



SRE GROUP LIMITED

上置集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of SRE Group Limited (the “Company”) will be held at Chater Room II, Function Room Level, The Ritz-Carlton, Hong Kong on Monday , 24 September, 2007 at 10 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the conditional sale and purchase agreement between Good Time Resources Limited as vendor (the “Vendor”), Goldfull Enterprises Limited as purchaser (the “Purchaser”) and the Company dated 17 August 2007 (the “Acquisition Agreement”, a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder and in connection therewith be and are hereby approved, confirmed and ratified;
- (b) the acquisition by the Purchaser of the entire issued share capital of Konmen Investment Limited as at the completion of the Acquisition Agreement (the “Acquisition”) and the allotment and issue to the Vendor of 526,315,789 shares of HK\$0.10 each in the capital of the Company (the “Consideration Shares”) at HK\$3.04 per share, credited as fully paid-up as consideration for the Acquisition in accordance with the terms and conditions of the Acquisition Agreement be and is hereby approved; and
- (c) any one director of the Company or any other person authorized by the board of directors of the Company from time to time, or any two directors of the Company if the affixation of the common seal is necessary, be and is hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do such acts or things as he or she or they may in his or her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to the Acquisition Agreement and the transactions contemplated thereunder (including the issue of the Consideration Shares) or to be incidental to, ancillary to or in connection with the matter contemplated under the Acquisition Agreement (including the issue of the Consideration Shares), including agreeing and making any modifications, amendments, waivers, variations or extensions of the Acquisition Agreement and the transactions contemplated thereunder.”

2. “**THAT** subject to and conditional on the passing of resolution no.1 as set out in the notice of this meeting, the waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (the “SFC”) or any delegate thereof pursuant to Note 1 of the Notes on Dispensations from Rule 26 of the Code on Takeovers and Mergers to the Vendor and parties acting in concert with it to make a mandatory offer for all the securities of the Company not already owned or agreed to be acquired by them as a result of the Vendor being allotted and issued the Consideration Shares (as defined in resolution no.1 as set out in the notice of this meeting) be and is hereby approved.”

By order of the Board
SRE Group Limited
Shi Jian
Chairman

Hong Kong, 7 September 2007

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Hong Kong Office:

36th Floor
Times Tower
391-407 Jaffe Road
Wanchai
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch registrar, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof, as the case may be).
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) The ordinary resolutions as set out above will be voted by way of a poll.
- (5) As at the date of this notice, the board of directors of the Company comprises nine directors, four of whom are executive directors, namely, Mr. Shi Jian, Mr. Li Yao Min, Mr. Yu Hai Sheng and Mr. Jiang Xu Dong; two of whom are non-executive directors, namely, Mr. Cheung Wing Yui and Mr. Jin Bing Rong and three of whom are independent non-executive directors, namely, Mr. Yeung Kwok Wing, Mr. Geng Yu Xiu and Mr. E Hock Yap.