representing a decrease in loss of approximately RMB292 million as compared to the same period of last year.

Comprehensive Development Business

In 2024, the real estate market continued its bottoming-out and adjustment trend. The sales area of commercial housing decreased by approximately 12.9% year-on-year, and the area pending to be sold increased by approximately 10.6% throughout the year. The inventory destocking cycle was prolonged, and the market remained in the initial stage of stabilization and restoration. The sales rebounded in the fourth quarter because of the introduction of continuously favorable policies, with the successive implementation of reduction in interest rate, reduction in reserve requirement ratio reductions, relaxation of purchase restrictions at the end of September 2024, thus market confidence is improving significantly .

The Group focuses on cities in the metropolitan areas of the River Yangtze Delta + Guangdong-Hong Kong-Macao Greater Bay Area. The Group holds projects in Hefei, Chongqing, Zhongshan, Xi'an, Shanghai and other places, with a total land reserve of approximately 935,800 square meters as of the end of 2024. During the Current Period, total area sold by the Group was 47,400 square meters, with a total sales amount of approximately RMB746 million and sales amount (on an equity basis) of approximately RMB245 million.

In 2024, the Group continued to apply flexible sales policies to increase destocking efforts. The Group adjusted construction progress with reference to changes in market demand to avoid increasing investment stagnation. As a demonstration project for the city-industry integration, the Hefei Airport International Town (covering a land area of approximately 1.304 million square meters) established an integrated commercial ecosystem encompassing residential communities, commercial spaces, micro-resort facilities, and industrial offices. It synergistically develops alongside key enterprises in the surrounding integrated circuit industry, such as ChangXin Memory Technologies, and the Hefei Xinqiao Electric Vehicle Industrial Park. Amid the continuous downturn in the regional market and insufficient rigid demand in this sector, the Hefei Airport International Town faced challenges with slower destocking and relatively higher inventory level. Catching the opportunities which arose from the “housing voucher” policy, the project implemented strategies including on-site promotion, attracting customers online, and industrial group buying. The project ranked first in Hefei City for housing voucher exchanges for two consecutive years.

In late October 2024, the disposal of equity interests in OCT (Shanghai) Land was completed. The proceeds of approximately RMB2.055 billion were applied to repay offshore loans, effectively reduced the Group's interest-bearing liabilities and improved its debt structure.

Sales of the Group's comprehensive development projects are as follows:

No.	Project Name	Location	Land use	Shareholding ratio	Total saleable		
					Gross floor area	area being launched	Accumulated sales area
					(ten thousand m ² , full calibre)	(ten thousand m ² , full calibre)	(ten thousand m ² , full calibre)
1	Hefei Airport International Town Project	Hefei Xinqiao Science and Technology Innovation Demonstration Zone	Residential + Commercial + Hotel	51%	159.3	65.9	48.7
2	Hefei OCT Bantang Hot Spring Town Project	Chaohu Economic Development Zone	Residential + Commercial + Hotel	51%	34.5	—	—
3	Chongqing OCT Land Project	Chongqing Liangjiang New Area	Residential	49%	44	61.6	47.4
4	Zhongshan Yuhong Project	Zhongshan Torch Industrial Development Zone	Residential	21%	27.2	30.1	28.7

The Group has three industrial park projects in Huizhou, Guangdong and in Suzhou, Jiangsu, and the total leasable area is approximately 154,400 square meters. As of the end of 2024, the occupancy rate remained high at approximately 96.3%. In 2024, the Group continued to optimize the operational capabilities of its industrial parks. By launching a smart park system, renovating infrastructure, and exploring value-added services, the Group further strengthened its service competitiveness. During the Current Period, the industrial parks recorded a rental income of approximately RMB35.54 million, representing an increase of approximately 7.22% as compared to the same period of last year.

Equity Investment and Fund Business

In 2024, the domestic private equity fund market demonstrated resilience despite the complex economic environment. Market concentration significantly increased, dominance of leading institutions was deepened, and the industry experienced accelerated consolidation. Fundraising was polarized, state-backed capital has taken a leading role, and, the participation of market-oriented capital remained insufficient. Regulatory requirements and compliance systems for fund management continued to improve, raising the bar for investment target selection. On the exit side, difficulty of exiting investment increased due to the reduced number of IPOs, making mergers and acquisitions, and equity transfers the primary exit.

In 2024, against the backdrop of increasing polarization in the private equity market, the Group accelerated the exit process for its actively managed funds. Through various approaches, we achieved exits from several projects, realizing a cash recovery of approximately RMB188 million for our managed and invested funds. The continuous accumulation of industrial and capital resources provided enhanced channels for fund project exits. As of the end of 2024, the Group had a total of 8 funds (including 2 actively managed funds) under its umbrella; the total size of the managed and invested funds was approximately RMB4.172 billion, with approximately RMB1.3 billion attributed to actively managed funds.

In 2024, the Group's fund business developed steadily. The Group's fund management company was recognized as one of the "Top 50 Most Influential State-owned Investment Institutions in China for 2024" by the China Venture Capital Research Institute.

As previously disclosed, the Group, on behalf of its joint venture, Qiaoheng No. 1 Investment Enterprise (Limited Partnership) ("**Qiaoheng No. 1**"), filed a claim against another shareholder of Qiaoheng No. 1 to demand for funds and repayment of the loan in compliance with the contract and obtained a favorable judgement. The effective enforcement of the judgement is subject to external factors and uncertainties. Qiaoheng No. 1 is actively pursuing the enforcement of the judgement. The Company will make an announcement in accordance with the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") if there are material developments.

FINANCIAL REVIEW

As at 31 December 2024, the Group's total assets amounted to approximately RMB11.597 billion, representing a decrease of approximately 49.43% as compared to approximately RMB22.932 billion as at 31 December 2023, primarily due to Overseas Chinese Town (Shanghai) Land Company Limited ("**OCT (Shanghai) Land**") was no longer consolidated into the Group's accounts following the Group's disposal of its equity interests, as well as the repayment of part of the loans. The Group's total equity amounted to approximately RMB1.197 billion, representing a decrease of approximately 64.13% as compared to approximately RMB3.337 billion as at 31 December 2023, which was mainly due to the sale of equity interest in OCT (Shanghai) Land for the Current Period.

For the Current Period, the Group realized revenue of approximately RMB0.967 billion, representing a decrease of approximately 23.44% as compared to approximately RMB1.263 billion for the same period of 2023, of which, the revenue of the comprehensive development business was approximately RMB0.961 billion, representing a decrease of approximately 23.24% as compared to approximately RMB1.252 billion for the same period of 2023, primarily due to a decrease in revenue recognized from the Hefei Airport International Town Project as compared to the same period of last year.

The Group's gross profit margin for the Current Period was approximately 13.97% (2023: approximately 11.02%), representing an increase of approximately 2.95 percentage points compared to the same period of 2023, of which, the gross profit margin of the comprehensive development business was approximately 13.69%, representing an increase of approximately 2.92 percentage points compared to approximately 10.77% for the same period of 2023, mainly due to the relatively high gross profit margin from the products carried forward during the Current Period.

For the Current Period, loss attributable to equity holders of the Company was approximately RMB173 million as compared to the loss of approximately RMB465 million in 2023. The loss attributable to the comprehensive development business was approximately RMB136 million (2023: loss of approximately RMB247 million), representing a decrease in loss of approximately 44.94% compared to the same period of 2023, mainly attributable to the year-on-year loss reduction of over RMB200 million of OCT (Shanghai) Land.

Loss attributable to the equity investment and fund business was approximately RMB100 million for the Current Period (2023: loss of approximately RMB185 million), representing a decrease in loss of approximately 45.95% compared to the same period of 2023, mainly attributable to the substantial year-on-year decrease in the Group's share of losses of listed associates for the Current Period.

The basic loss per share attributable to the shareholders of the Company for the Current Period was approximately RMB0.23 (2023: basic loss per share of approximately RMB0.79), representing a decrease in loss per share of approximately RMB0.56 compared to the same period in 2023. The losses for the Current Period were approximately RMB213 million (2023: losses of approximately RMB602 million), representing a decrease in losses of approximately RMB389 million compared to the same period in 2023, mainly due to the recognition of a gain on the disposal of equity interest in OCT (Shanghai) Land.

Distribution Costs and Administrative Expenses

For the Current Period, the Group's distribution costs were approximately RMB40.35 million (2023: approximately RMB80.71 million), representing a decrease of approximately 50.01% compared to the same period in 2023.

For the Current Period, the Group's administrative expenses were approximately RMB114 million (2023: approximately RMB201 million), representing a decrease of approximately 43.27% compared to the same period of 2023, of which, administrative expenses of the comprehensive development business were approximately RMB82 million (2023: approximately RMB159 million), representing a decrease of approximately 48.58% compared to the same period of 2023, mainly due to effective lean management and cost reduction and efficiency improvement measures, and the decrease in corresponding administrative expenses in the Current Period; administrative expenses of the investment and fund business were approximately RMB2.04 million (2023: approximately RMB6.61 million), representing a decrease of approximately 69.19% compared to the same period of 2023, mainly due to the decrease in amortization of investment-related intermediary fees.

Interest Expenses

For the Current Period, the Group's interest expenses were approximately RMB511.59 million (2023: approximately RMB355.05 million), representing an increase of approximately 44.09% compared to the same period of 2023. A reason for the increase is that part of the Group's borrowing in 2023 was incurred for an around six-month interest-bearing period following the Group's repayment of its perpetual bonds during that year. Such interest bearing period became a full year in 2024. Out of the above interest expenses, interest expenses of the comprehensive development business were approximately RMB171.51 million (2023: approximately RMB203.89 million), representing a decrease of approximately 15.88% compared to the same period of 2023, mainly due to the decrease in the balance of interest-bearing liabilities of the project compared with the same period of last year; and interest expenses of the equity investment and fund business were approximately RMB55.19 million (2023: approximately RMB17.67 million), representing an increase of approximately 212.29% compared to the same period of 2023, mainly due to a substantive increase in head office interest expense costs as the HIBOR (Hong Kong Interbank Offered Rate) remained at a high level in the Current Period and a year-on-year increase in the sharing of segment expenses for the Current Period.

Dividends

The Board did not recommend the payment of a final dividend for the year ended 31 December 2024 (2023: Nil) after considering the Group's long-term development and active participation in potential investment opportunities.

Liquidity, Financial Resources and Capital Structure

The total equity of the Group as at 31 December 2024 was approximately RMB1.197 billion (31 December 2023: approximately RMB3.337 billion); current assets were approximately RMB8.060 billion (31 December 2023: approximately RMB18.769 billion); and current liabilities were approximately RMB5.804 billion (31 December 2023: approximately RMB11.885 billion). The current ratio was approximately 1.39 as at 31 December 2024, representing a decrease of approximately 0.19 as compared to that as at 31 December 2023 (31 December 2023: approximately 1.58), as the Group applied working capital for repayment of borrowings classified as long-term liabilities in the Current Period. The Group generally finances its operations with internally generated cash flow, credit facilities provided by banks and shareholder's loans.

As at 31 December 2024, the Group had outstanding bank and other loans of approximately RMB1.851 billion, without fixed-rate loans (31 December 2023: outstanding bank and other loans of approximately RMB3.648 billion, without fixed-rate loans). As at 31 December 2024, the interest rates of bank and other loans of the Group ranged from 2.85% to 6.64% per annum (31 December 2023: 3.05% to 6.82% per annum). Some of those bank loans were secured by certain assets of the Group and corporate guarantees provided by certain related companies of the Company. The Group's gearing ratio (being total borrowings including bills payables and loans divided by total assets) was approximately 70.63% as at 31 December 2024, representing an increase of approximately 19.17% percentage points as compared to approximately 51.46% as at 31 December 2023, which was mainly due to the disposal of subsidiaries with low gearing ratio and accounting for a large proportion of the Group's total assets.

As at 31 December 2024, approximately 64.55% of the total amount of outstanding bank and other loans of the Group amounting to approximately RMB1.195 billion was denominated in Hong Kong dollars (31 December 2023: approximately 51.67%); and approximately 35.45% amounting to approximately RMB0.656 billion was denominated in Renminbi (31 December 2023: approximately 48.33%). As at 31 December 2024, approximately 0.23% of the total amount of cash and cash equivalents of the Group was denominated in United States dollars (31 December 2023: approximately 0.02%); approximately 94.71% was denominated in Renminbi (31 December 2023: approximately 95.41%); and approximately 5.06% was denominated in Hong Kong dollars (31 December 2023: approximately 4.57%).

The Group's transactions and monetary assets are principally denominated in RMB, Hong Kong Dollars and United States Dollars. As of 31 December 2024, the Group had not experienced any material difficulties or effects on its operations or liquidity as a result of fluctuations in currency exchange rates. The Group did not enter into any foreign exchange forward contracts and other material financial instruments for hedging foreign exchange risk purposes during the Current Period.

Contingent liabilities

The Group has entered into agreements with certain banks with respect to mortgage loans provided to buyers of the property units. Pursuant to the mortgage agreements signed between the Group and the banks, the guarantee will be released upon the issuance of individual property ownership certificate. Should the mortgagors fail to pay the mortgage monthly instalment before the issuance of the individual property ownership certificate, the banks could draw down the security deposits up to the amount of outstanding mortgage instalments and demand the Group to repay the outstanding balance if the deposit balance is insufficient.

The amount of guarantee deposits required varies among different banks, but is usually within a range of 0% to 5% of the mortgage loans granted to buyers, with a prescribed capped amount.

The management does not consider it probable that the Group will sustain a loss under these guarantees over the term of the guarantee as the bank has the right to sell the properties and recover the overdue payments from the sale proceeds if the property buyers default on payment. The management also considers that the market value of the relevant properties can cover the outstanding mortgage loans guaranteed by the Group. Accordingly, no liabilities are recognized in respect of these guarantees.

As at 31 December 2024, guarantees given by financial institutions for mortgage facilities granted to buyers of the Group's properties amounted to approximately RMB486 million in total (31 December 2023: approximately RMB662 million).

Outlook for 2025

In 2025, the global economy is expected to transition to a path of moderate recovery, supported by easing inflationary pressures and the nearing conclusion of interest rate hike cycles by major central banks. However, geopolitical conflicts, trade barriers, and energy price volatility will continue to pose challenges on growth momentum. In 2025, China will implement a more proactive fiscal policies and appropriately loose monetary policies to further promote infrastructure investment and a recovery in consumer demand. Real estate policies are expected to continue to be strengthened, combined with the expansion of special loans for “guaranteed delivery of properties”; monetary policies are expected to continue its loose orientation, and the reduction in LPR will help lower financing costs for enterprises. Simultaneously, the rapid adoption of AI-driven technological innovations, with breakthroughs in areas such as large models and intelligent terminals, is further driving industrial upgrading. Through the concerted efforts of fiscal and monetary policies, and the dual drive of domestic demand and innovation, we will provide better support for China's high-quality development.

In 2025, the Group will prioritize three key initiatives: “inventory reduction, asset revitalization, and risk prevention”.

The Group will capitalize on policy opportunities, placing primary emphasis on sales and inventory reduction. By employing flexible sales strategies to respond effectively to market dynamics, we aim to accelerate the destocking of existing real estate projects. Through innovative marketing approaches, enhancing sales and property management services, we will expedite asset turnover and improve cash flow. Concurrently, the Group will explore opportunities for project investment exits and strengthen post-investment management. The Group will strengthen risk management, reinforce project monitoring, optimizing our compliance management system. The Group will accelerate capital turnover, reduce debt scale, improve our asset-liability ratio, alleviate cash flow pressures, mitigate debt risks, and optimize capital allocation to provide a solid foundation for the Group’s sustained growth.

In 2025, the Group will leverage lean management, seize policy dividends and opportunities arising from technological advancements, strengthen risk control and cash flow management, actively explore business transformation amidst industry changes, strive to overcome challenges, establish a new pattern of stable growth, and create long-term value for shareholders.

IMPORTANT EVENTS

Disposal of Interest in OCT (Shanghai) Land

On 29 July 2024, Great Tec Investment Limited (an indirect wholly-owned subsidiary of the Company) entered into an equity transfer agreement with respect to the sale of its entire interests in OCT (Shanghai) Land (representing approximately 50.5% of the equity interest of such target company) for a consideration of RMB2,055,399,300. The disposal constitutes a very substantial disposal and a connected transaction of the Company pursuant to Chapters 14 and 14A of the Listing Rules, respectively, and was approved by the independent shareholders of the Company (the “**Shareholders**”) at an extraordinary general meeting held on 25 October 2024. The Disposal has been completed. More information is set out in the Company’s circular dated 3 September 2024.

Change of Address of Head Office and Principal Place of Business in Hong Kong

With effect from 31 July 2024, the Company’s head office and principal place of business in Hong Kong has been changed to Suite 2103, 21/F, Prudential Tower, The Gateway, Harbour City, Kowloon, Hong Kong.

Amendments to the Memorandum and Articles of Association

In view of the Core Shareholder Protection Standards as set out in the Listing Rules and the updates on the applicable laws in the Cayman Islands, the Company adopted the third amended and restated memorandum and articles of association with effect from 17 June 2024 with the approval of the Shareholders by way of a special resolution at a general meeting. More information is set out in the Company’s circular dated 23 May 2024.

Continuing Connected Transaction — Product Procurement Services

On 8 March 2024, Hefei OCT Industry Development Co., Ltd. (an indirect non-wholly owned subsidiary of the Company) entered into the supplemental Konka products procurement framework agreement with Yilifang (Hainan) Technology Limited (“**Yilifang**”) and Shenzhen Konka Zhitung Technology Co., Ltd. (“**Konka ZT**”) for Konka ZT to replace Yilifang to provide Konka products procurement services to Hefei OCT Industry Development Co., Ltd. for a new term until 31 December 2025. The annual caps for 2024 and 2025 are RMB9 million and RMB4 million, respectively. The arrangement terminated the previous continuing connected transactions with Yilifang and constituted new continuing connected transactions with Konka ZT. More information is set out in the Company’s announcement dated 8 March 2024.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in this announcement, the Group had no other significant investments held, nor material acquisitions and disposal of subsidiaries, associates or joint ventures during the Current Period; and there are no plans for material investments or capital assets which have been approved by the Board as of the date of this announcement.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither Company nor any of its subsidiaries has purchased, sold or redeemed any of its listed securities including sale of treasury shares (as defined in the listing rules) during the Current Period. As of December 2024, the Company did not hold any treasury shares.

CORPORATE GOVERNANCE

The Company believes that conducting business with good corporate practices, could enhance the shareholder value and investors' confidence in the long run. The Company is committed to promote integrity, transparency, accountability, high ethical standards, and the sustainability of the development of its business and the communities in which the Group operates.

The Company has complied with all the applicable code provisions in Part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules throughout the Current Period.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as its code of conduct regarding Directors' securities transactions. The Directors, upon specific enquiry, have confirmed his/her compliance with the Model Code and its required standards regarding Directors' securities transactions during the Current Period.

AUDIT COMMITTEE

The results and audited financial statements of the Company for the Current Period had been reviewed by the Audit Committee of the Company before they were presented to the Board for approval.

SCOPE OF WORK OF THE EXTERNAL AUDITORS OF THE COMPANY

The figures in respect of the Group's consolidated balance sheet, consolidated statement of profit or loss, consolidated statement of comprehensive income, and the related notes thereto for the year ended 31 December 2024 as set out in this announcement have been agreed by the Company's auditor to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by the Company's auditor in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements and Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by the Company's auditor on this announcement.

PUBLICATION OF ANNUAL REPORT

The 2024 annual report will be available on the websites of the Company (www.oct-asia.com) and the Stock Exchange (www.hkexnews.hk) in due course.

By Order of the Board
Overseas Chinese Town (Asia) Holdings Limited
Liu Yu
Chairman

Hong Kong, 28 March 2025

As at the date of this announcement, the Board comprises of the Company seven Directors, including three executive Directors namely Ms. Liu Yu, Mr. Wang Jianwen and Ms. Qi Jianrong, one non-executive Director namely Mr. Yang Guobin and three independent non-executive Directors namely Ms. Wong Wai Ling, Mr. Lam Sing Kwong Simon and Mr. Chu Wing Yiu.

Certain figures set out in this announcement have been subject to rounding adjustment.

This announcement contains certain forward-looking statements that reflect the Company's beliefs, plans or expectations about the future. These statements are based on a number of assumptions, current estimates and projections, and subject to inherent risks, uncertainties and other factors which may or may not be beyond the Company's control. The actual outcomes may differ. Nothing contained in these statements is, or shall be relied upon as, any assurance, representation or warranty otherwise. Neither the Company nor its directors, officers, employees, agents, affiliates, advisers or representatives assume any responsibility to update, supplement, correct these statements or adapt them to future events.