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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 ANNUAL GENERAL MEETING AND RETIREMENT OF DIRECTOR

Reference is made to the circular (“**Circular**”) of SRE Group Limited (the “**Company**”) dated 30 April 2019. Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS

The poll results in respect of the resolutions (“**Resolutions**”) proposed at the Annual General Meeting held on Monday, 3 June 2019 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, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2018.	159,862,301 (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.			
2.	(i) To re-elect Mr. Peng Xinkuang as an executive director of the Company.	158,415,301 (99.07%)	1,488,000 (0.93%)
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.	(ii) To re-elect Mr. Chen Donghui as an executive director of the Company.	159,903,301 (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.		
	(iii) To re-elect Mr. Chen Chao as an executive director of the Company.	225,726 (0.14%)	159,677,575 (99.86%)
	As more than 50% of the votes were cast against this resolution, the resolution was not passed as an ordinary resolution.		
	(iv) To re-elect Ms. Qin Wenying as an executive director of the Company.	159,903,301 (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. Jiang Qi as an executive director of the Company.	159,903,301 (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.	(vi) To authorise the board of directors of the Company to fix the directors' remuneration.	159,903,301 (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.		
	To re-appoint PricewaterhouseCoopers, Certified Public Accountants as the auditor of the Company for the ensuing year and to authorise the board of directors of the Company to fix their remuneration.	159,903,301 (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.			

Ordinary Resolutions		Number of Votes (Approximate %) (Note)	
		For	Against
4A.	To grant a general mandate to the directors of the Company to repurchase shares. [#]	159,903,301 (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.			
4B.	To grant a general mandate to the directors of the Company to issue shares. [#]	78,269,726 (48.95%)	81,633,575 (51.05%)
As more than 50% of the votes were cast against this resolution, the resolution was not 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. [#]	78,293,726 (48.96%)	81,609,575 (51.04%)
As more than 50% of the votes were cast against this resolution, the resolution was not passed as an ordinary resolution.			

[#] The full text of the Resolution is set out in the Circular.

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 holders 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.

RETIREMENT OF DIRECTOR

As the resolution for the re-election of Mr. Chen Chao (“**Mr. Chen**”) as an executive Director was not passed at the Annual General Meeting, Mr. Chen retired by rotation as a Director at the conclusion of the Annual General Meeting.

Mr. Chen has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders. The Board expresses its sincere gratitude to Mr. Chen for his valuable contribution to the Company during his tenure of office.

By Order of the Board
SRE Group Limited
Peng Xinkuang
Chairman

Hong Kong, 3 June 2019

As at the date of this announcement, the Board comprises six executive directors, namely Mr. Peng Xinkuang, Mr. Liu Feng, Mr. Chen Donghui, Mr. Zhu Qiang, Ms. Qin Wenying and Mr. Jiang Qi; and four independent non-executive directors, namely Mr. Zhuo Fumin, Mr. Chan, Charles Sheung Wai, Mr. Ma Lishan and Mr. Han Gensheng.

* *For identification purpose only*