

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.



**THE ENTERING INTO OF THE SUPPLEMENTAL AGREEMENT
TO THE FRAMEWORK AGREEMENT
AND
FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcements of Oriental City Group Holdings Limited (the “**Company**”) respectively dated 4 November 2013 and 25 November 2013 (the “**Announcements**”) 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 meaning as those defined in the Announcements unless stated otherwise.

On 27 December 2013, (1) the PRC Company, (2) Mr. Tan, (3) Mr. Zhang, (4) Goodgate and (5) OCG Hainan entered into a supplemental agreement (the “**Supplemental Agreement**”) to the Framework Agreement, pursuant to which the parties have agreed (1) to extend the long stop date for the fulfillment of the conditions precedent of the Framework Agreement (the “**Long Stop Date**”) from 31 December 2013 to 31 May 2014; (2) within five business days from the date of signing of the Supplemental Agreement, OCG Hainan will pay a deposit in the amount of HK\$50 million (the “**Deposit**”) to the PRC Company; and (3) if all of the conditions precedent of the Framework Agreement cannot be fulfilled by the Long Stop Date, the PRC Company shall unconditionally return the Deposit in full to OCG Hainan within three business days from the Long Stop Date. Save for the above, all other terms and conditions of the Framework Agreement shall remain in full force and effect.

As disclosed in the Announcements, 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 31 December 2013. Given that (i) the parties to the Framework Agreement (as supplemented and amended by the Supplemental Agreement) are still in the course of consulting the relevant PRC governmental authority regarding approval of the proposed acquisition of the 30% interests in the Licence Company by the PRC Company, the result of which may or may not affect the relevant arrangements under the Framework Agreement (as supplemented and amended by the Supplemental Agreement) and the transactions contemplated thereunder (including the Control Agreements and the Loan Arrangement); (ii) the parties to the Framework Agreement have entered into the Supplemental Agreement; and (iii) further time is required to finalise the contents of the Circular, including financial information and valuation report, as well as any change in the arrangements under the Framework Agreement (as supplemented and amended by the Supplemental Agreement) and the transactions contemplated thereunder, it is expected that the despatch of the Circular will be postponed to a date falling on or before 28 February 2014.

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

Hong Kong, 27 December 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.