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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
ON THE POSSIBLE TRANSACTION
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE
AND RULE 13.09 OF THE LISTING RULES AND
INSIDE INFORMATION PROVISIONS

This announcement is made pursuant to Rule 3.7 of the Takeovers Code, Rule 13.09 of the Listing Rules and the Inside Information Provision (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 made to the announcements of Reorient Group Limited (the “**Company**”) dated 24 March 2015 and 21 April 2015 respectively (the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Announcements.

DISCUSSIONS ON THE POSSIBLE TRANSACTION DISCONTINUED

The Board wishes to inform the Shareholders that it has determined that the Company shall not pursue the Possible Transaction with the Potential Investor. However, the Board will explore opportunities to work with the Potential Investor in relation to other commercial transactions not related to the Possible Transaction in the future.

For the purposes of the Takeovers Code, the offer period in respect of the Possible Transaction is deemed to have closed on the date of this announcement.

SHARE SUBSCRIPTION AGREEMENTS WITH NEW INVESTORS

The Board is delighted that on 7 May 2015, the Company entered into five conditional share subscription agreements (“**Share Subscription Agreements**”) with each of Yunfeng Financial Holdings Limited (“**Yunfeng**”), Harbour Yields Limited, Violet Passion Holdings Limited, Gentle Bright Development Limited and Chosen Global Holdings Limited (collectively, other than Yunfeng, referred to as the “**Other Investors**”). Yunfeng and the Other Investors are independent and not connected with the Company. Pursuant to the Share Subscription Agreements, if completion duly occurs, an indirect majority-owned subsidiary of Yunfeng and the Other Investors will in aggregate subscribe for approximately 81% of the enlarged issued share capital of the Company at a subscription price of HK\$2.00 per share (the “**Share Subscriptions**”).

The Share Subscriptions, if completed, would lead to a change in control of the Company. The Share Subscriptions are conditional upon obtaining a waiver from the Securities and Futures Commission pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code (the “**Whitewash Waiver**”), in respect of the obligations of Yunfeng and the Other Investors (if applicable) and parties acting in concert with them to make a mandatory general offer for all the securities of the Company not already owned or agreed to be acquired by Yunfeng and the Other Investors (if applicable) and parties acting in concert with them, which would otherwise arise as a result of the Share Subscriptions. The Whitewash Waiver is a condition precedent to closing which can not be waived by the parties to the Share Subscription Agreements.

As at the date of this announcement, the Company is in the process of preparing the announcement in relation to, inter alia, the Share Subscription Agreements pursuant to the Takeovers Code and the Listing Rules (the “**Subscription Announcement**”). The Subscription Announcement will be published as soon as possible.

CONTINUED SUSPENSION 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 9:00 a.m. on 21 April 2015 and will remain suspended pending the publication of the Subscription Announcement.

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

Hong Kong, 8 May 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.