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# SRE GROUP LIMITED

## 上置集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

### POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular (“**Circular**”) of SRE Group Limited (the “**Company**”) dated 21 April 2016. Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the resolutions (“**Resolutions**”) proposed at the Annual General Meeting held on Wednesday, 25 May 2016 were as follows:

Ordinary Resolutions		Number of Votes (Approximate %) (Note)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and the report of the directors and the independent auditors’ report of the Company for the year ended 31 December 2015.	15,604,645,122 (99.99%)	30,000 (0.01%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2.	(i) To re-elect Mr. Wang Zi Xiong as an executive director of the Company.	15,604,675,122 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(ii) To re-elect Mr. Zhuo Fumin as an independent non-executive director of the Company.	15,530,651,636 (99.53%)	74,023,486 (0.47%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of Votes (Approximate %) (Note)	
		For	Against
2.	(iii) To re-elect Mr. Chan, Charles Sheung Wai as an independent non-executive director of the Company.	15,604,179,122 (99.99%)	496,000 (0.01%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(iv) To re-elect Mr. Guoping as an independent non-executive director of the Company.	15,604,675,122 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(v) To re-elect Mr. Ma Lishan as an independent non-executive director of the Company.	15,604,675,122 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(vi) To authorise the board of directors of the Company to fix the directors' remuneration.	15,604,675,122 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.	To appoint PricewaterhouseCoopers, Certified Public Accountants as the new auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.	15,604,675,122 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
4A.	To grant a general mandate to the directors of the Company to repurchase shares.	15,604,645,122 (99.99%)	30,000 (0.01%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
4B.	To grant a general mandate to the directors of the Company to issue shares.	15,498,398,623 (99.32%)	106,276,499 (0.68%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
4C.	To extend the general mandate granted to the directors of the Company to issue shares by addition thereto the shares repurchased by the Company.	15,498,478,623 (99.32%)	106,196,499 (0.68%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

*Note:*

*The number and percentage of votes are based on the total number of the Shares held by the Shareholders who voted at the Annual General Meeting in person, by authorised corporate representative(s) or by proxy(ies).*

As at the date of the Annual General Meeting:

- (i) to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there was no restriction on any Shareholders to cast votes on any of the Resolutions and no Shareholder was required to abstain from voting on the same. Accordingly, the total number of Shares entitling the holder to attend and vote for or against the Resolutions was 20,564,713,722 Shares, representing 100% of the issued share capital of the Company;
- (ii) there was no Share entitling the holder to attend and abstain from voting in favour of any of the Resolutions according to Rule 13.40 of the Listing Rules;
- (iii) there was no Share entitling the holder to attend and vote only against any of the Resolutions; and
- (iv) none of the Shareholders has stated his/her/its intention in the Circular to vote against any of the Resolutions or to abstain from voting at the Annual General Meeting.

Tricor Tengis Limited, the Hong Kong branch share registrar of the Company, was appointed as the scrutineer at the Annual General Meeting for the purpose of vote-taking.

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

Hong Kong, 25 May 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*