FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name: **Oriental City Group Holdings Limited**

Stock code (ordinary shares): **8325**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information on this sheet was updated as of 9 December 2010

A. General

Place of incorporation	:	Cayman Islands
Date of initial listing on GEM	:	28 August 2009
Names of Sponsor	:	SBI E2-Capital (HK) Limited
Names of Directors and Supervisors:	:	***Executive Director:*** Mr. Yu Chun Fai (余振輝先生) ***Non-executive Director:*** Ms. Wong Lai Chun (王麗珍女士) ***Independent non-executive Directors:*** Mr. Chan Chun Wai (陳振偉先生) Mr. Chan Wing Cheung, Joseph (陳永祥先生) Mr. Tsang Siu Tung (曾少東先生)

Names of substantial shareholders and their respective interest in the ordinary shares and other securities of the Company	:	**Name**	**Number of shares of HK$0.01 each in the share capital of the Company ("Shares")**	**Approximate percentage of issued shares**
		Oriental City Group Asia Limited ("OCG Asia) *(Note)*	402,000,000	67.00%
		Oriental City Group International Limited ("OCG International) *(Note)*	402,000,000	67.00%
		Oriental City Group plc ("OCG UK") *(Note)*	402,000,000	67.00%

Notes :

OCG Asia is a company wholly-owned by OCG International which is in turn wholly-owned by OCG UK, a company incorporated in England and Wales. Accordingly, each of OCG International and OCG UK is deemed to be interested in 402,000,000 Shares held by OCG Asia under the SFO. The interests of OCG Asia, OCG International and OCG UK are in respect of the same 402,000,000 Shares and duplicate with each other.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	:	N/A
Financial year end date	:	31 March
Registered address	:	Cricket Square Hutchins Drive PO Box 2681 Grand Cayman KY1-1111 Cayman Islands
Head office and principal place of business	:	*Hong Kong* 16/F, Queen's Road Centre, 152 Queen's Road Central, Hong Kong
Web-site address	:	www.ocg.com.hk
Share registrar	:	Union Registrars Limited 18/F Fook Lee Commercial Centre Town Place, 33 Lockhart Road Wanchai

		Hong Kong
Auditors	:	Mazars CPA Limited *Certified Public Accountants* 42nd Floor, Central Plaza 18 Harbour Road Wan Chai Hong Kong

B. Business activities

The Company and its subsidiaries (the "Group") are principally engaged in the cards and payment related businesses, namely the card acceptance business and the co-branded card partnership business in Thailand and the PRC respectively. The Group conducts its business through business partnerships with prestigious organisations and financial institutions such as China Unionpay ("CUP"), whose identity/ logo is borne on all bank cards issued by domestic banks in the PRC and Bank of Communications.

C. Ordinary shares

Number of ordinary shares in issue	:	600,000,000
Par value of ordinary shares in issue	:	HK$0.01 per share
Board lot size (in number of shares)	:	10, 000 shares
Name of other stock exchange(s) on which the ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities:

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained on this information sheet (the "Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Yu Chun Fai (余振輝先生)
Director

Ms. Wong Lai Chun (王麗珍女士)
Director

Mr. Chan Chun Wai (陳振偉先生)
Director

Mr. Chan Wing Cheung, Joseph (陳永祥先生)
Director

Mr. Tsang Siu Tung (曾少東先生)
Director