

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.*

**Tian Li Holdings Limited**  
*(Incorporated in the British Virgin Islands  
with limited liability)*

  
**Oriental City Group**  
**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)

## **JOINT ANNOUNCEMENT**

### **DESPATCH OF COMPOSITE DOCUMENT RELATING TO UNCONDITIONAL MANDATORY CASH OFFER BY**



**KINGSTON SECURITIES LTD.**

**FOR AND ON BEHALF OF  
TIAN LI HOLDINGS LIMITED  
FOR ALL THE ISSUED SHARES IN  
ORIENTAL CITY GROUP HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED  
BY TIAN LI HOLDINGS LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT)**

#### **DESPATCH OF COMPOSITE DOCUMENT**

The Composite Document together with the Form of Acceptance will be despatched to the Independent Shareholders on 3 March 2011. The Offer will be open for acceptance from Thursday, 3 March 2011 and will close for acceptance at 4:00 p.m. on Thursday, 24 March 2011 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The latest time and date for acceptance of the Offer is 4:00 p.m. on Thursday, 24 March 2011. The announcement of the results of the Offer will be made by 7:00 p.m. on Thursday, 24 March 2011.

Reference is made to the joint announcements issued by Tian Li Holdings Limited and the Company dated 13 January 2011 (the “**Joint Announcement**”) in relation to, among other things, the Offer. Terms used herein shall have the same meanings as those defined in the Joint Announcement unless otherwise specified herein.

## DESPATCH OF COMPOSITE DOCUMENT

The composite offer and response document (the “**Composite Document**”) in respect of the Offer, together with the related form of acceptance and transfer (the “**Form of Acceptance**”), will be despatched to the Independent Shareholders on 3 March 2011.

The Offer will be open for acceptance from Thursday, 3 March 2011 and will close for acceptance at 4:00 p.m. on Thursday, 24 March 2011 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The latest time and date for acceptance of the Offer is 4:00 p.m. on Thursday, 24 March 2011. The announcement of the results of the Offer will be made by 7:00 p.m. on Thursday, 24 March 2011.

**Independent Shareholders are strongly advised to read the Composite Document and the Form of Acceptance carefully, including the recommendation from the Independent Board Committee and the advice from Cinda International Capital Limited, the independent financial adviser to the Independent Board Committee in respect of the Offer, before deciding whether or not to accept the Offer.**

By order of the board of directors of  
**Tian Li Holdings Limited**  
**Cheng Nga Ming Vincent**  
*Director*

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

Hong Kong, 2 March 2011

*As at the date of this joint announcement, the Board comprises one executive Director, namely Mr. Yu Chun Fai, one non-executive Director, namely Ms. Wong Lai Chun, and three independent non-executive Directors, namely Mr. Chan Chun Wai, Mr. Chan Wing Cheung, Joseph and Mr. Tsang Siu Tung.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. Cheng and Ms. Cheng.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*All the directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendor and parties acting in concert with them), and confirms, having made all reasonable enquires, that to the best of his/her knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts relating to the Offeror not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.*

*This joint 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 joint 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 joint announcement misleading.*

*This joint announcement will remain on the GEM website at [www.hkgem.com](http://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](http://www.ocg.com.hk).*