

THIS AGREEMENT is made on the 13th day of August, 2009

BETWEEN

- (1) **SILVER RAINBOW ASSETS LIMIED**, a company incorporated under the laws of the British Virgin Islands whose registered office is situate at Sea Meadow House, Blackburne Highway, Road Town, Tortola, British Virgin Islands (the "**Lender**"); and
- (2) **ORIENTAL CITY GROUP CHINA LIMITED**, a company incorporated under the laws of the British Virgin Islands whose registered office is situate at P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands (the "**Borrower**").

WHEREAS the Lender is independent of all the present and proposed directors, chief executive, substantial shareholders, initial management shareholders and significant shareholders (all as defined under the Rules Governing the Listing of Securities on The Growth Enterprise Market ("**GEM**") of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**")) of Oriental City Group Holdings Limited (the "**Listco**") and Oriental City Group plc ("**OCG UK**"), any of their respective subsidiaries and their respective associates (as defined under the GEM Listing Rules). The Borrower is an indirect wholly-owned subsidiary of Listco and OCG UK.

NOW IT IS HEREBY AGREES AS FOLLOWS :-

1. The Lender hereby agrees to advance a loan in the sum of HK\$4,000,000 (the "**Loan**") to the Borrower subject to the terms and conditions of this Agreement.
2. The Borrower hereby acknowledges and confirms the receipt of the payment of the Loan. Interest on the Loan shall be calculated at the rate of 5 per cent (5%) per annum ("**Interest Rate**"), which shall accrue from day to day and be calculated on the basis of the actual number of days elapsed over a year of 365 days.
3. The Borrower shall repay the principal amount of the Loan and the interest accrued thereon (the "**Outstanding Amount**") to the Lender in one lump sum (i) immediately following the initial listing of the shares of the Listco on GEM or (ii) within three (3) months after the date hereof, whichever is the earlier.
4. If the Borrower fails to repay the Outstanding Amount pursuant to clause 3 of this Agreement:
 - (a) the Lender shall declare that the Outstanding Amount has become immediately due and payable, whereupon the same shall become so due and payable without further demand; and

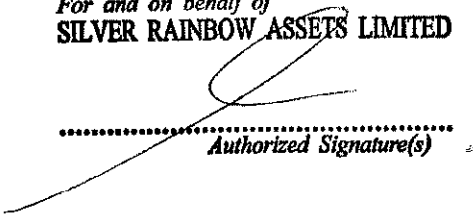
two per cent (2%) per annum in excess of the Interest Rate.

5. This Agreement is governed by and construed in accordance with the laws of the Hong Kong Special Administrative Region ("Hong Kong") and each of the parties hereto agrees to submit to the non-exclusive jurisdiction of the courts of Hong Kong.

IN WITNESS whereof the parties hereto have executed this Agreement the date and year first above written.

SIGNED by the Lender)
in the presence of :-)

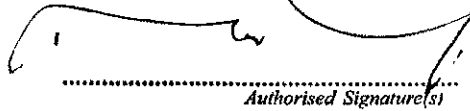
For and on behalf of
SILVER RAINBOW ASSETS LIMITED



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Authorized Signature(s)

SIGNED by the Borrower)
in the presence of :-)

For and on behalf of
ORIENTAL CITY GROUP CHINA LIMITED



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Authorised Signature(s)