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 AUDITED ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2019

Reference is made to the announcement dated 31 March 2020 of Overseas Chinese Town (Asia) Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") in respect of the preliminary announcement of unaudited annual results for the year ended 31 December 2019 (the "**Unaudited Results Announcement**"). Unless otherwise stated, the terms used in this announcement shall have the same meaning as adopted in the Unaudited Results Announcement.

The board (the "**Board**") of directors (the "**Directors**") of the Company hereby announces that the external auditors of the Company have audited the consolidated financial statements of the Group for the year ended 31 December 2019. The audited consolidated financial results of the Group for the year ended 31 December 2019 (the "**Year**") together with the audited comparative figures for the year ended 31 December 2018 are as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED 31 DECEMBER 2019
(Expressed in Renminbi)

	Note	2019 RMB'000	2018 (Note) RMB'000
Continuing operations			
Revenue	3	**2,071,903**	1,584,694
Cost of sales		**(1,306,174)**	(1,026,106)
Gross profit		**765,729**	558,588
Other income	4	**93,836**	124,257
Other net gains	5	**225,993**	368,930
Distribution costs		**(103,200)**	(124,736)
Administrative expenses		**(403,405)**	(334,304)
Other operating expenses		**(4,014)**	(459)
Profit from operations		**574,939**	592,276
Finance costs	6(a)	**(268,732)**	(175,061)
Share of profits less losses of associates		**306,063**	418,994
Share of (loss)/profit of joint ventures		**(8,150)**	229,244
Profit before taxation	6	**604,120**	1,065,453
Income tax	7	**(354,514)**	(206,898)
Profit for the year from continuing operations		**249,606**	858,555
Discontinued operation			
Profit for the year from discontinued operation		**–**	68,272
Profit for the year		**249,606**	926,827

	Note	2019 RMB'000	2018 (Note) RMB'000
Attributable to:			
Equity holders of the Company		**266,961**	798,702
Non-controlling interests		**(17,355)**	128,125
Profit for the year		**249,606**	926,827
Earnings per share (RMB)	*9*		
Basic earnings per share			
From continuing operations		**0.04**	0.68
From discontinued operation		**–**	0.09
		0.04	0.77
Diluted earnings per share			
From continuing operations		**0.04**	0.67
From discontinued operation		**–**	0.09
		0.04	0.76

Note: The Group has initially applied HKFRS 16 at 1 January 2019. Under the transition methods chosen, comparative information is not restated in this respect.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2019
(Expressed in Renminbi)

	2019	2018
		(Note)
	RMB'000	*RMB'000*
Profit for the year	**249,606**	926,827
Other comprehensive income for the year (after tax and reclassification adjustments)		
Item that will not be reclassified to profit or loss:		
Equity investments at FVOCI – net movement in fair value reserves (non-recycling)	**166,598**	(176,404)
Items that may be reclassified subsequently to profit or loss:		
Exchange differences	**(164,501)**	(203,218)
Share of other comprehensive income of associates	**11,246**	(84,124)
Cumulative exchange differences reclassified to profit or loss upon disposal of an associate	**(1,440)**	–
	(154,695)	(287,342)
Other comprehensive income for the year	**11,903**	(463,746)
Total comprehensive income for the year	**261,509**	463,081
Attributable to:		
Equity holders of the Company	**278,864**	334,956
Non-controlling interests	**(17,355)**	128,125
Total comprehensive income for the year	**261,509**	463,081

Note: The Group has initially applied HKFRS 16 at 1 January 2019. Under the transition methods chosen, comparative information is not restated in this respect.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 31 DECEMBER 2019
(Expressed in Renminbi)

	Note	**2019**	2018
			(Note)
		RMB'000	*RMB'000*
Non-current assets			
Investment property		**5,285,739**	2,877,838
Other property, plant and equipment		**2,017,431**	2,074,898
Interests in leasehold land held for own use		**1,596,979**	1,483,911
		8,900,149	6,436,647
Intangible assets		**52,922**	6,273
Goodwill		**570**	570
Interests in associates		**5,410,696**	4,919,831
Interests in joint ventures		**302,560**	287,330
Other financial assets		**1,618,292**	1,437,525
Finance lease receivables		**382,253**	230,870
Trade and other receivables	*10*	**1,623**	2,476
Deferred tax assets		**222,012**	191,012
		16,891,077	13,512,534
Current assets			
Trading securities		**118,480**	–
Inventories and other contract costs		**5,767,090**	7,055,723
Finance lease receivables		**117,206**	65,342
Trade and other receivables	*10*	**880,060**	1,222,255
Cash at bank and on hand		**2,681,489**	3,222,953
		9,564,325	11,566,273

	Note	2019	2018
			(Note)
	Note	***RMB'000***	*RMB'000*
Current liabilities			
Trade and other payables	*11*	**2,875,136**	2,657,446
Contract liabilities		**512,781**	143,949
Bank and other loans		**2,099,413**	4,979,886
Related party loans		**913,400**	2,037,700
Lease liabilities		**26,489**	–
Current taxation		**791,848**	748,884
		7,219,067	10,567,865
Net current assets		**2,345,258**	998,408
Total assets less current liabilities		**19,236,335**	14,510,942
Non-current liabilities			
Bank and other loans		**6,016,264**	1,410,771
Related party loans		**59,350**	–
Lease liabilities		**52,341**	–
Deferred tax liabilities		**188,932**	194,514
		6,316,887	1,605,285
NET ASSETS		**12,919,448**	12,905,657
CAPITAL AND RESERVES			
Share capital		**67,337**	67,337
Perpetual capital securities		**5,296,195**	5,294,665
Reserves		**3,982,543**	4,104,240
Total equity attributable to equity holders of the Company		**9,346,075**	9,466,242
Non-controlling interests		**3,573,373**	3,439,415
TOTAL EQUITY		**12,919,448**	12,905,657

Note: The Group has initially applied HKFRS 16 at 1 January 2019. Under the transition methods chosen, comparative information is not restated in this respect.

NOTES:

1 BASIS OF PREPARATION

These financial statements 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 2019 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.

The consolidated annual results set out in this announcement do not constitute the Group's consolidated financial statements for the year ended 31 December 2019 but are extracted from those financial statements.

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 HKICPA has issued a new HKFRS, HKFRS 16, Leases, and a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

Except for HKFRS 16, Leases, none of the 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. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

HKFRS 16, *Leases*

HKFRS 16 replaces HKAS 17, Leases, and the related interpretations, HK(IFRIC) 4, Determining whether an arrangement contains a lease, HK(SIC) 15, Operating leases – incentives, and HK(SIC) 27, Evaluating the substance of transactions involving the legal form of a lease. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low-value assets. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

HKFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied HKFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

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

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

	Continuing operations		Discontinued operation		Total	
	2019	2018	**2019**	2018	**2019**	2018
	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 business lines						
– Sale of properties	**1,329,853**	814,226	**–**	–	**1,329,853**	814,226
– Sale of tickets of theme park	**260,858**	304,185	**–**	–	**260,858**	304,185
– Construction contracts	**47,619**	151,327	**–**	–	**47,619**	151,327
– Hotel revenue	**191,126**	90,533	**–**	–	**191,126**	90,533
– Consulting services	**15,667**	46,384	**–**	–	**15,667**	46,384
– Paper packaging business	**–**	–	**–**	400,258	**–**	400,258
	1,845,123	1,406,655	**–**	400,258	**1,845,123**	1,806,913
Revenue from other sources						
– Rental income from investment properties	**205,430**	164,850	**–**	–	**205,430**	164,850
– Finance lease income	**21,350**	13,189	**–**	–	**21,350**	13,189
	2,071,903	1,584,694	**–**	400,258	**2,071,903**	1,984,952

The Group's customer base is diversified and there was no customer with whom transactions exceeded 10% of the Group's revenue in 2019.

(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 four reportable segments.

- Comprehensive development business: this segment engaged in the development and operation of tourism theme park, developed and sold residential properties, construction services, 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.

- Finance lease business: this segment engaged in the finance lease business.

- Paper packaging business (discontinued): this segment engaged in the manufacture and sale of paper cartons and products.

The operating results of paper packaging business for the year ended 31 December 2018 are presented as discontinued operation in the consolidated financial statements.

(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 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 2019 and 2018 is set out below:

	Continuing operations									
	Comprehensive development business		**Equity investment and fund business**		**Finance lease business**		**Paper packaging business (discontinued)**		**Total**	
	2019	2018 *(Note)*	**2019**	2018 *(Note)*	**2019**	2018 *(Note)*	**2019**	2018 *(Note)*	**2019**	2018 *(Note)*
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***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	**1,797,504**	1,255,328	**–**	–	**–**	–	**–**	400,258	**1,797,504**	1,655,586
Over time	**47,619**	151,327	**–**	–	**–**	–	**–**	–	**47,619**	151,327
	1,845,123	1,406,655	**–**	–	**–**	–	**–**	400,258	**1,845,123**	1,806,913
Revenue from other sources	**205,430**	164,850	**–**	–	**21,350**	13,189	**–**	–	**226,780**	178,039
Revenue from external customers	**2,050,553**	1,571,505	**–**	–	**21,350**	13,189	**–**	400,258	**2,071,903**	1,984,952
Reportable segment revenue	**2,050,553**	1,571,505	**–**	–	**21,350**	13,189	**–**	400,258	**2,071,903**	1,984,952
Reportable segment profit for the year	**90,337**	607,395	**150,710**	50,789	**2,508**	4,375	**–**	68,272	**243,555**	730,831

	Continuing operations									
	Comprehensive development business		Equity investment and fund business		Finance lease business		Paper packaging business (discontinued)		Total	
	2019	2018	**2019**	2018	**2019**	2018	**2019**	2018	**2019**	2018
		(Note)		*(Note)*		*(Note)*		*(Note)*		*(Note)*
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Interest income										
– Bank deposits	**7,805**	10,588	**183**	144	**666**	42	**–**	1,207	**8,654**	11,981
– Amount due from associates	**22,217**	13,333	**–**	–	**–**	–	**–**	–	**22,217**	13,333
Interest expense	**(164,491)**	(82,417)	**(60,199)**	(90,135)	**(8,463)**	(2,509)	**–**	–	**(233,153)**	(175,061)
Depreciation and amortisation for the year	**(334,385)**	(299,385)	**–**	–	**–**	–	**–**	(3,549)	**(334,385)**	(302,934)
Share of profits less losses of associates	**221,969**	378,491	**84,094**	40,503	**–**	–	**–**	–	**306,063**	418,994
Share of (loss)/profit of joint ventures	**(8,157)**	229,244	**7**	–	**–**	–	**–**	–	**(8,150)**	229,244
Reportable segment assets	**20,803,489**	18,353,661	**3,194,700**	2,898,604	**486,381**	307,872	**–**	45,844	**24,484,570**	21,605,981
Additions to non-current segment assets during the year	**2,839,053**	2,265,193	**–**	–	**–**	–	**–**	6,314	**2,839,053**	2,271,507
Reportable segment liabilities	**9,702,587**	6,784,503	**2,386,942**	2,615,678	**75,764**	38,610	**–**	10,234	**12,165,293**	9,449,025
Interests in associates	**3,994,185**	3,468,824	**1,416,511**	1,451,007	**–**	–	**–**	–	**5,410,696**	4,919,831
Interests in joint ventures	**279,174**	287,330	**23,386**	–	**–**	–	**–**	–	**302,560**	287,330

Note: The Group has initially applied HKFRS 16 at 1 January 2019. Under the modified retrospective approach applied, the comparative information is not restated in this respect.

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

	2019	2018
		(Note)
	RMB'000	*RMB'000*
Reportable segment profit derived from Group's external customers	**243,555**	730,831
Unallocated head office and corporate gains	**6,051**	195,996
Consolidated profit	**249,606**	926,827

Note: The Group has initially applied HKFRS 16 at 1 January 2019. Under the modified retrospective approach applied, the comparative information is not restated in this respect.

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

	2019	2018
		(Note)
	RMB'000	*RMB'000*
Assets		
Reportable segment assets	**24,484,570**	21,605,981
Elimination of inter-segment receivables	**(25,311)**	–
	24,459,259	21,605,981
Unallocated head office and corporate assets	**1,996,143**	3,472,826
Consolidated total assets	**26,455,402**	25,078,807

	2019	2018
		(Note)
	RMB'000	*RMB'000*
Liabilities		
Reportable segment liabilities	**12,165,293**	9,449,025
Elimination of inter-segment payables	**(25,311)**	–
	12,139,982	9,449,025
Unallocated head office and corporate liabilities	**1,395,972**	2,724,125
Consolidated total liabilities	**13,535,954**	12,173,150

Note: The Group has initially applied HKFRS 16 at 1 January 2019. Under the modified retrospective approach applied, the comparative information is not restated in this respect.

(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, other property, plant and equipment, interests in leasehold land held for own use, intangible assets, goodwill 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, goodwill and other financial assets, and the location of operations, in the case of interest in associates and joint ventures.

	Revenues from external customers		**Specified non-current assets**	
	2019	2018	**2019**	2018 *(Note)*
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*
Mainland China	**2,070,316**	1,984,952	**16,033,336**	12,851,575
Hong Kong	**1,587**	–	**251,853**	236,601
	2,071,903	1,984,952	**16,285,189**	13,088,176

Note: The Group has initially applied HKFRS 16 at 1 January 2019. Under the modified retrospective approach applied, the comparative information is not restated in this respect.

4 OTHER INCOME

	Continuing operations		**Discontinued operation**		**Total**	
	2019	2018	**2019**	2018	**2019**	2018
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Interest income on financial assets measured at amortised cost:						
– Bank deposits	**68,300**	100,341	**–**	1,207	**68,300**	101,548
– Amount due from associates	**22,217**	13,333	**–**	–	**22,217**	13,333
Total interest income	**90,517**	113,674	**–**	1,207	**90,517**	114,881
Government grants	**1,908**	306	**–**	2	**1,908**	308
Forfeiture income on deposit on pre-sale of properties	**315**	10,277	**–**	–	**315**	10,277
Dividend income from unlisted equity securities	**1,096**	–	**–**	–	**1,096**	–
	93,836	124,257	**–**	1,209	**93,836**	125,466

5 OTHER NET GAINS

	Continuing operations		Discontinued operation		Total	
	2019	2018	**2019**	2018	**2019**	2018
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Gain on disposal of subsidiaries	**–**	55,650	**–**	62,757	**–**	118,407
Gain on previously held interest in a subsidiary upon loss of control	**–**	40,101	**–**	–	**–**	40,101
Gain on partial disposals of an associate	**72,374**	–	**–**	–	**72,374**	–
Gain on previously held interest in an associate upon loss of significant influence	**54,090**	–	**–**	–	**54,090**	–
Net realised and unrealised gains on unlisted equity securities	**12,190**	116,474	**–**	–	**12,190**	116,474
Net gain/(loss) on disposal of property, plant and equipment	**40**	1,641	**–**	(636)	**40**	1,005
Net exchange gain/(loss)	**88,578**	162,016	**–**	(554)	**88,578**	161,462
Others	**(1,279)**	(6,952)	**–**	85	**(1,279)**	(6,867)
	225,993	368,930	**–**	61,652	**225,993**	430,582

6 PROFIT BEFORE TAXATION

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

(a) Finance costs

	Continuing operations		Discontinued operation		Total	
	2019	2018	**2019**	2018	**2019**	2018
		(Note)		*(Note)*		*(Note)*
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Interest on bank and other loans	**261,652**	161,411	**–**	–	**261,652**	161,411
Interest on lease liabilities	**5,105**	–	**–**	–	**5,105**	–
Interest on related party loans	**111,773**	92,093	**–**	–	**111,773**	92,093
Accrued interest on significant financing component of contract liabilities	**10,812**	–	**–**	–	**10,812**	–
Total interest expense	**389,342**	253,504	**–**	–	**389,342**	253,504
Less: amount capitalised*	**(120,610)**	(78,443)	**–**	–	**(120,610)**	(78,443)
	268,732	175,061	**–**	–	**268,732**	175,061

Note: The Group has initially applied HKFRS 16 at 1 January 2019. Under the modified retrospective approach applied, the comparative information is not restated in this respect.

* The borrowing costs have been capitalised at a weighted average rate of 4.38% per annum (2018: 3.81%).

(b) Staff costs

	Continuing operations		Discontinued operation		Total	
	2019	2018	**2019**	2018	**2019**	2018
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Contributions to defined contribution retirement plan	**23,650**	20,323	**–**	2,611	**23,650**	22,934
Salaries, wages and other benefits	**361,875**	274,771	**–**	53,702	**361,875**	328,473
	385,525	295,094	**–**	56,313	**385,525**	351,407

(c) Other items

	Continuing operations		Discontinued operation		Total	
	2019	2018	**2019**	2018	**2019**	2018
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Amortisation of intangible assets	**9,392**	1,027	**–**	16	**9,392**	1,043
Depreciation						
– owned property, plant and equipment*	**203,798**	298,358	**–**	3,533	**203,798**	301,891
– right-of-use assets*	**139,226**	–	**–**	–	**139,226**	–
	343,024	298,358	**–**	3,533	**343,024**	301,891
Impairment losses/(Reversal of impairment losses)						
– trade and other receivables	**1,085**	(3,082)	**–**	(71)	**1,085**	(3,153)
– finance lease receivables	**2,929**	3,541	**–**	–	**2,929**	3,541
	4,014	459	**–**	(71)	**4,014**	388

	2019	2018
	RMB'000	*RMB'000*
Total minimum lease payments for leases previously classified as operating leases under HKAS 17*	**–**	24,748
Rentals receivable from investment properties less direct outgoings of RMB23,457,000 (2018: RMB11,773,000)	**(181,793)**	(153,076)
Cost of inventories#	**1,089,777**	1,159,375

* The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated.

\# Cost of inventories includes RMB256,673,000 (2018: RMB257,000,000) relating to staff costs, depreciation and amortisation expenses, and lease expenses, which amount is also included in the respective total amounts disclosed separately above or in note 6(b) for each of these types of expenses.

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

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

	Continuing operations		Discontinued operation		Total	
	2019	2018	**2019**	2018	**2019**	2018
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Current tax						
Provision for corporate income tax ("CIT") for the year	**67,324**	80,202	**–**	19,302	**67,324**	99,504
Under/(over)- provision in respect of prior years	**17,527**	(25,594)	**–**	(608)	**17,527**	(26,202)
	84,851	54,608	**–**	18,694	**84,851**	73,302
PRC LAT	**306,245**	182,050	**–**	–	**306,245**	182,050
	391,096	236,658	**–**	18,694	**391,096**	255,352
Deferred tax						
Origination and reversal of temporary differences	**(36,582)**	(29,760)	**–**	789	**(36,582)**	(28,971)
	354,514	206,898	**–**	19,483	**354,514**	226,381

(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 (2018: Nil).

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the year ended 31 December 2019 and 2018.

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% (2018: 25%).

Additionally, a 10% withholding tax is levied for income derived from or accruing in the PRC. However, as for the dividend income, due 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, associates and joint ventures to Hong Kong holding companies of the Group are subject to 5% withholding income tax since 1 January 2008 and onwards.

(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.

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

	Continuing operations		Discontinued operation		Total	
	2019	2018	**2019**	2018	**2019**	2018
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Profit before taxation	**604,120**	1,065,453	**–**	87,755	**604,120**	1,153,208
Notional tax on profit before taxation, calculated at the PRC CIT rate of 25%	**151,030**	266,363	**–**	21,939	**151,030**	288,302
Tax effect of tax rate difference	**(2)**	786	**–**	(5,926)	**(2)**	(5,140)
Tax effect of non-deductible expenses	**86,518**	63,099	**–**	4,184	**86,518**	67,283
Tax effect of non-taxable income	**(140,935)**	(260,585)	**–**	(106)	**(140,935)**	(260,691)
Tax effect of temporary difference not recognised	**24,775**	27,064	**–**	–	**24,775**	27,064
Tax effect of temporary difference not previously recognised	**(14,083)**	(772)	**–**	–	**(14,083)**	(772)
Under/(over)-provision in respect of prior years	**17,527**	(25,594)	**–**	(608)	**17,527**	(26,202)
	124,830	70,361	**–**	19,483	**124,830**	89,844
PRC LAT	**306,245**	182,050	**–**	–	**306,245**	182,050
Tax effect of PRC LAT	**(76,561)**	(45,513)	**–**	–	**(76,561)**	(45,513)
	229,684	136,537	**–**	–	**229,684**	136,537
Income tax expense	**354,514**	206,898	**–**	19,483	**354,514**	226,381

8 DIVIDENDS

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

	2019	2018
	RMB'000	*RMB'000*
Final dividend proposed after the end of the reporting period of HK1.25 cents per ordinary share (equivalent to RMB1.12 cents per ordinary share) (2018: HK22.00 cents per ordinary share (equivalent to RMB19.28 cents per ordinary share))	**8,380**	144,285

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

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

	2019	2018
	RMB'000	*RMB'000*
Final dividend in respect of the previous financial year, approved and paid during the year, of HK22.00 cents per ordinary share (equivalent to RMB19.71 cents per ordinary share) (2018: HK48.00 cents per ordinary share (equivalent to RMB40.47 cents per ordinary share))	**144,829**	302,855
Final dividend in respect of the previous financial year, approved and paid during the year, of HK$Nil cents per convertible preference share (equivalent to RMBNil cents per convertible preference share) (2018: HK20.25 cents per convertible preference share (equivalent to RMB16.23 cents per convertible preference share))	**–**	15,576
	144,829	318,431

9 EARNINGS PER SHARE

(a) Basic earnings per share

(i) Profit attributable to ordinary shareholders of the Company (basic)

	Continuing operations		**Discontinued operation**		**Total**	
	2019	2018	**2019**	2018	**2019**	2018
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Profit for the year, attributable to equity holders of the Company	**266,961**	730,430	**–**	68,272	**266,961**	798,702
Less: Profit attributable to the shareholders of perpetual capital securities	**(238,615)**	(228,694)	**–**	–	**(238,615)**	(228,694)
Profit attributable to the shareholders of convertible preference shares	**–**	(15,576)	**–**	–	**–**	(15,576)
Profit attributable to ordinary shareholders (basic)	**28,346**	486,160	**–**	68,272	**28,346**	554,432

(ii) Weighted average number of ordinary shares (basic)

	2019	2018
	'000	*'000*
Issued ordinary shares at 1 January	**748,366**	652,366
Effect of conversion of convertible preference shares	**–**	65,753
Weighted average number of ordinary shares at 31 December	**748,366**	718,119

(b) Diluted earnings per share

(i) Profit attributable to ordinary shareholders of the Company (diluted)

	Continuing operations		Discontinued operation		Total	
	2019	2018	**2019**	2018	**2019**	2018
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Profit attributable to ordinary shareholders (basic)	**28,346**	486,160	**–**	68,272	**28,346**	554,432
Preference shares dividends saving on conversion of convertible preference shares	**–**	15,576	**–**	–	**–**	15,576
Profit attributable to ordinary shareholders (diluted)	**28,346**	501,736	**–**	68,272	**28,346**	570,008

(ii) Weighted average number of ordinary shares (diluted)

	2019	2018
	'000	*'000*
Weighted average number of ordinary shares at 31 December	**748,366**	718,119
Effect of dilutive potential ordinary shares arising from convertible preference shares	**–**	30,247
Weighted average number of ordinary shares (diluted) at 31 December	**748,366**	748,366

10 TRADE AND OTHER RECEIVABLES

	2019	2018
	RMB'000	*RMB'000*
Trade debtors and bills receivable		
– Amounts due from fellow subsidiaries	**16,345**	6,974
– Amounts due from third parties	**13,630**	42,129
Less: allowance for doubtful debts	**(1,095)**	(1,545)
	28,880	47,558
Other receivables:		
– Amounts due from associates (note i)	**95,360**	583,227
– Amounts due from intermediate parents	**–**	1,157
– Amounts due from fellow subsidiaries	**17,007**	15,385
– Amounts due from other related parties	**–**	9,444
– Amounts due from third parties	**64,384**	212,568
Less: allowance for doubtful debts	**(12,717)**	(11,182)
	164,034	810,599
Financial assets measured at amortised cost	**192,914**	858,157
Deposits and prepayments *(note ii)*	**688,769**	366,574
	881,683	1,224,731

Presenting as:

	2019	2018
	RMB'000	*RMB'000*
Non-current assets *(note iii)*	**1,623**	2,476
Current assets	**880,060**	1,222,255
	881,683	1,224,731

(i) Except for amounts of RMB16,891,000 (2018: RMB437,872,000) which are interest bearing at 2.5% (2018: 2.5% to 6%) per annum, the amounts due from associates, intermediate parents, fellow subsidiaries and other related parties are unsecured, non-interest bearing and repayable on demand.

(ii) During the year ended 31 December 2018, the Group entered into one land grant contract for acquisition of the land in the PRC. As at 31 December 2018, a total consideration of RMB204,000,000 was paid and recognised as deposit for the acquisition of the land. During the year ended 31 December 2019, the acquisition of the land was completed and respective land use right certificate was obtained.

During the year ended 31 December 2019, the Group entered into one land grant contract for acquisition of the land in the PRC and as at 31 December 2019, a total consideration of RMB510,000,000 was paid and recognised as deposit for the acquisition of the land.

(iii) Apart from prepayment of RMB1,623,000 under non-current assets (2018: RMB2,476,000) is expected to be recovered after one year, all of the trade and other receivables are expected to be recovered within one year.

Ageing analysis

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

	2019	2018
	RMB'000	*RMB'000*
Within 1 year	**28,734**	45,809
1 to 2 years	**146**	890
2 to 3 years	**–**	859
	28,880	47,558

11 TRADE AND OTHER PAYABLES

	2019 *RMB'000*	2018 *RMB'000*
Trade creditors and bills payable:		
– Amounts due to fellow subsidiaries	**24,058**	23,311
– Amounts due to third parties	**1,162,468**	1,158,482
	1,186,526	1,181,793
Other payables and accruals:		
– Amounts due to associates	**132,431**	132,431
– Amounts due to joint ventures	**210,932**	195,087
– Amount due to the intermediate parent	**45,514**	–
– Amounts due to fellow subsidiaries	**331,014**	311,956
– Amount due to other related party	**249,900**	–
– Amounts due to third parties (note i)	**535,187**	612,711
	1,504,978	1,252,185
Interest payables:		
– Amount due to an associate	**36,417**	32,876
– Amount due to a joint venture	**7,686**	–
– Amounts due to intermediate parents	**21,369**	23,717
– Amounts due to fellow subsidiaries	**71**	57,723
– Amounts due to other related parties	**13,737**	–
– Amounts due to third parties	**29,915**	17,674
	109,195	131,990
Financial liabilities measured at amortised cost	**2,800,699**	2,565,968
Deposits *(note ii)*	**74,437**	91,478
	2,875,136	2,657,446

Notes:

(i) Chengdu OCT, a subsidiary of the Group, received advances amounting to RMB550,000,000 for construction of infrastructure facilities in previous years. As at 31 December 2019, the balance of the advances received deducting the carrying amount of the related infrastructure facilities was RMB135,742,000 (2018: RMB145,394,000), which was included in other payables.

(ii) At 31 December 2019, deposits of RMB73,558,000 (2018: RMB55,591,000) are expected to be settled after more than one year. All of the other payables and accrued expenses and deposits are expected to be settled within one year.

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade creditors and bills payable (which are included in trade and other payables), based on the invoice date, is as follows:

	2019	2018
	RMB'000	*RMB'000*
Within 1 year	**1,118,073**	1,101,819
1 to 2 years	**33,552**	20,956
2 to 3 years	**2,640**	31,041
Over 3 years	**32,261**	27,977
	1,186,526	1,181,793

AUDIT COMMITTEE

The Audit Committee has reviewed with the management of the Company the accounting principles and practices adopted by the Group, the internal control procedures, and the audited results of the Company for the year ended 31 December 2019, and has met with the external auditors and discussed the financial matters of the Group that arose during the course of audit for the year ended 31 December 2019. The Audit Committee has confirmed the audited annual results of the Group for the year ended 31 December 2019 (the "**2019 Annual Results**") set out in this announcement.

EXPLANATIONS ON THE DIFFERENCES BETWEEN THE UNAUDITED ANNUAL RESULTS AND THE AUDITED ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2019

The auditing process for the annual results for the year ended 31 December 2019 had not been completed as at the date of the Unaudited Results Announcement of the Company published on 31 March 2020. As the audit of the annual results of the Company for the year ended 31 December 2019 has now been completed, the Company advises that the shareholders and potential investors shall pay attention to the differences between the financial information of the unaudited annual results and the financial information of the audited annual results (the "**Differences**"). In this connection, the Company hereby sets out in this announcement the details and reasons for the Differences in accordance with Rule 13.49(3)(ii)(b) of the Listing Rules.

As the Board proposes the payment of a final dividend of HK$1.25 cents per ordinary share for the year ended 31 December 2019 (for further details, please refer to the paragraph headed "Proposed Final Dividend and Closure of Register" in this announcement), the subparagraph under "8. Dividends" of the note on page 18 of the Unaudited Results Announcement "(i) The Board will consider whether to propose the payment of a final dividend for the year ended 31 December 2019 after the audited financial statements is available." shall be deleted in its entirety and be replaced by the following:

"(i) Dividends payable to equity shareholders of the Company attributable to the year:

	2019	2018
	RMB'000	*RMB'000*
Final dividend proposed after the end of the reporting period of HK$1.25 cents per ordinary share (equivalent to RMB1.12 cents per ordinary share) (2018: HK$22.00 cents per ordinary share (equivalent to RMB19.28 cents per ordinary share))	**8,380**	144,285

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period."

Save as disclosed above, the financial information set out in the Unaudited Results Announcement remains unchanged.

PROPOSED FINAL DIVIDEND AND CLOSURE OF REGISTER

The register of members of the Company will be closed from 16 June 2020 to 19 June 2020 (both days included), for the purpose of determining the list of shareholders entitled to attend the forthcoming annual general meeting (the "**Annual General Meeting**"), during which period no transfer of shares of the Company will be registered. In order to qualify for attending the Annual General Meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 15 June 2020.

The Board proposes the payment of a final dividend (the "**Final Dividend**") of HK$1.25 cents per share to shareholders whose names appear on the register of members of the Company on 30 June 2020. The register of members will be closed from 26 June 2020 to 30 June 2020, both days included. The proposed Final Dividend is expected to be paid on 9 July 2020. The payment of the Final Dividend shall be subject to the approval of the shareholders at the Annual General Meeting to be held on 19 June 2020. In order to be qualified for the proposed Final Dividend, shareholders shall deliver share certificates together with transfer documents to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 24 June 2020.

Save as disclosed in this announcement, all the information set out in the Unaudited Results Announcement remains unchanged. For details of the management discussion and analysis of the 2019 Annual Results and other information of the Group, please refer to pages 23 to 38 of the Unaudited Results Announcement.

SCOPE OF WORK OF THE EXTERNAL AUDITORS OF THE COMPANY

The financial figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, and the related notes thereto for the year ended 31 December 2019 as set out in this announcement have been compared by the Group's external auditors, KPMG, Certified Public Accountants, to the amounts set out in the Group's audited consolidated financial statements for the Year and the amounts were found to be in agreement. The work performed by KPMG in this respect did not constitute an assurance engagement in accordance with the Hong Kong Standards on Auditing, the Hong Kong Standards on Review Engagements, or the Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants, and consequently no assurance has been expressed by KPMG in this results announcement.

PUBLICATION OF ANNUAL REPORT

This announcement is published on the websites of the Company (www.oct-asia.com) and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (www.hkexnews.com.hk). The 2019 annual report containing all the information required by the Listing Rules will be despatched to the shareholders and published on the websites of the Stock Exchange and the Company before 15 May 2020.

By the order of the Board
Overseas Chinese Town (Asia) Holdings Limited
He Haibin
Chairman

Hong Kong, 27 April 2020

As at the date of this announcement, the Board of the Company comprises seven Directors, including three executive Directors namely Mr. He Haibin, Ms. Xie Mei and Mr. Lin Kaihua; one non-executive Director namely Mr. Zhang Jing; three independent non-executive Directors namely Ms. Wong Wai Ling, Mr. Lam Sing Kwong Simon and Mr. Chu Wing Yiu.