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CLARIFICATION ANNOUNCEMENT REGARDING RESIGNATION OF DIRECTORS

The Board would like to clarify certain information contained in the Announcement dated 25 March 2011.

Reference is made to the announcement (the “**Announcement**”) of Oriental City Group Holdings Limited (the “**Company**”) dated 25 March 2011, in relation to, among other things, the resignation of Ms. Wong Lai Chun (“**Ms. Wong**”) as non-executive Director, Mr. Chan Wing Cheung Joseph (“**Mr. Chan**”) as independent non-executive Director and Mr. Tsang Siu Tong (“**Mr. Tsang**”) as independent non-executive Director with effect from 25 March 2011 and the composite offer and response document dated 3 March 2011 (the “**Composite Document**”) issued jointly by Tian Li Holdings Limited (the “**Offeror**”) and the Company, in relation to, among other things, the Offer. Terms used herein shall have the same meanings as those defined in the Announcement and the Composite Document unless otherwise specified herein.

RESIGNATION OF DIRECTORS

The Board would like to clarify that the resignation of Ms. Wong as non-executive Director, Mr. Chan as independent non-executive Director and Mr. Tsang as independent non-executive Director were due to the change in control of the Company after the close of the Offer. For details of the arrangement of the Offeror, your attention is drawn to the section headed “Proposed change of composition of the Board” in the “Letter from Kingston Securities” of the Composite Document.

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

Hong Kong, 31 March 2011

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Yu Chun Fai, Mr. Cheng Nga Ming Vincent and Ms. Cheng Nga Yee, and three independent non-executive Directors, namely Mr. Chan Chun Wai, Mr. Lee Kin Fai and Mr. Chow King Lok.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.ocg.com.hk.