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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)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 2 SEPTEMBER 2015  
AND  
GRANT OF THE WHITEWASH WAIVER**

**SUMMARY**

**Poll results of the Extraordinary General Meeting**

The Board is pleased to announce that, on 2 September 2015, the Company held the EGM at which the ordinary resolution set out in the notice of the EGM dated 18 August 2015 was duly passed by the Independent Shareholders by way of a poll.

**Grant of the Whitewash Waiver**

Pursuant to a letter issued by the SFC on 31 August 2015, the Executive granted the Whitewash Waiver, subject to fulfilment of certain conditions.

Reference is made to the circular (the “**Circular**”) and the notice of the EGM (the “**Notice**”) of Reorient Group Limited (the “**Company**”) both dated 18 August 2015. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

**POLL RESULTS OF THE EGM**

The Board is pleased to announce that the ordinary resolution as set out in the Notice was duly passed by the Independent Shareholders by way of a poll at the EGM held on 2 September 2015 in accordance with the requirements of the Listing Rules and the Takeovers Code.

The poll results for the resolution proposed at the EGM were as follows:

Ordinary resolution	For	Against
	Votes (%)	Vote (%)
(a) To approve the issue and allotment of the Subscription Shares by the Company to the Investors, subject to, and in accordance with, the terms and conditions of the Subscription Agreements;	69,316,084 (99.489035%)	356,000 (0.510965%)
(b) Subject to and conditional on the passing of ordinary resolution no.1, to approve the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code in respect of the obligation on the part of the Concert Group and their parties acting in concert with them to make a mandatory general offer to the shareholders of the Company for all issued Shares not already owned by the Concert Group or parties acting in concert with it under Rule 26 of the Takeovers Code as a result of the allotment and issue of the YFHL Subscription Shares; and		
(c) To authorize the Directors to do all acts and execute all documents they consider necessary or expedient to give effect to the Subscriptions.		

As more than 50% of the votes were cast in favour of the resolution, the above resolution was passed as an ordinary resolution of the Company.

The Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote taking.

At the date of the EGM:

- (1) the Company had 456,816,394 Shares in issue;
- (2) as stated in the Circular, the voting in relation to the YFHL Subscription, each of the Other Investors' Subscriptions and the Whitewash Waiver at the EGM was conducted by way of a poll;

- (3) as disclosed in the Circular, Gainhigh Holdings Limited, the Concert Group, the Other Investors and their respective associates and other Shareholders who are interested or involved in the YFHL Subscription and the Other Investors' Subscriptions and the Whitewash Waiver (if any) would abstain and had abstained, from voting at the EGM in respect of the Subscription Agreements, the issue of the Subscription Shares and the Whitewash Waiver;
- (4) as disclosed in the Circular, Mr. Ko was interested and involved in the Subscriptions, Gainhigh Holdings Limited (which is wholly owned by Insula Holdings Limited, a company wholly-owned by Mr. Ko) would abstain, and had abstained, from voting at the EGM in respect of the Mr. Ko Shares to approve the YFHL Subscription, each of the Other Investors' Subscriptions and the Whitewash Waiver. As at the date of the EGM, Mr Ko (through Gainhigh Holdings Limited, which is wholly owned by Insula Holdings Limited, a company wholly-owned by Mr. Ko) holds 229,180,726 Shares (50.17%);
- (5) as disclosed in the Circular, Mr. Brett McGonegal was involved in the negotiation of the Subscriptions, he would abstain, and had abstained, from voting in relation to the Subscription Agreements, the issue of the Subscription Shares and Whitewash Waiver. As at the date of the EGM, Mr Brett McGonegal holds 10,410,914 Shares (2.28%);
- (6) the total number of Shares entitling the Independent Shareholders to attend and vote on the ordinary resolution to approve the YFHL Subscription, each of the Other Investors' Subscriptions and the Whitewash Waiver was 205,693,261 Shares; and
- (7) apart from aforesaid, there was no Share entitling any Shareholder to attend and abstain from voting in favour of any resolution at the EGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the EGM under the Listing Rules and the Takeovers Code.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company as at the date of this announcement and immediately following Closing (assuming there is no change in the issued share capital of the Company other than the issue of the Subscription Shares between the date of this announcement and Closing):

Existing Shareholders	Name of Subscribers	Existing number of issued Shares	As a % of existing share capital of the Company	Number of new Subscription Shares	As a % of existing issued number of Shares	Enlarged issued number of Shares on Closing	As a % of enlarged issued number of Shares
Gainhigh Holdings Limited	—	229,180,726	50.17%	—	—	229,180,726	9.55%
Mr. Brett McGonegal	—	10,410,914	2.28%	—	—	10,410,914	0.43%
—	Concert Group	—	—	1,342,976,000	294.00%	1,342,976,000	55.97%
<b>Subtotal:</b>		239,591,640	52.45%	1,342,976,000	294.00%	1,582,567,640	65.95%
<b>Public</b>							
—	Gentle Bright	—	—	167,872,000	36.75%	167,872,000	7.00%
—	Violet Passion	—	—	167,872,000	36.75%	167,872,000	7.00%
—	Harbour Yields	—	—	155,882,000	34.12%	155,882,000	6.50%
—	Chosen Global	—	—	107,918,000	23.62%	107,918,000	4.50%
Shaw David Elliot	—	31,584,000	6.91%	—	—	31,584,000	1.31%
Other public Shareholders	—	185,640,754	40.64%	—	—	185,640,754	7.74%
<b>Total:</b>		456,816,394	100%	1,942,520,000	425.24%	2,399,336,394	100%

**The Subscriptions are subject to the fulfilment or waiver (as the case may be) of the conditions precedent to the Subscription Agreements. Shareholders and investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take. A further announcement will be made by the Company in respect of the Closing as and when appropriate.**

## **GRANT OF THE WHITEWASH WAIVER**

Pursuant to a letter issued by the SFC on 31 August 2015, the Executive granted the Whitewash Waiver, subject to (i) the issue of the Subscription Shares being approved by a vote of the Independent Shareholders at the EGM, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by Jade Passion and parties acting in concert with it between the date of the Announcement and Closing.

By Order of the Board  
**REORIENT GROUP LIMITED**  
**Ko Chun Shun, Johnson**  
*Chairman*

Hong Kong, 2 September 2015

*As at the date of this announcement, the Board comprises Mr. Ko Chun Shun, Johnson, Mr. Brett McGonegal, Mr. Chen Shengjie, Ms. Ko Wing Yan, Samantha and Mr. Tsoi Tong Hoo, Tony (who are executive directors), 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 (who are independent non-executive directors).*

*The Directors 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.*