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SRE GROUP LIMITED
上置集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 1207)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHAIRMAN OF THE AUDIT COMMITTEE**

The Board announces that Mr. Jiang Xie Fu has resigned from his positions as an independent non-executive director of the Company and the Chairman of the Audit Committee with effect from 16 June 2014.

**RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHAIRMAN OF THE AUDIT COMMITTEE**

The board of directors (the “**Board**”) of SRE Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) announces that with effect from 16 June 2014, Mr. Jiang Xie Fu (“**Mr. Jiang**”), has been resigned as an independent non-executive director of the Company (“**INED**”) and the Chairman of the audit committee of the Company (the “**Audit Committee**”) due to personal reason.

Mr. Jiang has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Jiang for his valuable contribution to the Company during his tenure of directorship.

**NON-COMPLIANCE WITH RULE 3.10A AND RULE 3.21 OF THE LISTING
RULES**

As a result of Mr. Jiang’s resignation as an INED, the Company fails to comply with Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) that the number of independent non-executive directors of the Company shall represent at least one-third of the Board, and Rule 3.21 of the Listing Rules that the INEDs who are members of the Audit Committee of the Company do not form the majority of the Audit Committee of the Company.

The Board endeavours to appoint suitable candidate(s) to fill the vacancies as soon as possible and in any event within three months from 16 June 2014 for purpose of complying with Rule 3.10A and Rule 3.21 of the Listing Rules. Further announcement(s) regarding such appointments will be made by the Company when appropriate.

By Order of the Board of Directors of
SRE GROUP LIMITED
Shi Jian
Chairman

Hong Kong, 16 June 2014

As at the date hereof, the Board comprises seven executive directors, namely Mr. Shi Jian, Mr. Li Yao Min, Mr. Yu Hai Sheng, Mr. Jiang Xu Dong, Mr. Wang Zi Xiong, Mr. Zhang Hongfei and Mr. Shi Lizhou; two non-executive directors, namely Mr. Cheung Wing Yui and Mr. Jin Bing Rong; and four independent non-executive directors, namely Mr. Zhuo Fumin, Mr. Yuan Pu, Mr. Chan, Charles Sheung Wai and Mr. Yang Chao.

** For identification purpose only*