
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to be held at Suites 1101-03, 11/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 2 June 2015 at 10:30 a.m. is set out on pages 8 to 10 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 1101-03, 11/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 2 June 2015 at 10:30 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
“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
“Latest Practicable Date”	27 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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) in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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. Brett McGonegal (*Chief Executive Officer*)
Mr. Chen Shengjie
Mr. Tsoi Tong Hoo, Tony
Ms. Ko Wing Yan, Samantha

Registered office:

Suites 1101-1103
11/F, Far East Finance Centre
16 Harcourt Road
Admiralty
Hong Kong

Non-Executive Director:

Mr. Dorian M. Barak

Independent non-executive Directors:

Mr. Liu Zhengui
Mr. Chu Chung Yue, Howard
Dr. Wong Yau Kar, David, BBS, JP

29 April 2015

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
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; and (ii) the re-election of the Directors.

GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting (“AGM”) of the Company, held on 28 April 2014, 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 the date of the AGM. 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 was 455,651,221. 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 91,130,244 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.

RE-ELECTION OF DIRECTORS

Pursuant to the articles of association of the Company, Mr. Brett McGonegal, Mr. Liu Zhengui and Mr. Chu Chung Yue, Howard shall retire and, being eligible, have offered themselves for re-election at the Annual General Meeting.

Mr. Brett McGonegal, aged 41, joined the Group in 2011 and joined the Board in 2012, is the executive Director and the Chief Executive Officer of the Company.

Mr. McGonegal manages and oversees the Group’s main businesses and brings over 15 years of industry experience to the Group. Most recently he was a Managing Director at Cantor Fitzgerald HK Capital Markets and a co-head of the Equity Sales and Trading desk. Mr. McGonegal helped Cantor Fitzgerald become a leading institutional market player in Asia by creating a top-tier sales and trading platform while contributing to the formation of an expanding corporate finance business focused on China.

LETTER FROM THE BOARD

Prior to Cantor Fitzgerald, Mr. McGonegal managed the Institutional IPO business for Charles Schwab Capital Markets as a Senior Managing Director and also helped form Etrade's Capital Markets Institutional Sales and Trading businesses in New York.

Mr. McGonegal is a graduate of Hobart College and The Lawrenceville Prep School.

As at the Latest Practicable Date, save as disclosed above, Mr. McGonegal did not have any directorship in other public listed companies in the past three years. Mr. McGonegal does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. McGonegal was interested in 10,410,914 shares in the Company, within the meaning of Part XV of the SFO.

Mr. McGonegal has not entered into a service contract with the Company as an executive Director and is not appointed for a specific term, but will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with its articles of association. Mr. McGonegal's remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition and is subject to review by the remuneration committee of the Company and the Board of the Company from time to time. For the year ended 31 December 2014, Mr. McGonegal received an emolument of HK\$8,484,000.

Save as disclosed above, there is no other information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. McGonegal's re-election.

Mr. Liu Zhengui, aged 67, is an independent non-executive Director, the chairman of the remuneration committee, and a member of the audit committee and the nomination committee of the Company. Mr. Liu joined the Board in 2011. Mr. Liu holds a bachelor degree in management engineering from HeFei University of Technology, and Mr. Liu has over 40 years' experience in corporate finance and capital management. During the period from 2004 to 2009, Mr. Liu was the chairman of Bank of China Group Investment Limited (BOCGI). Prior to that, he served as the chief executive of Bank of China's branches in three different provinces for 16 years.

LETTER FROM THE BOARD

Mr. Liu is also the vice chairman and a non-executive director of Brockman Mining Limited (stock code: 00159), the shares of which are listed on the Stock Exchange. Save as disclosed above, Mr. Liu did not have any directorship in other public listed companies in the past three years.

As at the Latest Practicable Date, Mr. Liu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu has entered into a service contract with the Company as an independent non-executive Director for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with its articles of association. Mr. Liu's remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition and is subject to review by the Remuneration Committee and the Board of the Company from time to time. Mr. Liu currently receives a monthly remuneration of HK\$20,000.

Save as disclosed above, there is no other information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Liu's re-election.

Mr. Chu Chung Yue, Howard, aged 66, joined the Board in 2011, is an independent non-executive Director, the chairman of the audit committee, and a member of the remuneration committee and the nomination committee of the Company.

Mr. Chu was the Vice President, Asia and Chief Representative, China of Teck Resources Limited (formerly Teckcominco Limited). Mr. Chu was responsible for the development of an Asian strategy for the company, monitoring China's economic performance and promoting business development opportunities in China. Mr. Chu held various positions including corporate controller for Teck Resources Limited from 1978 to 2007 and was the Vice President, Asia and Chief Representative, China from 2007 to April 2011. Mr. Chu holds a bachelor degree in commerce from University of British Columbia and was a member of the Chartered Professional Accountants of Canada. Mr. Chu has appropriate professional qualifications as required under Rule 3.10(2) of the Listing Rules.

Mr. Chu has entered into a service contract with the Company as an independent non-executive Director for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with its articles of association. Mr. Chu's remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition and is subject to

LETTER FROM THE BOARD

review by the Remuneration Committee and the Board of the Company from time to time. Mr. Chu currently receives a monthly remuneration of HK\$20,000.

As at the Latest Practicable Date, save as disclosed above, Mr. Chu (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with other members of the Group; and (iv) does not have any directorship in any public listed companies in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Chu's re-election.

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.

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; and (ii) 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

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 1101-03, 11/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 2 June 2015 at 10:30 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 2014.
2.
 - (a) To re-elect Mr. Brett McGonegal as an executive director of the Company;
 - (b) To re-elect Mr. Liu Zhengui as an independent non-executive director of the Company;
 - (c) To re-elect Mr. Chu Chung Yue, Howard as an independent non-executive director of the Company;
 - (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. KPMG as independent auditor and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

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

4. **“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;

NOTICE OF ANNUAL GENERAL MEETING

- (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
Jim Pak Keung
Company Secretary

Hong Kong, 29 April 2015

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 of this notice, the Board comprises Mr. Ko Chun Shun, Johnson (Chairman), Mr. Brett McGonegal (Chief Executive Officer) Mr. Chen Shengjie, Ms. Ko Wing Yan, Samantha and Mr. Tsoi Tong Hoo, Tony (each of whom 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 (each of whom are independent non-executive directors).