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SRE GROUP LTD.

SRE GROUP LIMITED

上置集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of SRE Group Limited (the “**Company**”) will be held at Room 2501, 25th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 29 March, 2010 at 3:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 10 February 2009 entered into between Md. Li De E as vendor and Sinopower Investment Limited as purchaser (the “**Acquisition Agreement**”, a copy of which is produced to the meeting marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) for the sale and purchase of the Sale Share and the Loan (both as defined in the circular of the Company dated 10 March 2010, a copy of which is produced to the meeting marked “**B**” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder or in connection therewith and any other agreements or documents in connection therewith be and are hereby approved, confirmed and/or ratified; and
- (b) any one director of the Company or any other person authorized by the board of directors of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he or she or they may in his or her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Acquisition Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection with the Acquisition Agreement and/

* *For identification purpose only*

or any further agreement or document as mentioned in paragraph (a) of this resolution and/or the transactions contemplated thereunder and all other matters incidental thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Acquisition Agreement and/or any further agreement or document as mentioned in paragraph (a) of this resolution and/or the transactions contemplated thereunder.”

By order of the Board
SRE Group Limited
Shi Jian
Chairman

Hong Kong, 10 March 2010

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof, as the case may be).
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) The ordinary resolution as set out above will be voted by way of a poll.
- (5) As at the date of this notice, the board of directors of the Company comprises five executive directors, namely, Mr. Shi Jian, Mr. Li Yao Min, Mr. Yu Hai Sheng, Mr. Jiang Xu Dong and Mr. Yue Wai Leung, Stan; two non-executive directors, namely, Mr. Cheung Wing Yui and Mr. Jin Bing Rong and three independent non-executive directors, namely, Mr. Jiang Xie Fu, Mr. E Hock Yap and Mr. Pan Long Qing.