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REORIENT GROUP LIMITED
瑞東集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 376)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of **REORIENT GROUP LIMITED** (the “Company”) will be held at Suites 1101-1103, 11/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on 10 January 2014, Friday at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the share swap agreement dated 23 November 2013 (the “Share Swap Agreement”) entered into between the Company and DVN (Holdings) Limited (“DVN”), pursuant to which (i) DVN has agreed to subscribe for and the Company has agreed to allot and issue to DVN 17,805,178 new ordinary shares of the Company of HK\$0.01 each in the capital of the Company (the “Reorient Swap Shares”); and (ii) the Company has agreed to subscribe for and DVN has agreed to allot and issue to the Company 56,976,571 new ordinary shares of DVN of HK\$0.10 each in the capital of DVN, subject to the terms and conditions of the Share Swap Agreement, details of the Share Swap Agreement are set out in the circular of the Company dated 23 December 2013 (the “Circular”) (copies of the Share Swap Agreement and the Circular having been produced to the meeting marked “A” and “B” respectively and initialed for the purposes of identification by the chairman of the meeting) and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Reorient Swap Shares, the directors of the Company be and are hereby generally and unconditionally authorised to allot and issue such number of Reorient Swap Shares which will be issued pursuant to

the Share Swap Agreement, and that the Reorient Swap Shares, when allotted and issued, shall rank pari passu in all respects with all other ordinary shares of HK\$0.01 each in the capital of the Company in issue as at the date of such issue and allotment; and

- (c) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorized representative of the director or the secretary of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the Share Swap Agreement.”

2. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the exercise of any options granted under the share option scheme of the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by memorandum and articles of association of the Company or any applicable laws of Hong Kong to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

By order of the board
REORIENT GROUP LIMITED
Jim Pak Keung, Patick
Company Secretary

Hong Kong, 23 December 2013

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy in the prescribed form together with a power of attorney or other authority (if any) under which it is signed must be deposited at the Company’s share registrars, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding of the meeting.
3. As at the date hereof, the board of directors of the Company comprises Mr. Ko Chun Shun, Johnson (Chairman), Mr. Jason Boyer (Vice Chairman), Mr. Brett McGonegal (Chief Executive Officer), Mr. Chen Shengjie, Mr. Tsoi Tong Hoo, Tony and Ms. Ko Wing Yan, Samantha (each of whom is an executive director of the Company) and Mr. Liu Zhengui, Mr. Ding Kebai and Mr. Chu Chung Yue, Howard and Dr. Wong Yau Kar, David, BBS, JP (each of whom is an independent non-executive director of the Company).