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(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

NOTICE OF FURTHER ADJOURNMENT OF SPECIAL GENERAL MEETING

References are made to (i) the circular (the “**SGM Circular**”), the notice (the “**Original SGM Notice**”) and the proxy form (the “**Original Porxy Form**”) of special general meeting (the “**SGM**”) of SRE Group Limited (the “**Company**”) all dated 10 May 2024 in respect of the very substantial disposal in relation to the disposal of 51% equity interest in Shanghai Jinxin and the assignment of rights under Jinxin Debts; (ii) the announcement of the Company dated 29 May 2024 in relation to the adjournment of the SGM (the “**Adjournment Announcement**”), which has been scheduled to be held at 3rd Floor, Building 5, Oasis Central Ring Center, Lane 1628, Jinshajiang Road, Putuo District, Shanghai, China on Thursday, 13 June 2024 at 10:00 a.m. (the “**Adjourned SGM**”); (iii) the announcement of the Company dated 13 June 2024 in relation to the poll results of the Adjourned SGM (the “**Results Announcement**”) and an update on the Disposal Agreement; and (iv) the supplemental announcement of the Company dated 19 October 2024 in relation to the Supplemental Agreement and supplemental information to the SGM Circular (the “**Supplemental Announcement**”). Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the SGM Circular, the Results Announcement and the Supplemental Announcement.

As disclosed in the Results Announcement, the Adjournment Resolution was duly passed by way of poll at the Adjourned SGM and the Adjourned SGM was further adjourned to a date, time and venue to be determined by the Board in due course (the “**Further Adjourned SGM**”).

As disclosed in the Supplemental Announcement, the resolutions set out in the Original SGM Notice and the Original Porxy Form will be changed in light of the Supplemental Agreement and the supplemental information to the Disposal as set out in the Supplemental Announcement. The Company will issue a new notice setting out the date, time and venue of the Further Adjourned SGM as soon as reasonably practicable. A revised form of proxy (the “**Revised Proxy Form**”) will also be dispatched to the Shareholders.

NOTICE IS HEREBY GIVEN THAT the Further Adjourned SGM will be held at 3rd Floor, Building 5, Oasis Central Ring Center, Lane 1628, Jinshajiang Road, Putuo District, Shanghai, China on Tuesday, 5 November 2024 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT

- (a) the Disposal Agreement, the Supplemental Agreement and the transactions contemplated thereunder, 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 Disposal Agreement, the Supplemental Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Disposal Agreement, the Supplemental Agreement and the transactions contemplated thereunder, which are not fundamentally different from those as provided in the Disposal Agreement, the Supplemental Agreement and the transactions contemplated thereunder 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.”

By Order of the Board
SRE Group Limited
Xu Ming
Chairman

Hong Kong, 22 October 2024

Notes:

1. A member of the Company entitled to attend and vote at the Further Adjourned SGM 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. The Revised Proxy Form in connection with the above amended ordinary resolutions will be dispatched to the Shareholders.

Important: The Revised Proxy Form will revoke and supersede the Original Proxy Form enclosed with the SGM Circular dated 10 May 2024. Shareholders who have submitted the Original Proxy Form to the Company's branch share registrar in Hong Kong must note that the Original Proxy Form will no longer be applicable to the Further Adjourned SGM and voting on the proposed ordinary resolutions as set out in the Original SGM Notice of the Company dated 10 May 2024.

In order to be valid, the Revised 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Further Adjourned SGM or any adjournment thereof.

3. Completion and return of the Revised Proxy Form shall not preclude a member from attending and voting in person at the Further Adjourned SGM 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. As the Further Adjourned SGM is a further adjournment of the SGM, the closure period of the register of members of the Company for determining the entitlement to attend, speak and vote at the Further Adjourned SGM, from Monday, 27 May 2024 to Wednesday, 29 May 2024 (both days inclusive), shall remain unchanged. Accordingly, in order to be eligible to attend, speak and vote at the Further Adjourned SGM, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 24 May 2024.

As at the date hereof, the Board comprises three executive Directors, namely Mr. Xu Ming, Mr. Kong Yong and Mr. Qin Guohui; two non-executive Directors, namely Mr. Lu Jianhua and Mr. Pan Pan; and three independent non-executive Directors, namely Mr. Zhuo Fumin, Mr. Ma Lishan and Mr. Chui Man Lung, Everett.

* *For identification purpose only*