



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 of SRE Group Limited (the “Company”) will be held at 10:00 a.m. on Monday, 18 February, 2008 at Queensway and Victoria (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering, and if appropriate, passing, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional sale and purchase agreement dated 29 November, 2007 (the “**Acquisition Agreement**”) entered into between China Edifice Holdings Ltd. (“**China Edifice**”), China Edifice Ltd. (the “**Purchaser**”) as purchaser and Elegant Parkview Limited (the “**Vendor**”) as vendor for the acquisition by the Purchaser from the Vendor of the entire issued share capital of Qualico Investments Limited and the unsecured and non-interest bearing loan in the amount of US\$4,900,000 owing by Qualico Investments Limited to the Vendor as of the completion of 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, including the issue of 3,800 shares of HK\$1.00 each in the capital of China Edifice as consideration under the Acquisition Agreement and the corresponding dilution of the percentage interest held by subsidiaries of the Company in China Edifice, be and are hereby approved, confirmed and/or ratified;
- (b) the conditional cross indemnity agreement dated 29 January, 2008 (the “**Cross Indemnity**”) entered into between 瀋陽華銳世紀投資發展有限公司 (Shenyang Huarui Shiji Investment Development Company Limited) and 瀋陽華銳世紀資產管理有限公司 (Shenyang Huarui Shiji Asset Management Company Limited) under which these two subsidiaries of the Company undertake to indemnify each other in respect of claims for debts or liabilities which belong to itself after segregation of the liabilities under the de-merger of 瀋陽華銳世紀投資發展有限公司 (Shenyang Huarui Shiji Investment Development Company Limited), a copy of which is produced to the meeting marked “B” 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/or ratified; and

(c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such further acts and 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 and/or give effect to the Acquisition Agreement, the Cross Indemnity and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection with the Acquisition Agreement, the Cross Indemnity and/or the transactions contemplated thereunder, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Acquisition Agreement, the Cross Indemnity and the transactions contemplated thereunder.”

By order of the Board
SRE Group Limited
Shi Jian
Chairman

Hong Kong, 31 January, 2008

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, together with any power of attorney or authority, if any, under which it is signed or a notarially certified copy of such power of attorney, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Tengis Limited, Share Registration at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the of the meeting or any adjournment thereof.
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. As at the date of this notice, the board of directors of the Company comprises ten directors, five of whom are executive directors, namely Mr. Shi Jian, Mr. Li Yao Min, Mr. Yu Hai Sheng, Mr. Jiang Xu Dong and Mr. Lee Wai Man; 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.

* *for identification purpose only*