

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

Number of Placing Shares	:	150,000,000 new Shares (subject to the Offer Size Adjustment Option)
Placing Price	:	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%)
Nominal Value	:	HK\$0.01 each
Board Lot	:	10,000 Shares
Stock code	:	8325

Sponsor and Joint Lead Manager



SBI E2-Capital (HK) Limited

**Sole Bookrunner and
Joint Lead Manager**



KINGSTON SECURITIES LIMITED

- The 150,000,000 Shares initially offered by the Company under the Placing were fully subscribed. The Offer Size Adjustment Option has not been exercised and has lapsed.
- 150,000,000 Shares have been conditionally allocated to a total of 151 selected professional, institutional and other investors.
- Of the 150,000,000 Placing Shares, 36,630,000 Placing Shares, representing approximately 24.42% of the total Placing Shares and approximately 6.10% of the enlarged issued share capital of the Company immediately after completion of the Placing have been allotted to a total of 12 placees, including Fordjoy Securities' directors, spouse of Fordjoy Securities' director, Substantial Shareholder of Fordjoy Securities, employees of Fordjoy Securities and spouse of Fordjoy Securities' employee, being connected client(s) (as defined under Rule 10.12(4) of the GEM Listing Rules) of Fordjoy Securities and Futures Limited, the Co-Lead Manager, and a distributor of the Placing. The Directors confirm that all placees under the Placing are independent of and not connected with any of the Directors, chief executive, Initial Management Shareholders, Significant Shareholders or Substantial Shareholders of the Company or any of its subsidiaries, and their respective associates, or save as aforesaid mentioned, any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.
- Immediately after completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company.
- Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Friday, 28 August 2009.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE

Pursuant to the Price Determination Agreement dated 26 August 2009, the Placing Price is agreed to be HK\$0.23 per Share (excluding brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$20,500,000. As set out and disclosed under section headed "Reasons for the Placing and Use of Proceeds" base on the Prospectus, the net proceeds base on the placing price at HK\$0.23 per share should be approximately HK\$21.5 million. The Directors intend to adjust the use of proceeds in the same manner and in the same proportion as shown in the Prospectus.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The Placing was fully subscribed for the 150,000,000 new Shares initially offered by the Company under the Placing. The Offer Size Adjustment Option has not been exercised and has lapsed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 150,000,000 Shares have been conditionally allocated to a total of 151 selected professional, institutional and other investors. The distribution of the Placing Shares is set out as below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of Placing Shares allocated (i.e. 150,000,000 Placing Shares)	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing (i.e. 600,000,000 Shares)
Top placee (<i>note</i>)	27,000,000	18.00%	4.50%
Top 5 placees	76,150,000	50.77%	12.69%
Top 10 placees	103,200,000	68.80%	17.20%
Top 25 placees	140,800,000	93.87%	23.47%

Number of Placing Shares Allocated

Number of placees

20,000 to 100,000	118
100,001 to 500,000	4
500,001 to 1,000,000	4
1,000,001 to 2,000,000	6
2,000,001 to 5,000,000	13
5,000,001 and above	6

Note: There was one top placee, who was conditionally allocated 27,000,000 Placing Shares under the Placing.

Of the 150,000,000 Placing Shares, 36,630,000 Placing Shares, representing approximately 24.42% of the total Placing Shares and approximately 6.10% of the enlarged issued share capital of the Company immediately after completion of the placing have been allotted to a total of 12 placees, including Fordjoy Securities' directors, spouse of Fordjoy Securities' director, Substantial Shareholder of Fordjoy Securities, employees of Fordjoy Securities and spouse of Fordjoy Securities' employee, being connected client(s) (as defined under Rule 10.12(4) of the GEM Listing Rules) of Fordjoy Securities and Futures Limited, the Co-Lead Manager and a distributor of placing. The Directors confirm that all placees under the Placing are independent of and not connected with any of the Directors, chief executive, Initial Management Shareholders, significant Shareholders or Substantial Shareholders of the Company or any of its subsidiaries, and their respective associates, or save as aforesaid mentioned, any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23 of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Immediately after completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as 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.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Thursday, 27 August 2009 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Joint Lead Managers, the Co-lead Manager, the placees or their agents (as the case may be). Prospective investors should note that the Joint Lead Managers (for themselves and on behalf of the Co-lead Manager) is entitled to terminate the Placing and the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the Listing Date upon 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" of the Prospectus at any time prior to 8:00 a.m. on the Listing Date. In the event that the Placing and the Placing Agreement are terminated, an announcement will be published by the Company on the GEM website and the Company's website at www.ocg.com.hk accordingly.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Friday, 28 August 2009. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the GEM website and the Company's website at www.ocg.com.hk. The Shares will be traded in board lots of 10,000 Shares each.

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, 26 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 the 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 aspects 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 will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for 7 days from the date of its posting. This announcement will also be posted on the Company's website at www.ocg.com.hk.