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)

DISCLOSEABLE TRANSACTION FURTHER DISPOSAL OF LISTED SECURITIES IN TONGCHENG-ELONG

THE SECOND DISPOSAL

Reference is made to the announcement of the Company dated 28 August 2020 in relation to the disposal of an aggregate of 5,919,600 Tongcheng-Elong Shares on-market by City Legend, a wholly-owned subsidiary of the Company, in a series of transactions between 27 August 2020 and 28 August 2020. The Board announces that City Legend further disposed on-market an aggregate of 5,192,800 Tongcheng-Elong Shares in a series of transactions between 31 August 2020 and 11 November 2020, at the average selling price of HK$14.68 per Tongcheng-Elong Share. The aggregate gross sale proceeds from the Second Disposal were approximately HK$76.2 million (approximately RMB64.8 million) (excluding transaction costs).

LISTING RULE IMPLICATIONS

Since the Second Disposal was conducted within 12 months of the completion of the First Disposal, the First Disposal and the Second Disposal were required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio calculated pursuant to Chapter 14 of the Listing Rules in respect of each of (i) the Second Disposal (standing alone); and (ii) the First Disposal and the Second Disposal (in aggregate) exceeds 5% but less than 25%, each of (i) the Second Disposal (standing alone); and (ii) the First Disposal and the Second Disposal (in aggregate) constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements, but is exempt from the circular and Shareholders' approval requirements, under Chapter 14 of the Listing Rules.

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As the Second Disposal was made on the market, the Company is not aware of the identities of the purchasers of the Tongcheng-Elong Shares. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the purchasers of the Tongcheng-Elong Shares and their ultimate beneficial owners are Independent Third Parties.

Assets disposed

The Group disposed of a total of 5,192,800 Tongcheng-Elong Shares at the average selling price of HK$14.68 per Tongcheng-Elong Share. Before the Second Disposal, the Group held a total of 100,159,880 Tongcheng-Elong Shares, representing approximately 4.62% of the issued share capital of Tongcheng-Elong (calculated based on the 2,168,788,091 Tongcheng-Elong Shares issued by Tongcheng-Elong as at 30 October 2020 according to the monthly return of Tongcheng-Elong dated 5 November 2020). After the Second Disposal, the Group will hold 94,967,080 Tongcheng-Elong Shares, representing approximately 4.38% of the issued share capital of Tongcheng-Elong as at 30 October 2020.

Consideration

The aggregate gross sale proceeds of the Second Disposal were approximately HK$76.2 million (approximately RMB64.8 million) (excluding transaction costs), which is receivable in cash on settlement. The consideration for the Second Disposal represented the market price of the Tongcheng-Elong Shares at the time of the Second Disposal.

INFORMATION OF THE GROUP AND CITY LEGEND

The Company is an investment holding company and the Group is principally engaged in comprehensive development, equity investment and fund management businesses. The comprehensive development business involves the development and sale of residential properties, the development and management of commercial properties, and the development and operation of tourism projects. The equity investment and fund management business involves private equity investments.

City Legend is a wholly-owned subsidiary of the Company, and is incorporated under the laws of Hong Kong with limited liability. It is principally engaged in investment holding.

INFORMATION ON TONGCHENG-ELONG

Tongcheng-Elong is an exempted company incorporated in the Cayman Islands with limited liability. It is principally engaged in the provision of travel products and services in the PRC's online travel industry. Their products and services include accommodation reservation, transportation ticketing, attractions ticketing and various ancillary value-added products and services.

The following financial information of Tongcheng-Elong is extracted from the annual report of Tongcheng-Elong for the year ended 31 December 2018 and 31 December 2019, and the interim report of Tongcheng-Elong for the six months ended 30 June 2020:

	For the year ended 31 December		**For the six months ended**
	2018	**2019**	**30 June 2020**
	(audited)	*(audited)*	*(unaudited)*
	RMB'000	*RMB'000*	*RMB'000*
Profit before tax	601,526	881,511	56,993
Profit after tax	534,539	686,522	55,128

The unaudited net assets of Tongcheng-Elong as at 30 June 2020 as disclosed in the interim report of Tongcheng-Elong for the year ended 30 June 2020 was approximately RMB13,414,564,000.

REASONS FOR AND BENEFIT OF THE SECOND DISPOSAL

As a result of the Second Disposal, the Group is expected to recognise a gain before taxation of approximately RMB11 million included in the other comprehensive income which is calculated on the basis of the difference between the acquisition price and the disposal price (exclusive of transaction costs) of the Tongcheng-Elong Shares. The Board intends to apply the net proceeds from the Second Disposal as working capital.

The Second Disposal was made at market price and the Board is of the view that the Second Disposal is conducted in the ordinary course of the Group's equity investment and fund management business. The Second Disposal is fair and reasonable and on normal commercial terms. The Board considers that the Second Disposal is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Since the Second Disposal was conducted within 12 months of the completion of the First Disposal, the First Disposal and the Second Disposal were required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio calculated pursuant to Chapter 14 of the Listing Rules in respect of each of (i) the Second Disposal (standing alone); and (ii) the First Disposal and the Second Disposal (in aggregate) exceeds 5% but less than 25%, each of (i) the Second Disposal (standing alone); and (ii) the First Disposal and the Second

Disposal (in aggregate) constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements, but is exempt from the circular and Shareholders' approval requirements, under Chapter 14 of the Listing Rules.

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"Board"	the board of directors of the Company
"City Legend"	City Legend International Limited (華昌國際有限公司), a company incorporated in Hong Kong with limited liability and is a wholly-owned subsidiary of the Company
"Company"	Overseas Chinese Town (Asia) Holdings Limited (華僑城(亞洲)控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Directors"	the directors of the Company
"First Disposal"	the disposal by the Company of an aggregate of 5,919,600 Tongcheng-Elong Shares on-market in a series of transactions between 27 August 2020 and 28 August 2020
"Group"	the Company and its subsidiaries as at the date of this announcement
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	parties independent of and not connected with the Company and its connected persons
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan

"RMB"	Renminbi, the lawful currency of the PRC
"Second Disposal"	the disposal by the Company of an aggregate of 5,192,800 Tongcheng-Elong Shares on-market in a series of transactions between 31 August 2020 and 11 November 2020
"Share(s)"	the share(s) of the Company
"Shareholder(s)"	the shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Tongcheng-Elong"	Tongcheng-Elong Holdings Limited (同程藝龍控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 0780)
"Tongcheng-Elong Shares"	the shares of Tongcheng-Elong
"%"	per cent

By the order of the Board
Overseas Chinese Town (Asia) Holdings Limited
Zhang Dafan
Chairman

Hong Kong, 11 November 2020

Unless otherwise specified in this announcement, the exchange rate of HK$1.00 = RMB0.85 has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at such a rate or at any other rates.

As at the date of this announcement, the Board comprises seven Directors, namely: Mr. Zhang Dafan, Ms. Xie Mei and Mr. Lin Kaihua as executive Directors; Mr. Wang Wenjin as non-executive Director; and Ms. Wong Wai Ling, Mr. Lam Sing Kwong Simon and Mr. Chu Wing Yiu as independent non-executive Directors.