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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Oriental City Group Holdings Limited.*



**Tian Li Holdings Limited**  
*(Incorporated in the British Virgin Islands  
with limited liability)*

**Oriental City Group Holdings Limited**  
**奧思知集團控股有限公司**  
*(Incorporated in the Cayman Islands with  
limited liability)*  
(Stock code: 8325)

## **JOINT ANNOUNCEMENT**

### **(1) ACQUISITION OF SALE SHARES IN ORIENTAL CITY GROUP HOLDINGS LIMITED BY TIAN LI HOLDINGS LIMITED**

### **(2) UNCONDITIONAL MANDATORY CASH OFFER BY**



**KINGSTON SECURITIES LTD.**

**FOR AND ON BEHALF OF  
TIAN LI HOLDINGS LIMITED  
FOR ALL THE ISSUED SHARES IN  
ORIENTAL CITY GROUP HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED  
BY TIAN LI HOLDINGS LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT)**

**AND**

### **(3) RESUMPTION OF TRADING**

**Financial Adviser to  
Tian Li Holdings Limited**



**KINGSTON CORPORATE FINANCE LTD.**

## **THE S&P AGREEMENT**

Pursuant to the S&P Agreement dated 5 January 2011 entered into between the Purchaser and the Vendor, the Vendor agreed to sell and the Purchaser agreed to acquire 402,000,000 Shares, representing 67% of the entire issued share capital of the Company as at the date of this joint announcement. The consideration for the Sale Shares is HK\$40,200,000 (equivalent to HK\$0.1 per Sale Share) which was agreed between the Purchaser and the Vendor after arm's length negotiations. Completion of the S&P Agreement took place immediately after the signing of the S&P Agreement and the consideration for the Sale Shares was paid by the Purchaser to the Vendor in cash upon signing of the S&P Agreement.

## **UNCONDITIONAL MANDATORY CASH OFFER**

Immediately following Completion, the Offeror and parties acting in concert with it are interested in 429,000,000 Shares, representing 71.5% of the entire issued share capital of the Company as at the date of this joint announcement. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the Offer for all the issued Shares (other than those already owned by the Offeror and parties acting in concert with it).

Kingston Securities will make the Offer for and on behalf of the Offeror in compliance with the Takeovers Code on the following terms:—

For every Offer Share . . . . . HK\$0.1 in cash

The Offer Price of HK\$0.1 per Offer Share is the same as the price per Sale Share paid by the Offeror under the S&P Agreement.

The principal terms of the Offer are set out under the section headed “Unconditional Mandatory Cash Offer” in this joint announcement. Kingston Corporate Finance Limited has been appointed as the financial adviser to the Offeror in respect of the Offer and is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptances of the Offer.

## **GENERAL**

The Independent Board Committee comprising all the non-executive Directors has been established to advise the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to its acceptance. The Independent Financial Adviser will be appointed by the Company after approval by the Independent Board Committee to advise the Independent Board Committee in respect of the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to its acceptance.

It is the intention of the Offeror and the Company to combine the offer document with the offeree board circular from the Company in a composite offer document. In accordance with Rule 8.2 of the Takeovers Code, the composite offer document containing, among other things, (i) details of the Offer (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Offer, together with the relevant forms of acceptance and transfer, is required to be despatched to the Shareholders within 21 days of the date of this joint announcement.

## **SUSPENSION AND RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on GEM was suspended with effect from 9:30 a.m. on 6 January 2011 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on GEM with effect from 9:30 a.m. on 14 January 2011.

## **WARNING**

**Insofar as the Company is concerned, this joint announcement is made in compliance with the Takeovers Code for the sole purpose of informing the Shareholders of the fact that the Company has been informed that the Offer will be made. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendations of the Independent Board Committee in respect of the Offer and a letter of advice from the Independent Financial Adviser. Shareholders and potential investors are advised to exercise caution when dealings in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

## **THE S&P AGREEMENT**

On 5 January 2011, the Purchaser and the Vendor entered into the S&P Agreement in relation to the sale and purchase of the Sale Shares. The principal terms of the S&P Agreement are summarised below:

### **Date**

5 January 2011 (after trading hours)

### **Parties**

Vendor : Oriental City Group Asia Limited, which is an investment holding company incorporated in the BVI and a controlling shareholder of the Company holding 402,000,000 Shares immediately before Completion, representing 67% of the entire issued share capital of the Company as at the date of this joint announcement.

Purchaser : Tian Li Holdings Limited, which is an investment holding company incorporated in the BVI with limited liability. The Purchaser is legally and beneficially owned as to 70% by Mr. Cheng and as to 30% by Ms. Cheng. Immediately before Completion, the Purchaser and its associates are interested in 27,000,000 Shares, representing 4.5% of the entire issued share capital of the Company as at the date of this joint announcement.

### **Subject of the S&P Agreement**

Pursuant to the S&P Agreement dated 5 January 2011 entered into between the Purchaser and the Vendor, the Vendor agreed to sell and the Purchaser agreed to acquire 402,000,000 Shares, representing 67% of the entire issued share capital of the Company as at the date of this joint announcement.

The Sale Shares will be sold free from all Encumbrances together with all rights attaching thereto as at the Completion Date including but not limited to all dividends paid, declared or made on or after the Completion Date.

### **Consideration**

The consideration for the Sale Shares is HK\$40,200,000 (equivalent to HK\$0.1 per Sale Share) which was agreed between the Purchaser and the Vendor after arm's length negotiations and was paid by the Purchaser to the Vendor in cash upon signing of the S&P Agreement.

### **Completion**

The S&P Agreement is unconditional. Completion took place immediately after signing of the S&P Agreement.

## **UNCONDITIONAL MANDATORY CASH OFFER**

Immediately following Completion, the Offeror and parties acting in concert with it are interested in 429,000,000 Shares, representing 71.5% of the entire issued share capital of the Company as at the date of this joint announcement. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the Offer for all the issued Shares (other than those already owned by the Offeror and parties acting in concert with it).

As at the date of this joint announcement, there are 600,000,000 Shares in issue. The Company has no outstanding options, warrants or convertible or exchangeable securities carrying rights to subscribe for, convert or exchange, into Shares.

### **Principal terms of the Offer**

Kingston Securities will make the Offer for and on behalf of the Offeror in compliance with the Takeovers Code on the following terms:—

For every Offer Share . . . . . HK\$0.1 in cash

The Offer Price of HK\$0.1 per Offer Share is the same as the price per Sale Share paid by the Offeror under the S&P Agreement.

### **Comparison of value**

The Offer Price of HK\$0.1 is equal to the price per Sale Share paid by the Offeror under the S&P Agreement and represents:

- (i) a discount of approximately 80.4% to the closing price of HK\$0.510 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 80.4% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the 5 consecutive Trading Days up to and including the Last Trading Day of HK\$0.510 per Share;
- (iii) a discount of approximately 80.7% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the 10 consecutive Trading Days up to and including the Last Trading Day of HK\$0.517 per Share; and
- (iv) a premium of approximately 180.9% over the unaudited consolidated net asset value of the Group of approximately HK\$0.0356 per Share as at 30 September 2010 (based on the unaudited consolidated accounts of the Company for the six months ended 30 September 2010 and the number of Shares in issue as at the date of this joint announcement).

## **Highest and lowest Share prices**

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period immediately preceding the date of this joint announcement were HK\$1.30 per Share (on 30 September 2010) and HK\$0.40 per Share (on 4 and 5 August 2010) respectively.

## **Value of the Offer**

On the basis of the Offer Price of HK\$0.1 per Offer Share and 600,000,000 Shares in issue as at the date of this joint announcement, the entire issued share capital of the Company is valued at HK\$60,000,000. Excluding the 402,000,000 Sale Shares having been acquired by the Offeror pursuant to the S&P Agreement and 27,000,000 Shares already been owned by the Offeror and parties acting in concert with it, 171,000,000 Shares will be subject to the Offer and are valued at HK\$17,100,000 based on the basis of the Offer Price.

## **Financial resources available for the Offer**

The financial resources of the Offeror to fund the Offer, amounting to an aggregate of HK\$17,100,000 are financed by the Facility granted by Kingston Securities.

Kingston Corporate Finance Limited has been appointed as the financial adviser to the Offeror in respect of the Offer and is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptances of the Offer.

## **Effect of accepting the Offer**

By accepting the Offer, Shareholders will sell their Shares to the Offeror free from all Encumbrances and with all rights attached to them, as at the Completion Date, including but not limited to the rights to receive all dividends and distribution declared, paid or made, if any, on or after the Completion Date.

## **Dealings and interests in the Company's securities**

Kingston Securities and its ultimate beneficial owners are independent third parties not connected with the Offeror or any of its connected persons save to the extent that, by virtue of the provision of the Facility to the Offeror, Kingston Securities is presumed to be a party acting in concert with the Offeror under the Takeovers Code.

Save for the acquisition of the Sale Shares under the S&P Agreement and the entering into of the Placing Agreement, none of the Offeror nor parties acting in concert with it has dealt in the Shares and any outstanding options, derivatives, warrants or other securities convertible into Shares during the six-month period prior to the date of this joint announcement. As at the date of this joint announcement, the Offeror and parties acting in concert with it have not entered into any arrangements or contracts in relation to the outstanding derivatives in respect of securities in the Company nor have any of its

members borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company. As at the date of this joint announcement, save for the Sale Shares held by the Offeror and the 27,000,000 Shares already owned by the Offeror and its associates, the Offeror and parties acting in concert with it do not hold, own or control any Shares, outstanding options, derivatives, warrants or other securities convertible or exchangeable into Shares.

### **Stamp duty**

In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by relevant Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the cash amount payable by the Offeror on behalf of the relevant Shareholder accepting the Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of relevant Independent Shareholders accepting the Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

### **Payment**

Payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event within 10 days of the date on which the relevant documents of title are received by the Offeror to render each such acceptance complete and valid.

### **Other arrangements**

As at the date of this joint announcement, (i) there is no arrangement (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offer; (ii) save for the S&P Agreement, there is no agreement or arrangement to which the Offeror is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer; (iii) none of the Offeror nor parties acting in concert with it has received any irrevocable commitment to accept the Offer; and (iv) none of the Offeror nor parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

### **Overseas Shareholders**

The Offer will be in respect of securities of a company incorporated in the Cayman Islands and will be subject to the procedural and disclosure requirements of Hong Kong, which may be different from other jurisdictions. Shareholders who wish to participate in the Offer but with registered address outside Hong Kong will also be subject to, and may be limited by, the laws and regulations of their respective jurisdictions in connection with their participation in the Offer.

Shareholders who have registered addresses outside Hong Kong and wish to accept the Offer should satisfy themselves as to the full observance of the applicable laws and regulations of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer of other taxes due by such accepting Shareholders in respect of such jurisdiction).

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before the Completion; (ii) immediately following the Completion and before completion of the Placing Agreement, and (iii) immediately following the Completion and completion of the Placing Agreement:

Shareholders	Immediately before Completion		Immediately following the Completion and before completion of the Placing Agreement		Immediately following the Completion and completion of the Placing Agreement	
	<i>Approximate%</i>		<i>Approximate%</i>		<i>Approximate%</i>	
	<i>Number of Shares</i>	<i>of issued Shares</i>	<i>Number of Shares</i>	<i>of issued Shares</i>	<i>Number of Shares</i>	<i>of issued Shares</i>
The Vendor ( <i>Note 1</i> )	402,000,000	67.0%	–	–	–	–
Offeror and parties acting in concert with it	27,000,000	4.5%	429,000,000	71.5%	420,000,000	70.0%
Mr. Yu Chun Fai ( <i>Note 2</i> )	24,000,000	4.0%	24,000,000	4.0%	24,000,000	4.0%
Ms. Wong Lai Chun ( <i>Note 3</i> )	6,000,000	1.0%	6,000,000	1.0%	6,000,000	1.0%
Sub-total	459,000,000	76.5%	459,000,000	76.5%	450,000,000	75.0%
Public Shareholders	141,000,000	23.5%	141,000,000	23.5%	150,000,000	25.0%
Total	<u>600,000,000</u>	<u>100.0%</u>	<u>600,000,000</u>	<u>100.0%</u>	<u>600,000,000</u>	<u>100.0%</u>

*Notes:*

- These Shares were held by Oriental City Group Asia Limited which is in turn wholly-owned by Oriental City Group International Limited, a company wholly-owned by Oriental City Group plc, a company having its entire issued share capital listed on the quoted market of The PLUS Stock Exchange in the United Kingdom.
- Mr. Yu Chun Fai is an executive Director and the chairman of the Company and is personally interested in 24,000,000 Shares.
- Ms. Wong Lai Chun is a non-executive Director and is personally interested in 6,000,000 Shares.



As at the date of this joint announcement, the Company has no outstanding options, warrants or convertible or exchangeable securities carrying rights to subscribe for, convert or exchange into, Shares. Save for the acquisition of the Sale Shares under the S&P Agreement and the entering into of the Placing Agreement, none of the Offeror nor parties acting in concert with it holds or has dealt with any Shares, share options, warrants or convertible or exchangeable securities carrying rights to subscribe for, convert or exchange into Shares during the six-month period ended on the date of this joint announcement.

## **INFORMATION ON THE OFFEROR**

The Offeror is an investment holding company incorporated in the BVI with limited liability. The Purchaser is legally and beneficially owned as to 70% by Mr. Cheng and as to 30% by Ms. Cheng. Immediately before Completion, the Offeror and parties acting in concert with it were interested in 27,000,000 Shares, of which Mr. Cheng was personally interested in 27,000,000 Shares, representing 4.5% of the entire issued share capital of the Company as at the date of this joint announcement. Immediately prior to the entering into of the S&P Agreement, each of the Offeror and its ultimate beneficial shareholders are Independent Third Parties. Other than the entering into of the S&P Agreement, the Offeror has not conducted any business since its incorporation.

Mr. Cheng, aged 40, graduated from California State University, Sacramento with major in finance. He is a private investor who has extensive experience in investment management and securities analysis. He has about 15 years of experience in investment with hedge fund groups responsible for investment portfolios with a primary focus in Asia.

Ms. Cheng, aged 37, graduated from San Francisco State University with major in marketing. She is the sister of Mr. Cheng. She has about 10 years of experience in investment. She also has about 3 years' experience as business consultant in Wang On Group Limited, a company listed in the main board of the Stock Exchange.

## **INFORMATION ON THE GROUP**

The Company is an investment holding company incorporated in the Cayman Islands and through its subsidiaries, is principally engaged in the cards and payment related businesses, namely the card acceptance business and the co-branded card partnership business in Thailand and the PRC respectively.

The Group recorded audited loss attributable to equity holders of the Company of HK\$145,451 for the financial year ended 31 March 2009 and audited loss attributable to equity holders of the Company of HK\$1,879,136 for the financial year ended 31 March 2010. The unaudited consolidated net assets value attributable to equity holders of the Company as at 30 September 2010 was approximately HK\$20,455,000.

## **OFFEROR'S INTENTION ON THE GROUP**

The Offeror considers that the acquisition of a majority stake in the share capital of the Company is an appealing investment opportunity. After performing a preliminary review on the business currently engaged by the Group, the Offeror was attracted by the Company's good reputation in the card acceptance business, its streamlined management structure and simple corporate structure of the Group. Whilst the Offeror and its ultimate beneficial owners do not have any experience in the business currently engaged by the Group, it is considered that with the extensive experience of the Offeror and its ultimate beneficial owners in the investment management and with aids from the existing management team of the Company, the Company would be an ideal platform for the Offeror and its ultimate beneficial owners to start a long-term business and to realise their business ambition by acquiring the Company.

It is the intention of the Offeror that the Group will continue with its existing principal businesses. The Offeror does not intend to introduce any major changes to the existing operations and business of the Company immediately after the Offer. The Offeror will conduct a more detailed review on the operations of the Group with a view to formulate a comprehensive business strategy for the Group and subject to the result of the review, the Offeror may explore other business opportunities and consider whether any assets and/or business acquisitions by the Group will be appropriate in order to enhance its growth. The Offeror has no intention to discontinue the employment of the employees (save for a change in the composition of the Board) or to dispose of or deploy the assets of the Group other than those in its ordinary course of business by reason only of the offer. As at the date of this joint announcement, the Offeror has no intention or concrete plans for any acquisition or disposal of assets and/or business by the Group.

## **MAINTAINENCE OF THE LISTING STATUS OF THE COMPANY**

The Offeror intends to maintain the listing of the Shares on GEM after the close of the Offer and will undertake to the Stock Exchange to take appropriate steps as soon as possible following the close of the Offer to ensure that a sufficient public float exists for the Shares.

To ensure that immediately upon closing of the Offer, the Shares held in the public hands will not be less than 25% of the Company's entire issued share capital, on 5 January 2011, the Offeror has entered into the Placing Agreement with Kingston Securities, who acts as the placing agent for the Offeror, on a best effort basis, to secure other investors who are independent investors not connected with the directors, the chief executives and the substantial shareholders of the Offeror and the Company and their respective subsidiaries and associates, to place, on or before the day falling on the 30th calendar day after closing of the Offer, (i) 9,000,000 existing Shares beneficially owned by the Offeror and (ii) not exceeding 141,000,000 Shares to be acquired by the Offeror and parties acting in concert with it pursuant to the Offer, totally up to 150,000,000 Shares, to the extent that at least 25% of the entire issued share capital of the Company will be held by the public.

**The Stock Exchange has stated that if, upon the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25%, of the issued Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, then it will consider exercising its discretion to suspend trading in the Shares.**

## **GENERAL**

### **Independent Board Committee and the Independent Financial Adviser**

The Independent Board Committee comprising all the non-executive Directors has been established to advise the Independent Shareholders in respect of the Offer, in particular as to whether the Offer is, or is not, fair and reasonable and as to its acceptance. The Independent Financial Adviser will be appointed by the Company after approval by the Independent Board Committee to advise the Independent Board Committee in respect of the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to its acceptance.

### **Despatch of the Offer Document**

It is the intention of the Offeror and the Company to combine the offer document with the offeree board circular from the Company in a composite offer document. In accordance with Rule 8.2 of the Takeovers Code, the composite offer document containing, among other things, (i) details of the Offer (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Offer, together with the relevant forms of acceptance and transfer, is required to be despatched to the Shareholders within 21 days of the date of this joint announcement.

### **Dealings Disclosure**

In accordance with Rule 3.8 of the Takeovers Code, associates (as defined under the Takeovers Code) of the Company and the Offeror (including persons who own or control 5% or more of any class of relevant securities issued by the Company or the Offeror) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

#### ***“Responsibilities of stockbrokers, banks and other intermediaries***

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediates are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediates will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **WARNING**

**Insofar as the Company is concerned, this joint announcement is made in compliance with the Takeovers Code for the sole purpose of informing the Shareholders of the fact that the Company has been informed that the Offer will be made. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendations of the Independent Board Committee in respect of the Offer and a letter of advice from the Independent Financial Adviser. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

## **SUSPENSION AND RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on GEM was suspended with effect from 9:30 a.m. on 6 January 2011 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on GEM with effect from 9:30 a.m. on 14 January 2011.

## **DEFINITIONS**

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“acting in concert”	has the meaning ascribed thereto in the Takeovers Code
“associates”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	Oriental City Group Holdings Limited (stock code: 8325), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM

“Completion”	the completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the S&P Agreement
“Completion Date”	the date of the S&P Agreement on which Completion takes place
“controlling shareholder”	has the meaning ascribed thereto under the GEM Listing Rules
“Directors”	directors of the Company
“Encumbrances”	any mortgage, charge, pledge, lien, (otherwise than arising by statute or operation of law), equities, hypothecation or other encumbrance, priority or security interest, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and-leaseback arrangement whatsoever over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
“Facility”	a standby loan facility of up to HK\$18,000,000, which is secured by the Sale Shares, granted by Kingston Securities to the Offeror pursuant to a facility letter
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board comprising all the non-executive Directors, namely Ms. Wong Lai Chun, Mr. Chan Chun Wai, Mr. Chan Wing Cheung, Joseph and Mr. Tsang Siu Tung, established to give recommendation to the Independent Shareholders regarding the terms of the Offer

“Independent Financial Adviser”	the independent financial adviser to be appointed by the Company for the purpose of advising the Independent Board Committee and the Independent Shareholders in respect of the Offer
“Independent Shareholders”	Shareholders other than the Offeror and parties acting in concert with it
“Independent Third Parties”	the parties who, to the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, are independent of and not connected with any of the Director(s), chief executive(s) of the Company or substantial Shareholder(s) or any of the subsidiaries or their respective associate(s)
“Kingston Securities”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 (dealing in securities) regulated activity under the SFO
“Last Trading Day”	5 January 2011, being the last Trading Day of the Shares immediately prior to the suspension in trading of the Shares on the Stock Exchange at 9:30 a.m. on 6 January 2011
“Mr. Cheng”	Mr. Cheng Nga Ming Vincent, the beneficial owner of 70% of the entire issued share capital of the Offeror
“Ms. Cheng”	Ms. Cheng Nga Yee, the beneficial owner of 30% of the entire issued share capital of the Offeror
“Offer”	the unconditional mandatory cash offer to be made by Kingston Securities for on behalf of the Offeror for all the issued Shares (other than those already owned by by the Offeror and parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code
“Offer Price”	the price at which the Offer will be made, being HK\$0.1 per Offer Share
“Offer Share(s)”	issued Share(s) and Shares which may be issued by the Company following the date of this joint announcement, other than those already owned by the Offeror and parties acting in concert with it

“Offeror” or “Purchaser”	Tian Li Holdings Limited, which is a company incorporated in the BVI with limited liability. The Offeror is legally and beneficially owned as to 70% by Mr. Cheng and as to 30% by Ms. Cheng
“Placing Agreement”	the placing agreement dated 5 January 2011 entered into between the Offeror and Kingston Securities in respect of placing of up to 150,000,000 Shares
“PRC”	the People’s Republic of China which, for the purpose of this joint announcement, shall exclude Hong Kong, Macau Special Administrative Regions of PRC and Taiwan
“S&P Agreement”	the sale and purchase agreement dated 5 January 2011 entered into between the Offeror and the Vendor in relation to the sale and purchase of the Sale Shares
“Sale Shares”	402,000,000 Shares acquired by the Offeror from the Vendor pursuant to the terms and conditions of the S&P Agreement
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholders”	holders of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“Trading Day”	a day on which securities can be freely traded on the Stock Exchange during whole of the normal trading hours of the Stock Exchange regardless of whether any trades actually occur
“Vendor”	Oriental City Group Asia Limited, which is an investment holding company incorporated in the BVI



“HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

“%”

per cent.

By order of the board of directors of  
**Tian Li Holdings Limited**  
**Cheng Nga Ming Vincent**  
*Director*

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

Hong Kong, 13 January 2011

*As at the date of this joint announcement, the directors of the Offeror are Mr. Cheng and Ms. Cheng.*

*As at the date of this joint announcement, the Board comprises one executive Director, namely Mr. Yu Chun Fai, one non-executive Director, namely Ms. Wong Lai Chun, and three independent non-executive Directors, namely Mr. Chan Chun Wai, Mr. Chan Wing Cheung, Joseph and Mr. Tsang Siu Tung.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*All the directors of the Offeror jointly and severally accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendor and parties acting in concert with them), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts relating to the Offeror not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.*

*This joint announcement, for which all Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it) in compliance with the GEM Listing Rules, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief: the information contained in this joint 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 joint announcement misleading; and (iii) all opinions expressed in this joint announcement have been arrived at after due and careful consideration and are founded on base and assumptions that are fair and reasonable.*

*This joint announcement will remain on the GEM website at [www.hkgem.com](http://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](http://www.ocg.com.hk).*