

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcement of Oriental City Group Holdings Limited (the “**Company**”) dated 4 November 2013 (the “**Announcement**”) in relation to, amongst other things, the entering into the Framework Agreement and the transactions contemplated thereunder. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

As disclosed in the Announcement, a circular (the “**Circular**”) containing, amongst other things, (i) further information on the Framework Agreement and the transactions contemplated thereunder; (ii) the accountants’ reports of the PRC Company and the Licence Company prepared by independent accountants; (iii) the valuation report prepared by the Independent Valuer; and (iv) a notice of the EGM, was expected to be despatched by the Company to the Shareholders on or before 25 November 2013. Given that (i) the parties to the Framework Agreement are consulting the relevant PRC governmental authority regarding approval of the proposed acquisition of the 30% interest in the Licence Company by the PRC Company, the result of which may or may not affect the relevant arrangements under the

Framework Agreement and the transactions contemplated thereunder (including the Control Agreements and the Loan Arrangement); and (ii) additional time is required to finalise the contents of the Circular, including financial information and valuation report, it is expected that the despatch of the Circular will be postponed to a date falling on or before 31 December 2013.

By order of the Board
Oriental City Group Holdings Limited
Cheng Nga Ming Vincent
Chairman

Hong Kong, 25 November 2013

As at the date of this announcement, the Board comprises (i) four executive Directors, namely, Mr. Cheng Nga Ming Vincent, Ms. Cheng Nga Yee, Mr. Cao Guoqi and Mr. Fung Weichang; (ii) one non-executive Director, namely, Mr. Zhang Huaqiao; and (iii) three independent non-executive Directors, namely, Mr. Lee Kin Fai, Mr. Wang Yiming and Mr. Lu Dongcheng.

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, 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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.ocg.com.hk.