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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 (“**Meeting**”) of SRE Group Limited (“**Company**”) will be held at Admiralty Conference Centre, Room 1804A, 18th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 13 August 2019 at 2:30 p.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

(a) the sale and purchase agreement dated 11 June 2019 (“**Sale and Purchase Agreement**”) entered into among the following parties:

- (1) Konmen Investment Limited (康明投資有限公司) and 瀋陽綠怡酒店管理有限公司 (Shenyang Luyi Hotel Management Co., Ltd.*), both indirect wholly-owned subsidiaries of the Company;
- (2) 上海亞羅企業管理合夥企業(有限合夥) (Shanghai Ya Luo Enterprise Management Partnership (Limited Partnership)*);
- (3) Hong Kong Chong Dei Company Limited (香港創地有限公司) and 瀋陽瑞光貿易有限公司 (Shenyang Ruiguang Trading Co., Ltd.*); and
- (4) 遼寧高校後勤集團房地產開發有限公司 (Liaoning Gao Xiao Support Group Property Development Co., Ltd.*),

in relation to the transactions contemplated under the Sale and Purchase Agreement and in connection therewith (“**Transactions**”), the details of which have been set out in the circular of the Company dated 25 July 2019 (a copy of

* For identification purpose only

which is marked “A” and signed by the chairman of the meeting for identification purpose and has been tabled at the meeting), be and are hereby approved, confirmed and ratified; and

- (b) the authorisation to any one of the directors of the Company (“**Director(s)**”), or any other person authorised by the board of Director(s) (“**Board**”) from time to time, for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and to do all such acts, matters and things and take all such steps as he or she or they may in his or her or their absolute discretion consider to be necessary, expedient, desirable or appropriate to give effect to and implement the Sale and Purchase Agreement and the Transactions and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Sale and Purchase Agreement and the Transactions, which are not fundamentally different from those as provided in the Sale and Purchase Agreement and the Transactions as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole, be and are hereby approved, confirmed and ratified.”

2. “**THAT** Ms. Jiang Chuming be re-elected as an executive director of the Company.”

On behalf of the Board
SRE GROUP LIMITED
Peng Xinkuang
Chairman and Chief Executive Officer

25 July 2019

Registered office:
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal place of business in Hong Kong:
Suite 1001, 10th Floor
One Pacific Place
88 Queensway
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the 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 54, 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.

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