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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)

**ANNOUNCEMENT PURSUANT TO
RULE 3.7 OF THE TAKEOVERS CODE AND
RULE 13.09 OF THE LISTING RULES AND
INSIDE INFORMATION PROVISIONS**

AND

RESUMPTION OF TRADING

This announcement is made by Reorient Group Limited (the “**Company**”) pursuant to Rule 3.7 of the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (the “**SFC**”) (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is also made to the announcement of the Company dated 12 March 2015 on the Stock Exchange in respect of trading halt in the shares of the Company (the “**Shares**”) on the Stock Exchange relating to possible inside information.

The board of directors of the Company (the “**Board**”) wishes to inform its shareholders (the “**Shareholders**”) that it has been in discussions with CMI Capital Company Limited (the “**Potential Investor**”), an independent third party not connected with the Company or any connected person (as defined in the Listing Rules) of the Company, regarding a possible subscription by the Potential Investor of new securities of the Company (the “**Possible Transaction**”). CMI Capital Company Limited is a company incorporated in the People’s Republic of China and is a wholly owned subsidiary of China Minsheng Investment Corp., Ltd. The Possible Transaction, if materialises, may lead to a change in control of the Company and a mandatory cash offer under Rule 26.1 of the Takeovers Code.

The Company and the Potential Investor entered into an exclusivity agreement (the “**Exclusivity Agreement**”) on 21 March 2015, pursuant to which, the Potential Investor has been granted an exclusivity period (the “**Exclusivity Period**”) commencing on 21 March 2015 and expiring at midnight on 31 March 2015, during which the Company agrees not to discuss or negotiate or enter into any understanding with any third party relating to any issue or sale of securities of the Company which may preclude or materially affect or delay the Possible Transaction. During the Exclusivity Period, the Potential Investor may also conduct due diligence review on the Company and its subsidiaries (the “**Group**”), subject to confidentiality.

Shareholders shall be informed of any further development with regard to the Possible Transaction as and when necessary in accordance with the Listing Rules and the Takeovers Code, and on a monthly basis pursuant to Rule 3.7 of the Takeovers Code until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made in compliance with the Takeovers Code.

There is no assurance that the Possible Transaction will either materialise or eventually be consummated, and the relevant discussions may or may not lead to the making of offer for Shares. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if in any doubt, they should consult their professional advisers.

DEALING DISCLOSURE

In compliance with Rule 3.8 of the Takeovers Code, as at the date of this announcement, the Company has in issue: (i) 455,651,221 Shares and (ii) 1,165,173 outstanding share options granted under the share option scheme of the Company. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

As required under Rule 3.8 of the Takeovers Code, associates (as defined in the Takeovers Code) of the Company (including a person who owns or controls 5% or more of any class of relevant securities (as defined in in Note 4 to Rule 22 of the Takeovers Code) of the Company), the Potential Investor as well as its associates (as defined in the Takeovers Code) are reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate

cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING OF SHARES OF THE COMPANY

At the request of the Company, trading in the shares of the Company was halted with effect from 1:08 p.m. on 12 March 2015, pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 25 March 2015.

By order of the board of directors
REORIENT Group Limited
Ko Chun Shun, Johnson
Chairman

Hong Kong, 24 March 2015

As at the date of this announcement, the Board comprises Mr. Ko Chun Shun, Johnson (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), Mr. Dorian M. Barak (who is a non-executive director), and Mr. Liu Zhengui, 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).

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.