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If you have sold or transferred all your shares in REORIENT GROUP LIMITED, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES
REFRESHMENT OF THE 10% GENERAL LIMIT ON
GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to be held at Suites 1102-03, 11/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 26 March 2012 at 10:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend the Annual General Meeting in person, please complete the form of proxy in accordance with the instructions printed thereon and return it to the share registrars of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Suites 1102-03, 11/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 26 March 2012 at 10:00 a.m., or any adjournment thereof (or as the case may be)
“associate”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	REORIENT GROUP LIMITED, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	22 February 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by an ordinary resolution of the Shareholders passed on 21 July 2011
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all share options to be granted by the Board under the Share Option Scheme to subscribe up to 10% of the Shares in issue as at 8 November 2011, being the date of passing of the relevant ordinary resolution; if the Scheme Mandate Limit is to be refreshed, the total number of Shares which may be issued upon exercise of all options to be granted must not in aggregate exceed 10% of the Shares in issue as at the date of the Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.



REORIENT GROUP LIMITED
瑞東集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 376)

Executive Directors:

Mr. Ko Chun Shun, Johnson (*Chairman*)
Mr. Zhang Binghua
Mr. Chen Shengjie
Ms. Angelina Kwan
Mr. Tsoi Tong Hoo, Tony
Ms. Ko Wing Yan, Samantha

Registered office:

Suites 1102-1103
11/F, Far East Finance Centre
16 Harcourt Road
Admiralty
Hong Kong

Independent non-executive Directors:

Mr. Liu Zhengui
Mr. Ding Kebai
Mr. Chu Chung Yue, Howard

24 February 2012

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES
REFRESHMENT OF THE 10% GENERAL LIMIT ON
GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make decisions on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the General Mandate; (ii) the Repurchase Mandate; (iii) the Extension Mandate; (iv) the refreshment of the Scheme Mandate Limit; and (v) the re-election of the Directors.

GENERAL MANDATE TO ISSUE NEW SHARES

At the extraordinary general meeting of the Company held on 8 November 2011, an ordinary resolution was passed to grant a general mandate to the Directors to allot, issue and otherwise deal with new Shares not exceeding 20% of the nominal amount of the share capital of the Company in issue as at 8 November 2011. This general mandate to issue new Shares will expire at the conclusion of the forthcoming Annual General Meeting.

The Directors consider that it is in the best interests of the Company and its Shareholders to grant the General Mandate to the Directors to enhance the flexibility of any possible fund raising or acquisition. As at the Latest Practicable Date, the number of Shares in issue were 384,494,527. Assuming no further Shares will be issued before the date of the Annual General Meeting, the Directors would be granted a General Mandate to issue up to 76,898,905 Shares.

The General Mandate, if granted, will continue in force until (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 the memorandum and articles of association of the Company or any other applicable laws of Hong Kong to be held; or (iii) the revocation or variation of the General Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

REPURCHASE MANDATE

At the extraordinary general meeting of the Company held on 8 November 2011, an ordinary resolution was passed to grant a general mandate to the Directors to repurchase Shares up to a maximum amount of 10% of the issued share capital of the Company as at 8 November 2011. This general mandate to repurchase Shares will expire at the conclusion of the forthcoming Annual General Meeting.

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the Annual General Meeting.

LETTER FROM THE BOARD

Resolution will also be proposed at the Annual General Meeting to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchase under the Repurchase Mandate.

If the resolution for the Repurchase Mandate is passed at the Annual General Meeting, the Repurchase Mandate would continue in force until (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 the memorandum and articles of association of the Company or any other applicable laws of Hong Kong to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement to provide the Shareholders with all the information reasonably necessary for them to make an informed decision in relation to the proposed resolution as required by the Listing Rules on the Stock Exchange concerning the regulation of purchase by companies of their own shares on the Stock Exchange is set out in the Appendix I to this circular.

REFRESHMENT OF THE 10% GENERAL LIMIT ON GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme pursuant to the ordinary resolution passed by the Shareholders at the extraordinary general meeting of the Company held on 21 July 2011. The existing Scheme Mandate Limit of 21,909,595 Shares was refreshed and approved by Shareholders at an extraordinary general meeting of the Company held on 8 November 2011. Since the adoption of the Share Option Scheme, the Company has not granted any share option.

The Scheme Mandate Limit may be refreshed by the approval of the Shareholders and the refreshed Scheme Mandate Limit must not exceed 10% of the issued share capital of the Company as at the date of the approval. Share options previously granted under the Share Option Scheme and other share option schemes of the Group (including options outstanding, cancelled, exercised or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purposes of calculating the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

Subsequent to the extraordinary general meeting of the Company held on 8 November 2011 to refresh the existing Scheme Mandate Limit, (i) on 14 November 2011 the Company issued 67,000,000 new Shares to Gainhigh Holdings Limited, the controlling shareholder of the Company, pursuant to a subscription agreement dated 6 September 2011 and (ii) on 21 November 2011 the Company issued 98,398,576 new Shares as a result of the conversion of convertible notes by Gainhigh Holdings Limited with a principal amount of HK\$55.3 million.

As at the Latest Practicable Date, the number of Shares in issue were 384,494,527. Assuming no further Shares will be issued before the date of the Annual General Meeting, the number of Shares under the Scheme Mandate Limit to be refreshed will be 38,449,452 Shares, representing 10% of issued Shares as at the date of the Annual General Meeting approving the refreshment of the Scheme Mandate Limit.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time will not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any subsidiaries if this will result in the 30% limit being exceeded.

Given with the increase in the number of issued Shares as at the Latest Practicable Date, the refreshed Scheme Mandate Limit will allow the Company to grant options over a larger number of Shares (38,449,452 Shares) than the existing Scheme Mandate Limit (21,909,595 Shares). The Company believes this would allow the Company to provide incentive or reward to eligible persons under the Share Option Scheme for their contribution to, and continuing efforts to promote the interests of the Company and to attract new high calibre employees. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and Shareholders as a whole as it provides the Company with more flexibility in providing incentives to those eligible persons under the Share Option Scheme by way of granting of options.

Conditions

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the 10% general limit on grant of options under the Share Option Scheme; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options granted under the refreshed general limit of the Share Option Scheme.

LETTER FROM THE BOARD

Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of any options that may be granted under the refreshed Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

Pursuant to the memorandum and articles of association of the Company, Mr. Tsoi Tong Hoo, Tony, Ms. Ko Wing Yan, Samantha and Mr. Ding Kebai shall retire and, being eligible, have offered themselves for re-election at the Annual General Meeting.

Mr. Tsoi Tong Hoo, Tony, aged 47, is an executive Director. Mr. Tsoi is the chief executive officer and an executive director of Varitronix International Limited (stock code: 710). Mr. Tsoi graduated from The University of Western Ontario, Canada with an honors degree in business administration in 1986. He served as the deputy chairman of the Listing Committees of the Main Board and the Growth Enterprise Market of the Stock Exchange from 2008 to 2009. He is a non-executive director of China WindPower Group Limited (stock code: 182) and Ocean Grand Holdings Limited (stock code: 1220) and an independent non-executive director of Fairwood Holdings Limited (stock code: 52), the shares of which are all listed on the Stock Exchange. Mr. Tsoi is the deputy chairman of the supervisory board of Data Modul AG, which is listed on the Frankfurt Stock Exchange.

Save as disclosed above, Mr. Tsoi did not have any directorships in other listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Tsoi does not hold any interest of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tsoi did not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Tsoi has entered into a service contract with the Company and is not appointed for a specific term and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the memorandum and articles of association of the Company. Mr. Tsoi's remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition.

Mr. Tsoi receives HK\$240,000 per year for his service as a Director.

LETTER FROM THE BOARD

Save as disclosed above, there is no other matter relating to the re-election of Mr. Tsoi that needs to be brought to the attention of the Shareholders, nor there is any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Ko Wing Yan, Samantha, aged 32, is an executive Director. Ms. Ko is the daughter of Mr. Ko Chun Shun, Johnson, the Chairman of the Company and an executive Director. She holds a bachelor degree in economics and mathematics from Mount Holyoke College, and a master degree in finance from the Imperial College Management School in London. She has over seven years of experience in banking and has extensive experience in the securities and capital markets. She was a director of global markets — structured credit and fund solutions of HSBC until August 2009. Before joining HSBC, Ms. Ko served in international investment banks including Morgan Stanley (in Hong Kong) and JP Morgan Securities Limited (in London). Ms. Ko is an executive director of China WindPower Group Limited (stock code: 182), the shares of which are listed on the Stock Exchange.

Save as disclosed above, Ms. Ko did not have any directorships in other listed public companies in the past three years.

As at the Latest Practicable Date, Ms. Ko does not hold any interests of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Ko did not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company.

Ms. Ko has entered into a service contract with the Company and is not appointed for a specific term and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the memorandum and articles of association of the Company. Ms. Ko's remuneration is determined by reference to her duties and responsibilities with the Company and the prevailing market condition.

Ms. Ko receives HK\$240,000 per year for her service as a Director.

Save as disclosed above, there is no other matter relating to the re-election of Ms. Ko that needs to be brought to the attention of the Shareholders, nor there is any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

LETTER FROM THE BOARD

Mr. Ding Kebai, aged 62, is an independent non-executive Director and a member of the audit committee. Mr. Ding holds a master degree in international business trading from the Chinese Academy of Social Science. Mr. Ding has extensive experience in asset management and international trading. Mr. Ding has held senior positions in Ministry of Health of the PRC (國家衛生部), the Office of the Economic and Trade of the State Council (國務院經濟貿易辦公室), the State Economic and Trade Commission of the PRC (國家經濟貿易委員會), State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會) and China National Medical Equipment & Supplies I/E Corporation (中國醫療衛生器材進出口公司).

Save as disclosed above, Mr. Ding did not have any directorships in other listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Ding does not hold any interests of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ding did not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Ding has entered into a service contract with the Company and is appointed for a term of 3 years and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the memorandum and articles of association of the Company. Mr. Ding's remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition.

Mr. Ding receives HK\$240,000 per year for his service as a Director.

Save as disclosed above, there is no other matter relating to the re-election of Mr. Ding that needs to be brought to the attention of the Shareholders, nor there is any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

RECOMMENDATIONS

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

The Directors consider that all the proposed resolutions at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote for all the resolutions, including the resolution relating (i) the General Mandate; (ii) the Repurchase Mandate; (iii) the Extension Mandate; (iv) the refreshment of the Scheme Mandate Limit; and (v) the re-election of the Directors at the Annual General Meeting.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the share registrars of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

Yours faithfully,
For and on behalf of the Board
Ko Chun Shun, Johnson
Chairman

REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to Shareholders regarding the Repurchase Mandate as referred to in the section headed “Repurchase Mandate” on pages 4 to 5 of this circular.

SHARE CAPITAL

The Shares proposed to be repurchased by a company must be fully paid-up. A maximum of 10% of the existing issued share capital as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

It is proposed that up to 10% of the Shares in issue at the date of passing the resolution to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, the number of Shares in issue was 384,494,527 Shares. On the basis of such number (assuming no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing such resolution), the Directors would be authorised to repurchase a maximum of 38,449,452 Shares.

REASONS FOR REPURCHASES

The Directors believe that the ability to repurchase Shares is in the best interests of the Company and the Shareholders. Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share. The Directors are seeking the approval for the grant of the Repurchase Mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The number(s) of Shares to be repurchased, the price and other terms upon which the same are repurchased, and whether Shares are to be repurchased on any occasion will be decided by the Directors at the relevant time having regard to the factors and circumstances then pertaining.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the Companies Ordinance. Any repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, being distributable profits of the Company or the proceeds of a fresh issue of Shares made for such purpose.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2011 contained in the 2011 annual report) if the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

PRICE OF THE SHARES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
February		suspended in trading
March		suspended in trading
April		suspended in trading
May		suspended in trading
June		suspended in trading
July		suspended in trading
August (since 10 August 2011)	6.00	2.90
September	4.49	3.08
October	3.73	3.26
November	3.74	3.25
December	3.71	3.39
2012		
January	3.66	3.46
February (up to the Latest Practicable Date)	4.04	3.60

UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, presently intend to sell any Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by Shareholders and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and the applicable law of Hong Kong and the memorandum and articles of association of the Company.

No other connected persons have notified the Company that they have a present intention to sell any shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders and exercised.

TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company will increase, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Gainhigh Holdings Limited, the controlling shareholder of the Company, owned 277,624,382 Shares, representing approximately 72.21% of the issued share capital of the Company. Based on such shareholding and in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the aggregate shareholding of Gainhigh Holdings Limited would be increased to approximately 80.23% of the issued share capital of the Company. To the best knowledge of the Directors, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares held by the public falling below 25% of total number of Shares in issue.

REPURCHASE OF SHARES

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



REORIENT GROUP LIMITED 瑞東集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 376)

NOTICE IS HEREBY GIVEN that the annual general meeting of REORIENT GROUP LIMITED (the “**Company**”) will be held at Suites 1102-03, 11/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 26 March 2012 at 10:00 a.m. (the “**Annual General Meeting**”) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements and reports of the directors and the independent auditor of the Company for the year ended 31 December 2011.
2.
 - (a) To re-elect Mr. Tsoi Tong Hoo, Tony as an executive director of the Company;
 - (b) To re-elect Ms. Ko Wing Yan, Samantha as an executive director of the Company;
 - (c) To re-elect Mr. Ding Kebai as an independent non-executive director of the Company; and
 - (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Messrs. Graham H. Y. Chan & Co. as independent auditor and to authorise the board of directors of the Company to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications, the following resolutions of the Company:

4. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting listing of, and permission to deal in, the shares of HK\$0.01 each in the share capital of the Company (“**Shares**”)”

NOTICE OF ANNUAL GENERAL MEETING

to be issued pursuant to the exercise of options which may be granted under the New Scheme Limit (as defined below), the refreshment of the scheme limit of the Company's share option scheme adopted on 21 July 2011 and all other share option scheme(s) of the Company, up to 10 per cent. of the number of Shares in issue as at the date of passing this resolution (the "**New Scheme Limit**") be and is hereby approved and any director of the Company be and is hereby authorised to do such act and execute such document to effect the New Scheme Limit."

5. "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:

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares to be purchased or agreed conditionally or unconditionally to be purchased by the directors of the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the issued share capital of the Company at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

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

NOTICE OF ANNUAL GENERAL MEETING

- (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 law 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 general meeting.”
7. “**THAT** the aggregate number of shares in the capital of the Company which shall have been repurchased by the Company subsequent and pursuant to the passing of Ordinary Resolution 6 (up to a maximum of 10 per cent. of the issued shares at the date of passing Ordinary Resolution 6) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Company pursuant to Ordinary Resolution 5 above.”

By order of the Board
Chow Fuk Wai
Company Secretary

Hong Kong, 24 February 2012

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. Zhang Binghua, Mr. Chen Shengjie, Ms. Angelina Kwan, 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 (each of whom is an independent non-executive director of the Company).