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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
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 Monday, 28 April 2014 at 10:00 a.m. is set out on pages 11 to 13 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 Monday, 28 April 2014 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
“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”	24 March 2014, 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) of HK\$0.01 each 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.



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. Jason Boyer (*Vice 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. Ding Kebai
Mr. Chu Chung Yue, Howard
Dr. Wong Yau Kar, David, BBS, JP

26 March 2014

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 extraordinary general meeting (“EGM”) of the Company, held on 10 January 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 EGM. 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 429,299,705. 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 85,859,941 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. Ko Chun Shun, Johnson, Mr. Tsoi Tong Hoo, Tony, Ms. Ko Wing Yan, Samantha, Mr. Dorian M. Barak and Mr. Ding Kebai shall retire and, being eligible, have offered themselves for re-election at the Annual General Meeting.

Mr. Ko Chun Shun, Johnson, aged 62, is the Chairman of the Company and an executive Director, the chairman of the nomination committee and a member of the remuneration committee of the Company. Mr. Ko has extensive experience in a variety of activities, including manufacturing, securities trading, international trade, electronics and the renewable energy industry. He also has extensive experience in corporate finance, corporate restructuring and mergers and acquisitions. Mr. Ko is the father of Ms. Ko Wing Yan, Samantha (“Ms. Ko”), an executive Director of the Company. Mr. Ko is currently the chairman and an executive director of Varitronix International Limited (“Varitronix”)

LETTER FROM THE BOARD

(stock code: 00710), to which Mr. Tsoi Tong Hoo, Tony is also a director. Mr. Ko was re-designated as deputy chairman in January 2014 and executive director of DVN (Holdings) Limited (stock code: 00500), and vice-chairman and an executive director of China WindPower Group Limited (“China WindPower”) (stock code: 00182), to which Ms. Ko and Dr. Wong Yau Kar, David are directors, the shares of which are all listed on the Stock Exchange. Mr. Ko is also a substantial shareholder of the Company, China WindPower, DVN (Holdings) Limited and Varitronix.

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

As at the Latest Practicable Date, Mr. Ko was interested in 270,824,382 shares through Gainhigh Holdings Limited (“Gainhigh”), the controlling shareholder of the Company. 79.5% of the issued share capital of Gainhigh was held by Kwan Wing Holdings Limited, a company wholly-owned by Mr. Ko within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Ko does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Ko 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. Ko’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 2013, Mr. Ko received an emolument of HK\$261,000.

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. Ko’s re-election.

LETTER FROM THE BOARD

Mr. Tsoi Tong Hoo, Tony, aged 49, is an executive Director. Mr. Tsoi is the chief executive officer and an executive director of Varitronix International Limited (stock code: 00710). Mr. Tsoi graduated from The University of Western Ontario, Canada with an Honors Degree in Business Administration in 1986. He was selected as one of the “Hong Kong Young Industrialists” by the Federation of Hong Kong Industries in 2010. He is an independent non-executive director of Fairwood Holdings Limited (stock code: 00052). Mr. Tsoi has resigned as a non-executive director of China WindPower Group Limited (stock code: 00182) in January 2014 and has retired as a non-executive director of Zhidao International (Holdings) Limited (stock code: 01220) in August 2013, 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 directorship in other public listed companies in the past three years.

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

Save as disclosed herein, Mr. Ko Chun Shun, Johnson and Mr. Tsoi are directors of the Company, and are directors of Varitronix, Mr. Tsoi did not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company and does not hold other positions with other members of the Group.

Mr. Tsoi has entered into a service contract with the Company as an executive Director and is not appointed for a specific term, and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with its articles of association. Mr. Tsoi’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 2013, Mr. Tsoi received an emolument of HK\$261,000.

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. Tsoi’s re-election.

LETTER FROM THE BOARD

Ms. Ko Wing Yan, Samantha, aged 34, is an executive Director. Ms. Ko is the daughter of Mr. Ko Chun Shun, Johnson. Ms. Ko 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: 00182), which is listed on the Stock Exchange.

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

Ms. Ko has entered into a service contract with the Company as an executive Director and is not appointed for a specific term, and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with its articles of association. Ms. Ko's remuneration is determined by reference to her 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 2013, Ms. Ko received an emolument of HK\$261,000.

Save as disclosed herein, Mr. Ko Chun Shun, Johnson and Ms. Ko are directors of the Company, and are directors of China WindPower. Ms. Ko did not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company and does not hold other positions with other members of the Group.

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

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 Ms. Ko's re-election.

LETTER FROM THE BOARD

Mr. Dorian M. Barak, aged 40, joined the Group as non-executive Director in January 2014, is a private equity investor and asset manager focused on Africa, the Middle East and Europe. He is Managing Director of Indigo Global, which advises private clients, companies and investment funds on acquisitions, strategy and capital management, and serves on the boards of directors of companies active in the natural resources, aviation and technology sectors. Previously, Mr. Barak was Head of Mergers & Acquisitions and Head of International Strategy, Finance and Operations of Bank Hapoalim, Israel's leading financial group, with assets and operations in 20 countries. Prior to joining Hapoalim, he was an attorney with the financial services group at Skadden, Arps, Slate, Meagher & Flom, and, previously, a financial services consultant with the Boston Consulting Group in New York and Chicago.

Mr. Barak holds a Bachelor's Degree in Business Administration from University of California, Los Angeles, a Master's Degree in Arts from Oxford University and a Juris Doctor Degree from Yale Law School.

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

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

Save as disclosed above, Mr. Barak did not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company and does not hold other positions with other members of the Group.

Mr. Barak has not entered into a service contract with the Company as a non-executive Director and is not appointed for a specific term, and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with its articles of association. Mr. Barak'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. Mr. Barak receives a monthly remuneration of HK\$21,000.

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. Barak's re-election.

LETTER FROM THE BOARD

Mr. Ding Kebai, aged 64, is an independent non-executive Director and a member of the audit committee of the Company. Mr. Ding obtained a postgraduate qualification in International Trade from Graduate School of Chinese Academy of Social Science (中國社會科學院研究生院). Mr. Ding has extensive experience in asset management and international trading. Mr. Ding served in the Ministry of Health of the PRC (國家衛生部), the Economic and Trade Office of the State Council (國務院經濟貿易委員會), the State Economic and Trade Commission (國家經濟貿易委員會), and the 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 has held senior position in China National Medical Equipment and Supplies Import & Export Corporation (中國醫療衛生器材進出口公司) and CAS Investment Management Co., Ltd (中國科技產業投資管理公司).

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

As at the Latest Practicable Date, Mr. Ding does not have any interests in the Shares 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 and does not hold other positions with other members of the Group.

Mr. Ding has entered into a service contract with the Company as an independent non-executive Director and is appointed for a term of 3 years and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with its articles of association. Mr. Ding'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 2013, Mr. Ding received an emolument of HK\$252,000.

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. Ding's re-election.

LETTER FROM THE BOARD

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 Monday, 28 April 2014 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 2013.
2.
 - (a) To re-elect Mr. Ko Chun Shun, Johnson as an executive director of the Company;
 - (b) To re-elect Mr. Tsoi Tong Hoo, Tony as an executive director of the Company;
 - (c) To re-elect Ms. Ko Wing Yan, Samantha as an executive director of the Company;
 - (d) To re-elect Mr. Dorian M. Barak as an non-executive director of the Company;
 - (e) To re-elect Mr. Ding Kebai as an independent non-executive director of the Company;
 - (f) 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, 26 March 2014

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. Jason Boyer (Vice 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. Ding Kebai, Mr. Chu Chung Yue, Howard and Dr. Wong Yau Kar, David, BBS, JP (each of whom are independent non-executive directors).