



# 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 Taichi Room, Unit 3810, 38/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 2 December 2015, at 3:00 p.m.

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of HK\$0.10 each in the capital of SRE Group Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us at the Special General Meeting of the Company to be held at Taichi Room, Unit 3810, 38/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 2 December 2015, at 3:00 p.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) as indicated below or, if no such indication is given, as my/our proxy may think fit:

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve the increase in authorised share capital and authorise the director(s) to do all such acts and execute all such documents in connection with and to give effect to the implementation of such increase in authorised share capital. #		
2.	Subject to passing of resolution no. 1, to approve the Subscription and grant a specific mandate to the director(s) to issue the Subscription Shares pursuant to the Subscription Agreement. #		
3.	Subject to passing of resolution nos. 1 & 2 and granting of the Whitewash Waiver, to authorise the director(s) to do all such acts and execute all such documents in connection with and to give effect to the implementation of the Whitewash Waiver. #		
4.	To remove Mr. Shi Jian from his position as an executive Director and the Chairman of the Board of the Company. #		
5.	To approve the appointment of Mr. He Binwu as an executive Director of the Company. #		
6.	To approve the appointment of Mr. Peng Xinkuang as an executive Director of the Company. #		
7.	To approve the appointment of Mr. Chen Chao as an executive Director of the Company. #		
8.	To approve the appointment of Mr. Zhu Qiang as an executive Director of the Company. #		
9.	To approve the appointment of Mr. Zhao Xiaodong as an executive Director of the Company. #		
10.	To re-elect Mr. Shi Janson Bing as an executive Director of the Company.		

# Full text of the resolution is set out in the notice of the SGM

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Shareholder's Signature<sup>(Note 5)</sup>: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. 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