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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)

**ANNOUNCEMENT**

**TERMINATION OF PARTICIPATION AGREEMENT**

The board (the “Board”) of directors (the “Directors”) of Oriental City Group Holdings Limited (the “Company”) announced that in the late afternoon of 11 February 2010, Siam Commercial Bank Public Company Limited (“SCB”) unexpectedly served a 3-month written notice to Oriental City Group (Thailand) Company Limited (“OCG Thailand”), a subsidiary of the Company, for the termination of the participation agreement in respect of electronic data capture machine dated 13 July 2006 entered into between SCB and OCG Thailand (as amended on 24 August 2006) (the “Agreement”) with effect from 10 May 2010 pursuant to the provisions of the Agreement. The Directors believe that the termination of the Agreement may indicate that SCB may be considering setting up its own card acceptance business directly with China Unionpay. With the termination of the Agreement, the Directors consider that the Company may lose the business of card-acceptance merchants referred by SCB, including the King Power Group, a major customer of OCG Thailand. For the three months and the nine months ended 31 December 2009, the transaction volume generated from the card-acceptance merchants referred by SCB, including the King Power Group, represented approximately 44% and 46% of the total transaction volume of OCG Thailand respectively.

Following the termination of the Agreement, the Directors intend to engage Bangkok Bank Public Company Limited (“BBL”) to provide settlement services pursuant to the terms of the existing bankcard acquiring agreement dated 23 December 2004 (“BBL Agreement”). However, there is no guarantee that OCG Thailand can maintain the existing business volume generated through its partnership with SCB. On the other hand, as either party of the BBL Agreement may terminate the BBL Agreement by serving a 3-month notice on the other party, the Directors intend to hold discussions with BBL in order to secure a fixed term settlement agreement with BBL. In addition, OCG Thailand has been locating new merchant customers and will also explore the feasibility of establishing a solid partnership with another settlement bank in Thailand and entering into a fixed term settlement agreement with such bank so as to secure long term development prospects for OCG Thailand in future. The Company will continue to keep its shareholders and potential investors informed through further announcements when OCG Thailand has entered into any new settlement agreement and as and when necessary and appropriate.

**Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 19 February 2010

*As at the date of this announcement, the executive Director is Mr. Yu Chun Fai. The non-executive Director is Ms. Wong Lai Chun. The independent non-executive Directors are Mr. Chan Chun Wai, Mr. Chan Wing Cheung, Joseph and Mr. Tsang Siu Tung.*

*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:– (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its publication and also be posted on the Company’s website at [www.ocg.com.hk](http://www.ocg.com.hk).*