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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)

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, 25 November 2013 and 27 December 2013 (the “**Announcements**”) in relation to, amongst other things, the entering into the Framework Agreement (as supplemented and amended by the Supplemental Agreement of 27 December 2013) and the transactions contemplated thereunder. Capitalised terms used herein shall have the same meaning as those defined in the Announcements unless stated otherwise.

As disclosed in the Announcements, a circular (the “**Circular**”) containing, amongst other things, (i) further information on the Framework Agreement (as supplemented and amended by the Supplemental 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 28 February 2014. 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 30 April 2014.

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

Hong Kong, 28 February 2014

As at the date of this announcement, the Board comprises four executive directors, namely Mr. Cheng Nga Ming Vincent, Ms. Cheng Nga Yee, Mr. Cao Guoqi and Mr. Fung Weichong; one non-executive director, namely Mr. Zhang Huaqiao; and three independent non-executive directors, namely Mr. Lee Kin Fai, Mr. Wang Yiming and Mr. Lu Dongcheng.

This announcement, for which the directors of the Company 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.