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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)

**INSIDE INFORMATION  
IN RELATION TO  
SUBSCRIPTION OF SHARES OF CULTURECOM  
HOLDINGS LIMITED**

**SUBSCRIPTION OF SHARES OF CULTURECOM HOLDINGS LIMITED**

After trading hours on 5 April 2016, Profit Mind Global Limited (“Profit Mind”), a wholly owned subsidiary of Reorient Group Limited (the “Company”), together with a number of subscribers entered into a share subscription agreement with Culturecom Holdings Limited (“CHL”) (the “Share Subscription Agreement”), pursuant to which, amongst other things, Profit Mind agreed to subscribe (the “Subscription”) and CHL agreed to issue 71,428,571 new ordinary shares (“Subscription Shares”) for a total consideration of approximately HK\$15 million (“Total Consideration”). Upon completion of the Subscription, Profit Mind will hold approximately 1.18% of the enlarged issued share capital of CHL (assuming exercise of all outstanding warrants and options of CHL in full). The price for the Subscription Shares is HK\$0.21 per share (“Subscription Price”).

CHL is a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 343).

**LISTING RULES IMPLICATIONS**

This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange and the Insider Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Law of Hong Kong). The Subscription does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules as the applicable percentage ratios under Rule 14.07 of the Listing Rules are less than 5%.

## **THE SHARE SUBSCRIPTION AGREEMENT**

Date : 5 April 2016

Parties : Profit Mind (as subscriber);  
Other subscribers (as subscribers, the “Other Subscribers”); and  
CHL (as issuer)

The Other Subscribers comprise, among others, IDG Fintech Investment, Ltd and Star Wheel Ltd.. Star Wheel Ltd. is beneficially owned by Mr. Ko Chun Shun, Johnson (“Mr. Ko”), a non-executive director of the Company.

The principal terms of the Share Subscription Agreement relating to the Subscription by Profit Mind are set out as below:

### **Subscription and Total Consideration**

Pursuant to the Share Subscription Agreement, Profit Mind agreed to subscribe for, and CHL agreed to issue 71,428,571 Subscription Shares to Profit Mind for a total consideration of approximately HK\$15 million.

Under the terms of the Share Subscription Agreement, CHL and Profit Mind acknowledged that pursuant to an agreement made between the CHL and Reorient Financial Markets Limited (“RFML”), which is a fellow subsidiary of Profit Mind, CHL shall pay to RFML a fee of HK\$12,000,000 (“Fee”) for acting as a coordinator and arranger to CHL in connection with the Share Subscription Agreement and other transactions. CHL and Profit Mind agree and acknowledge that, to the extent, the Fee (or any part thereof) has not been paid by CHL to RFML upon completion of the Subscription, such outstanding Fee (or part thereof) shall be applied to set off against payment of the Total Consideration payable by Profit Mind to CHL, and Profit Mind shall pay the balance in cash to CHL.

The total number of new ordinary shares of CHL being subscribed by the Other Subscribers under the Share Subscription Agreement is 4,781,302,026, out of which, the number of new shares of CHL being subscribed by Mr. Ko, an non-executive director, through Star Wheel Ltd., his 100% owned company as part of the Subscription is 603,267,320. Under the Share Subscription Agreement, the Other Subscribers shall also subscribe for certain number of new convertible securities of CHL.

The Subscription Price of HK\$0.21 per Subscription Share is the same price per share as that payable by the Other Subscribers under the Share Subscription Agreement.

**Warning: The Subscription is subject to the fulfilment or waiver (as the case may be) of a number of conditions precedent set out in the Share Subscription Agreement. As such, there is no assurance that the Subscription will proceed to completion. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

By Order of the Board  
**Reorient Group Limited**  
**Li Ting**  
*Executive Director and Chief Executive Officer*

Hong Kong, 6 April 2016

*As at the date of this announcement, the Board comprises Mr. Yu Feng (who is Chairman and non-executive director), Ms. Li Ting and Mr. Huang Xin (who are executive directors), Mr. Ko Chun Shun, Johnson, Ms. Hai, Olivia Ou and Mr. Huang Youlong (who are non-executive directors), and Mr. Lin Lijun, Mr. Qi Daqing, Mr. Chu Chung Yue, Howard and Dr. Wong Yau Kar, David, BBS, JP (who are independent non-executive directors).*