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(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND CHANGE IN COMPOSITION OF BOARD COMMITTEES;
(2) NON-COMPLIANCE WITH LISTING RULES; AND
(3) CONTINUED SUSPENSION OF TRADING AND
CANCELLATION OF LISTING**

The Board announces that, with effect from 13 February 2025:

- (1) Mr. Zhuo Fumin has resigned as an independent non-executive Director and has also ceased to be a member of the Audit Committee, Nomination Committee and Remuneration Committee; and
- (2) Mr. Ma Lishan has resigned as an independent non-executive Director and has also ceased to be the chairman of the Remuneration Committee, a member of the Audit Committee, Nomination Committee and Investment Committee.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE
IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of SRE Group Limited (the “**Company**”) announces that Mr. Zhuo Fumin (“**Mr. Zhuo**”) and Mr. Ma Lishan (“**Mr. Ma**”) have resigned as independent non-executive Directors due to other work arrangements, with effect from 13 February 2025.

Mr. Zhuo also ceased to be a member of the audit committee (the “**Audit Committee**”), nomination committee (the “**Nomination Committee**”) and remuneration committee (the “**Remuneration Committee**”) of the Board.

Mr. Ma also ceased to be the chairman of the Remuneration Committee, a member of the Audit Committee, Nomination Committee and investment committee (the “**Investment Committee**”) of the Board.

Mr. Zhuo and Mr. Ma have confirmed that they have no disagreement with the Board and there are no matters relating to their resignations that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Zhuo and Mr. Ma for their valuable contribution and excellent services to the Company during their tenure of office.

NON-COMPLIANCE WITH LISTING RULES

Following the resignations of Mr. Zhuo and Mr. Ma, the Company fails to meet the following requirements of (i) having at least three independent non-executive Directors on the Board under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) having at least one independent non-executive Directors with appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules; (iii) having the number of independent non-executive Directors representing at least one-third of the Board as required under Rule 3.10A of the Listing Rules; (iv) the Audit Committee comprising only non-executive Directors and with a minimum of three members under Rule 3.21 of the Listing Rules; and (v) a majority of the members of the Remuneration Committee shall be independent non-executive Directors as required under Rule 3.25 of the Listing Rules.

As such, the Company will use its best endeavour to identify suitable candidates to fill the vacancy on the Board and its committees as soon as practicable pursuant to Rules 3.11 and 3.23 the Listing Rules. Further announcement will be made in relation to such appointment as and when appropriate.

CONTINUED SUSPENSION OF TRADING AND CANCELLATION OF LISTING

Trading in the shares of the Company (the “**Shares**”) on the Stock Exchange was suspended from 9:00 a.m. on 3 April 2023 and will remain suspended until the cancellation of listing thereof.

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 am on 20 February 2025.

Shareholders and potential investors of the Company should exercise caution when dealing in the Shares and should obtain appropriate professional advice should there be any queries about the implications of the cancellation of listing of the Shares.

By Order of the Board
SRE Group Limited
Xu Ming
Chairman

Hong Kong, 14 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 one independent non-executive Director, namely Mr. Chui Man Lung, Everett.

* *For identification purpose only*