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COMPLETION OF PLACING OF EXISTING SHARES BY TIAN LI HOLDINGS LIMITED

Reference is made to the announcement issued jointly by the Company and the Offeror dated 24 March 2011 and the composite offer and response document dated 3 March 2011.

The Board was notified by the Offeror that an aggregate of 9,000,200 Shares (representing approximately 1.5% of the existing issued share capital of the Company) held by the Offeror have been placed by Kingston Securities to a placee at the placing price of HK\$0.1 per Share on 25 March 2011. Accordingly, completion of the Placing Agreement will take place on 29 March 2011. The public float of the Company will be restored to 25% of the issued share capital of the Company in compliance with Rule 11.23(7) of the GEM Listing Rules with effect from the completion of the Placing Agreement.

Reference is made to the joint announcement issued by Tian Li Holdings Limited (the “**Offeror**”) and the Company dated 24 March 2011 (the “**Joint Announcement**”) and the composite offer and response document dated 3 March 2011 (the “**Composite Document**”) issued jointly by 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 Joint Announcement and the Composite Document unless otherwise specified herein.

COMPLETION OF THE PLACING AGREEMENT

The Board was notified by the Offeror that an aggregate of 9,000,200 Shares (representing approximately 1.5% of the existing issued share capital of the Company) held by the Offeror have been placed by Kingston Securities to a placee, who is independent of and not connected with the directors, the chief executives and the substantial shareholders of the Offeror and the Company and their respective subsidiaries and associates, at the placing price of HK\$0.1 per Share on 25 March 2011 in accordance with the terms and conditions of the Placing Agreement. Accordingly, completion of the Placing Agreement will take place on 29 March 2011.

Immediately after the completion of the Placing, the Offeror and other connected persons of the Company hold 70% and an aggregate of 5% of the issued share capital of the Company respectively, and there are 150,000,000 Shares, representing 25% of the issued share capital of the Company, remains in public hands. As such, the public float of the Company will be restored to 25% of the issued share capital of the Company in compliance with Rule 11.23(7) of the GEM Listing Rules with effect from the completion of the Placing Agreement.

SHAREHOLDING OF THE COMPANY

Set out below is the shareholding structure of the Company prior to the completion of the Placing Agreement and immediately upon completion of the Placing Agreement:

	Immediately before completion of the Placing Agreement		Immediately after completion of the Placing Agreement	
	Shares	Approximate %	Shares	Approximate %
Offeror and parties acting in concert with it	429,000,200	71.5	420,000,000	70.0
Mr. Yu Chun Fai (<i>Note 1</i>)	24,000,000	4.0	24,000,000	4.0
Ms. Wong Lai Chun (<i>Note 2</i>)	6,000,000	1.0	6,000,000	1.0
Subtotal	459,000,200	76.5	450,000,000	75.0
Public Shareholders	140,999,800	23.5	150,000,000	25.0
Total	<u>600,000,000</u>	<u>100.00</u>	<u>600,000,000</u>	<u>100.00</u>

Notes

1. Mr. Yu Chun Fai is an executive Director and the chairman of the Company and is personally interested in 24,000,000 Shares.
2. Ms. Wong Lai Chun was a non-executive Director and is personally interested in 6,000,000 Shares. Notwithstanding Ms. Wong has resigned as non-executive Director with effect from 25 March 2011, she shall remain a connected person of the Company for 12 months following her resignation under Chapter 20 of the GEM Listing Rules.

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

Hong Kong, 25 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 of the issuer 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 issuer. 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.