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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 Wednesday, 8 September 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** the new share option scheme of China New Town Development Company Limited (the “**New CNTD Scheme**”, the rules of which are contained in the document marked “**A**” produced to the meeting and signed by the chairman of the meeting for identification purposes, and a summary of which is set out in the circular of the Company dated 23 August 2010 marked “**B**” and produced to the meeting and signed by the chairman of the meeting for identification purposes) be and is hereby approved and the board of directors of the Company (the “**Board**”) be and is hereby authorized to do all such acts, to enter into all such agreements, transactions and arrangements and to take all such actions in connection therewith or arising therefrom as the Board may consider necessary or expedient in order to give effect to the New CNTD Scheme.”

By order of the Board
SRE Group Limited
Shi Jian
Chairman

Hong Kong, 23 August 2010

* *For identification purpose only*

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 six executive directors, namely, Mr. Shi Jian, Mr. Li Yao Min, Mr. Yu Hai Sheng, Mr. Jiang Xu Dong, Mr. Shi Pin Ren 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. Mr. E Hock Yap and Mr. Pan Long Qing.