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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 4:00 p.m. on Wednesday, 6 July 2016 at Suites 1001-1004, 10th Floor, One Pacific Place, 88 Queensway, Hong Kong for the purposes of considering and, if thought fit, passing the following resolution of the Company, with or without amendments:

### **ORDINARY RESOLUTIONS**

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) falling to be issued pursuant to the exercise of any options granted under the new share option scheme (the “**New Share Option Scheme**”), the terms of which are set out in the document marked “A” produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the New Share Option Scheme be approved and adopted to be the share option scheme of the Company and with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect, and that the Directors (or their authorised committee) be authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:

- (a) to administer and grant options thereunder and to allot and issue Share pursuant to the New Share Option Scheme;
- (b) to alter and/or modify the New Share Option Scheme from time to time provided that such alteration and/or modification is effected in accordance with the provisions of the New Share Option Scheme relating to the alteration and/or modification and subject to Chapter 17 of the Listing Rules;

\* For identification purpose only

- (c) to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of options granted under the New Share Option Scheme provided always that the total number of Shares subject to the New Share Option Scheme aggregated with the number of Shares subject to any grant after the date of passing of this Resolution pursuant to any other share option schemes of the Company, shall not exceed 10% of the total number of Shares of the Company in issue as at the date of passing of this Resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme and the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total issued shares of the Company from time to time; and
- (d) to consent, if a Director so deems fit an expedient, to such conditions, alteration and/or modification as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

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

Hong Kong, 16 June 2016

*Notes:*

- (1) A member of the Company entitled to attend and vote at the special general meeting or any adjourned meeting thereof convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, 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
- (3) Completion and return of the proxy form shall not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), all votes of the shareholders of the Company must be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
- (5) Where there are joint registered holders of any shares of the Company, any one of such joint holders may vote either in person or by proxy in respect of such shares of the Company as if he/she was 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.

- (6) Shareholders whose names appear on the register of members of the Company on Wednesday, 6 July 2016 are entitled to attend and vote at the SGM. For determining the entitlement to attend and vote in the SGM, the register of members of the Company will be closed from Monday, 4 July 2016 to Wednesday, 6 July 2016, both days inclusive, and during such period no share transfer will be registered. In order to qualify for voting at the SGM, properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Thursday, 30 June 2016, for registration.
- (7) As at the date hereof, the board of directors of the Company comprises seven executive directors of the Company, namely Mr. He Binwu, Mr. Peng Xinkuang, Mr. Shi Janson Bing, Mr. Chen Chao, Mr. Zhu Qiang, Mr. Chen Donghui and Ms. Qin Wenying; and four independent non-executive directors of the Company, namely Mr. Zhuo Fumin, Mr. Chan, Charles Sheung Wai, Mr. Guoping and Mr. Ma Lishan.