



SRE GROUP LIMITED

上置集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

**Proxy Form for use at the Special General Meeting
to 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. (and/or any adjournment thereof)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.10 each
in the capital of SRE GROUP LIMITED (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING
or ^(Note 3) _____
of _____

as my/our proxy to attend and vote for me/us at the Special General Meeting of the Company to 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. (or at any adjournment thereof) and in particular (but without limitation) as indicated below or, if no such indication is given, as my/our proxy may think fit:

Ordinary Resolution ^(Note 4)	FOR ^(Note 5)	AGAINST ^(Note 5)
(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") 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) 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/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."		

Dated this _____ day of _____ 2010 Shareholder's Signature ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING or**" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The full text of the resolution is set out in the Notice of Special General Meeting dated 10 March 2010. The descriptions herein are by way of summary only.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- Where there are joint holders of any share in the Company, any one of such joint holder may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- In order to be valid, this proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, 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 holding the meeting or any adjournment thereof (as the case may be).
- A member holding two or more shares may appoint more than one proxy to attend and vote on his behalf at the meeting. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only