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# **SRE GROUP LIMITED** **上置集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1207)**

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

The board of directors (the “**Board**”) of SRE Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is pleased to announce the following changes of the Company:

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE REMUNERATION COMMITTEE AND MEMBER OF THE NOMINATION COMMITTEE AND INVESTMENT COMMITTEE**

Mr. Ma Lishan (“**Mr. Ma**”) has been appointed as the independent non-executive director and the chairman of Remuneration Committee and a member of Nomination Committee and Investment Committee of the Company with effect on 31 March 2016.

**Mr. Ma Lishan**, aged 64, has extensive experience in corporate operation and management. Mr. Ma graduated from Beijing Foreign Studies University in the People’s Republic of China in 1975. Mr. Ma served in various managerial positions such as chairman, executive director, general manager in certain large-scale grain, edible oil, food processing corporations and Great Wall Wine under China Oil & Foodstuff Corporation. From January 1996, Mr. Ma served as an executive director of China Foods Limited (中國食品有限公司) (“**China Foods**”), a company listed on The Stock Exchange of Hong Kong Limited (stock code: 506). From May 1997 to June 2003, Mr. Ma served as executive director and managing director and from April 2002 to June 2003 as managing director of China Foods. In 2000, Mr. Ma served as the deputy general manager of China Foods Import and Export (Group) Co., Ltd. (中國糧油食品進出口(集團)有限公司). Mr. Ma was the deputy chairman of Top Glory International Holdings Limited (鵬利國際集團有限公司) (a shareholder of COFCO Property (Group) Co., Ltd.) from June 2003 to July 2005. From June 2008 to January 2009, Mr. Ma was an executive director of Sino Resources Group Limited, a company listed on The Stock Exchange of Hong Kong Limited (stock code: 223). From March 2008 to present, he is an independent non-executive director of Silver Base Group Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (stock code: 886). From

August 2009 to present, he is an independent non-executive director of Sunac China Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (stock code: 1918). From September 2010 to August 2012, he was also the executive director, managing director and chairman of Hao Tian Resources Group Limited (now known as Hao Tian Development Group Limited), a company listed on The Stock Exchange of Hong Kong Limited (stock code: 474). He is the senior consultant in Hao Tian Development Group Limited since August 2012.

Save as disclosed above, as at the date of this announcement, Mr. Ma does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as the directorship mentioned above, Mr. Ma has not held any other directorships in listed public companies in the last three years. Save as the directorship and the position disclosed above, Mr. Ma does not hold any other positions with the Group.

As at the date of this announcement, Mr. Ma does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Pursuant to the appointment letter dated 31 March 2016 entered into between Mr. Ma and the Company, Mr. Ma was appointed as an independent non-executive director of the Company for a term of 2 years commencing on 31 March 2016 (subject to retirement by rotation and re-election in accordance with the bye-laws of the Company), unless otherwise terminated by either party by giving not less than 1 month's written notice to the other or otherwise in accordance with the other terms of the appointment letter. Pursuant to his appointment letter, Mr. Ma is entitled to a remuneration of HK\$300,000 per annum, which was determined with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Ma has confirmed that there are no other matters in connection with his appointment that need to be brought to the attention of the shareholders of the Company and there are no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Upon the appointment of Mr. Ma as an independent non-executive director of the Company becoming effective, the Company will be in compliance with the requirements of Rule 3.10A of the Listing Rules.

The Board would like to express its warmest welcome to Mr. Ma for joining the Board.

## **CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

The composition of the Board committees of the Company has been changed as follows with effect from 31 March 2016:

- (1) Mr. He Binwu, an executive director and the Chairman of the Company, was appointed as the chairman of the Investment Committee of the Company;

- (2) Mr. Wang Zi Xiong, an executive director and the Vice-Chairman of the Company, ceased to be a member of the Audit Committee (with a view to fulfilling the requirements of the Listing Rules), the Remuneration Committee and the Investment Committee of the Company;
- (3) Mr. Zhao Xiaodong, an executive director of the Company, was appointed as a member of the Investment Committee of the Company;
- (4) Mr. Zhuo Fumin, an independent non-executive director of the Company, ceased to be the chairman of the Investment Committee of the Company;
- (5) Mr. Chan, Charles Sheung Wai, an independent non-executive director of the Company, ceased to be a member of the Investment Committee of the Company and was re-designated as a member of the Remuneration Committee of the Company; and
- (6) Mr. Guoping, an independent non-executive director of the Company, ceased to be a member of the Nomination Committee and the Investment Committee of the Company.

By Order of the Board  
**SRE Group Limited**  
**He Binwu**  
*Chairman*

Hong Kong, 31 March 2016

*As at the date of this announcement, the Board comprises seven executive directors, namely Mr. He Binwu, Mr. Wang Zi Xiong, Mr. Peng Xinkuang, Mr. Shi Janson Bing, Mr. Chen Chao, Mr. Zhu Qiang and Mr. Zhao Xiaodong; and four independent non-executive directors, namely Mr. Zhuo Fumin, Mr. Chan, Charles Sheung Wai, Mr. Guoping and Mr. Ma Lishan.*

\* *For identification purpose only*