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(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

**(1) DECISION OF THE LISTING REVIEW COMMITTEE;
(2) JUDICIAL REVIEW;
(3) CANCELLATION OF LISTING;
(4) CONSEQUENCES TO THE SHAREHOLDERS; AND
(5) CONTINUED SUSPENSION OF TRADING**

This announcement is made by SRE Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcements of the Company (i) dated 28 October 2024 in relation to the Decision of the Listing Committee to cancel the Company’s listing, and (ii) dated 5 November 2024 in relation to the Company’s written request to the Listing Review Committee to review the Decision (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Announcements.

DECISION OF THE LISTING REVIEW COMMITTEE

As disclosed in the announcement of the Company dated 5 November 2024, on the same day, the Company submitted a written request to the Listing Review Committee to review the Decision pursuant to Chapter 2B of the Listing Rules.

The Board wishes to inform the shareholders and potential investors of the Company that the review hearing of the Listing Review Committee was held on 10 December 2024 regarding the Decision, and according to a letter issued by the Listing Review Committee dated 23 December 2024, the Company was notified that the Listing Review Committee decided to uphold the Decision under Rule 6.01A(1) of the Listing Rules (the “**LRC Decision**”). On 24 December 2024, the Stock Exchange further issued a letter advising the Company that the last day of listing of the shares of the Company (the “**Share(s)**”) would be 7 January 2025 and the listing of the Shares would be cancelled with effect from 9:00 a.m. on 8 January 2025.

JUDICIAL REVIEW

The Company was deeply disappointed by the LRC Decision and filed an application to obtain leave (the “**Leave Application**”) from the High Court of Hong Kong (the “**High Court**”) to apply for judicial review against the LRC Decision (the “**Judicial Review Proceedings**”). Given that the delisting would have serious and irreversible consequences for the Company, the Company issued a letter on 2 January 2025 to the Acting Secretary of the Listing Review Committee requesting the Stock Exchange to withhold the cancellation of the Company’s listing.

In the reply letter dated 3 January 2025, the Stock Exchange indicated that the Stock Exchange was only prepared to voluntarily refrain from implementing the Decision if (1) the Company proceeds with the Leave Application before 17 January 2025; and (2) the Company could identify potentially viable grounds for judicial review. The Stock Exchange also indicated in the letter that should the Stock Exchange decide to proceed to implement the Decision, the Stock Exchange would provide the Company with not less than seven days’ notice in advance of the publication of the relevant announcement.

After seeking legal advice, on 17 January 2025, the Company filed a notice of application for leave to apply for judicial review to the High Court to challenge the LRC Decision. On 23 January 2025, the board of directors of the Company (the “**Board**”) held a meeting with regard to the Company’s Leave Application, as a result of which, the Company has filed a leave application for the withdrawal of the Leave Application at the High Court on 27 January 2025. On 28 January 2025, the Stock Exchange proposed that the parties jointly apply for the discontinuation of the Leave Application by way of consent summons with a view to saving time and costs. The Company agreed to the proposal and the consent summons was filed with the High Court on 4 February 2025, following which the Court has issued an order, *inter alia*, dismissing the Leave Application on 5 February 2025.

CANCELLATION OF LISTING

In the letter from the Stock Exchange dated 7 February 2025, it indicated, among other things, that the last day of listing of the Shares will be 19 February 2025 and the listing of the Shares will be cancelled with effect from 9:00 a.m. on 20 February 2025.

CONSEQUENCES TO THE SHAREHOLDERS

All shareholders and investors of the Company should note that after the Last Listing Date, whilst the share certificates of the Shares will remain valid, the Shares will not be listed on, and will not be tradeable on the Stock Exchange. The Company will no longer be subject to the Listing Rules thereafter.

CONTINUED SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended from 9:00 a.m. on 3 April 2023 and will remain suspended until the cancellation of listing thereof.

Shareholders and potential investors of the Company who have any queries about the implications of the cancellation of listing of the Shares are advised to obtain appropriate professional advice.

By Order of the Board
SRE GROUP LIMITED
Xu Ming
Chairman

Hong Kong, 10 February 2025

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Xu Ming and Mr. Kong Yong; 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 purposes only*