

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 24 August 2009 (the “Prospectus”) issued by Oriental City Group Holdings Limited (the “Company”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Shares thereby being offered.



**LISTING ON THE GROWTH ENTERPRISE MARKET  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED  
BY WAY OF PLACING**

<b>Number of Placing Shares</b>	<b>:</b>	<b>150,000,000 new Shares (subject to the Offer Size Adjustment Option)</b>
<b>Placing Price</b>	<b>:</b>	<b>Not more than HK\$0.33 per Share and not less than HK\$0.23 per Share (payable in full upon application, plus brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%)</b>
<b>Nominal Value</b>	<b>:</b>	<b>HK\$0.01 each</b>
<b>Board Lot</b>	<b>:</b>	<b>10,000 Shares</b>
<b>Stock Code</b>	<b>:</b>	<b>8325</b>

**Sponsor and Joint Lead Manager**



**SBI E2-Capital (HK) Limited**

**Sole Bookrunner and  
Joint Lead Manager**



**KINGSTON SECURITIES LIMITED**

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**The Placing is managed by Kingston Securities on a best-efforts basis and is not underwritten. Should the gross amount of proceeds raised under the Placing be less than HK\$34,500,000 (being 150,000,000 Placing Shares times the lowest Placing Price of HK\$0.23 per Placing Share) by the Price Determination Time, the Placing will not proceed.**

Copies of the Prospectus as required by the GEM Listing Rules and the Companies Ordinance are available, for information purposes only, at the offices of (i) SBI E2-Capital (HK) Limited at Unit A2, 32/F, United Centre, 95 Queensway, Hong Kong; (ii) Kingston Securities at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong; (iii) Fordjoy Securities and Futures Limited at 10/F, Lin Fook House, 3 Jardine’s Crescent, Causeway Bay, Hong Kong; and (iv) Oriental City Group Holdings Limited at Room 505, 5th Floor, Nan Fung Tower, No. 173 Des Voeux Road Central & Nos. 84-86 Connaught Road Central, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. up to and including 26 August 2009.

Pursuant to the Placing Agreement which was entered into on or before the Price Determination Time, the Company is offering 150,000,000 new Shares (subject to the Offer Size Adjustment Option) for subscription by way of the Placing, on and subject to the terms and conditions set out in the Prospectus.

Application has been made to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued as described in the Prospectus, including any Shares which may fall to be issued upon the exercise of any options that may be granted under the Share Option Scheme. Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on 28 August 2009.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Placing” in the section headed “Structure and conditions of the Placing” in the Prospectus. Prospective investors of the Placing Shares should note that the Joint Lead Managers (for themselves and on behalf of the Co-lead Manager) are entitled to terminate its obligations under the Placing Agreement by notice in writing to the Company, upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Structure and Conditions of the Placing ” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the conditions of the Placing as mentioned therein are not fulfilled or waived on or before such dates and times, the Placing will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the GEM website on the next business day following the date of such lapse.

Subject to the granting by the GEM Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from the Listing Date or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price will be fixed by an agreement expected to be entered into between the Company and Kingston Securities (for itself and on behalf of the other Joint Lead Manager and the Co-lead Manager) on or before the Price Determination Time which is currently scheduled at or before 5:00 p.m. on 26 August 2009. If the Company and Kingston Securities (for itself and on behalf of the other Joint Lead Manager and the Co-lead Manager) are unable to reach an agreement on the Placing Price by the Price Determination Time, the Placing will not become unconditional and will lapse.

The Placing Price will not be higher than HK\$0.33 per Share, and is currently expected to be not lower than HK\$0.23 per Share.

The announcement of the determination of the Placing Price, the level of indications of interests in the Placing and the basis of allocations of the Placing Shares will be published on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.ocg.com.hk](http://www.ocg.com.hk) on 27 August 2009.

By order of the Board  
**Oriental City Group Holdings Limited**  
**Yu Chun Fai**  
*Chairman*

*Executive Director:*

Mr. Yu Chun Fai

*Non-executive Director:*

Ms. Wong Lai Chun

*Independent non-executive Directors:*

Mr. Tsang Siu Tung

Mr. Chan Wing Cheung, Joseph

Mr. Chan Chun Wai

Hong Kong, 24 August 2009

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement and a copy of the Prospectus will remain on the GEM website at <http://www.hkgem.com> and in this case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.ocg.com.hk](http://www.ocg.com.hk).*