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## **Overseas Chinese Town (Asia) Holdings Limited**

**華僑城（亞洲）控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3366)**

### **UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS PROFIT WARNING**

This statement is made at the request of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The board of directors (the “Board”) of Overseas Chinese Town (Asia) Holdings Limited (the “Company”, and together with its subsidiaries, the “Group”) has noted the decrease in the price and the increase in the trading volume of the shares of the Company today and wish to state that the Board is not aware of any reasons for such movements.

In addition, pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and based on a preliminary review of the management accounts and unaudited consolidated financial statements of the Group, the Board wishes to inform the shareholders of the Company and potential investors that the consolidated net profit of the Group for the year ended 31 December 2008 is expected to show a material decline as compared to that for the year ended 31 December 2007.

The Board considers that the decline is mainly attributable to the followings:

1. Decrease in gross profit resulting from global economic downturn and high cost of sales;
2. Increase of pre-operating expenses for a plant of the Group in Huizhou, the PRC; and
3. Share of losses of an associated company of the Company in Chengdu which is principally engaged in the provision of the development and operation of travel facilities and development and management of real estate.

The Company is still in the process of finalising the results of the Group for the financial year ended 31 December 2008. The information contained in this announcement is only a preliminary assessment by the management of the Company in accordance with the management accounts and unaudited consolidated financial statements of the Group, which have not been audited or reviewed by the Company’s auditors. Shareholders of the Company and potential investors are advised to read carefully the Company’s annual results announcement for the year ended 31 December 2008, which will be issued on or before 30 April 2009.

**Shareholders of the Company and potential investors are advised to exercise caution in dealing in the shares of the Company.**

The Board also confirms that, save as disclosed in the aforesaid, there are no negotiations or agreements relating to intended acquisitions or realizations which are discloseable under Rule 13.23 of the Listing Rules, neither is the Board aware of any other matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price-sensitive nature.

Made by the order of the Board, the directors of which individually and jointly accept responsibility for the accuracy of this statement.

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

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

Hong Kong, 24 February 2009