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POLL RESULT OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that the Resolution as set out in the Notice was duly passed as an ordinary resolution of the Company by the Shareholders by way of poll at the EGM held on 10 May 2013.

Reference is made to (i) the circular to the Shareholders (the “**Circular**”) dated 23 April 2013 regarding the major and connected transaction in relation to the Disposal; and (ii) the notice (the “**Notice**”) of the EGM dated 23 April 2013. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the resolution (the “**Resolution**”) as set out in the Notice was duly passed as an ordinary resolution of the Company by the Shareholders by way of poll at the EGM held on 10 May 2013.

As at the date of the EGM, there were a total of 600,000,000 Shares in issue. As stated in the Circular, Mr. Sung, being the sole ultimate beneficial owner of Purchaser B and the Shareholder holding 9,000,000 Shares, was required to abstain and had abstained from voting on the Resolution proposed at the EGM. As such, there were a total of 591,000,000 Shares, representing 98.5% of the issued share capital of the Company as at the date of the EGM, entitling the holders of the same to attend and vote on the Resolution at the EGM.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting on the Resolution proposed at the EGM. None of the Shareholders was entitled to attend and abstain from voting in favour of the Resolution proposed at the EGM according to rule 17.47A of the GEM Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against the Resolution proposed or to abstain from voting at the EGM.

Full text of the Resolution is set out in the Notice. The poll result for the Resolution is as follows:

Ordinary resolution	Number of votes (%)	
	For	Against
To approve, confirm and ratify the Agreement and the transactions contemplated thereunder and to authorise any one director of the Company to do all such acts and things as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Agreement and all transactions contemplated thereunder.	310,310,000 100%	0 0%

Note: The number of votes and percentage of voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the EGM in person, by authorized corporate representative or by proxy.

Union Registrars Limited, the share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the EGM.

By Order of the Board
ORIENTAL CITY GROUP HOLDINGS LIMITED
Cheng Nga Ming Vincent
Chairman

Hong Kong, 10 May 2013

As at the date of this announcement, the Board comprises (i) two executive Directors, namely, Mr. Cheng Nga Ming Vincent and Ms. Cheng Nga Yee; (ii) one non-executive Director, namely, Mr. Zhang Huaqiao; and (iii) 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 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 website of the Company at www.ocg.com.hk.