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SRE GROUP LIMITED

上置集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

**ADOPTION OF NEW SHARE OPTION SCHEME OF
CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED**

A notice convening the Special General Meeting of the Company to be convened and held at Room 2501, 25th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 8 September 2010 at 3:00 p.m., is set out on pages 24 to 25 of this circular.

Whether or not you are able to attend the Special General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same to the Company's branch registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for the holding of the Special General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

23 August 2010

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:–

“Adoption Date”	the date on which the New CNTD Scheme takes effect upon the satisfaction of all conditions under paragraph 3 of the rules of the New CNTD Scheme (where applicable), details of which are set out in paragraph 3 titled “Conditions” in the Appendix to this circular
“associate(s)”	in relation to a person, means such other persons, companies or entities as are considered to be that person’s associate under the Listing Rules, the Listing Manual or any other publication prescribing rules or regulations for corporations admitted to the Official List of the SGX-ST (as modified, supplemented or amended from time to time)
“Associated Company”	for the purposes of the New CNTD Scheme, shall mean a company in which at least 20% but not more than 50% of its shares are held by CNTD or the CNTD Group, and over which CNTD has control
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are open for business in both Hong Kong and Singapore and both the Stock Exchange and the SGX-ST are open for the business of dealing in securities
“chief executive”	has the meaning ascribed to it under the Listing Rules
“CNTD”	China New Town Development Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, whose shares are listed on the SGX-ST and which is a 61.54% owned subsidiary of the Company as at the Latest Practicable Date
“CNTD Board”	board of CNTD Directors
“CNTD Controlling Shareholder”	a person with the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of CNTD. Unless rebutted, a person who directly or indirectly has an interest of 15% of CNTD’s issued share capital shall be presumed to be a CNTD Controlling Shareholder

DEFINITIONS

“CNTD Directors”	directors of CNTD
“CNTD Group”	CNTD, its subsidiaries and its Associated Companies (as they may exist from time to time)
“CNTD Parent Company”	a company being the holding company of CNTD designated by the Committee for the purposes of the New CNTD Scheme, where no such holding company exists, the single largest corporate shareholder for the time being of CNTD designated by the Committee for the purposes of the New CNTD Scheme and approved by the SGX-ST
“CNTD Parent Group”	the CNTD Parent Company and such of the CNTD Parent Company’s subsidiaries as are designated by the Committee for the purposes of the New CNTD Scheme (but, where applicable, excluding the CNTD Group)
“CNTD Parent Group Participants”	any executive or non-executive directors including independent non-executive directors or any employees (whether full-time or part-time) of any member of the CNTD Parent Group who, in the opinion of the Committee, has contributed to the success and development of the CNTD Group
“CNTD Shareholders”	holders of CNTD Shares
“CNTD Shares”	ordinary shares of no par value in the share capital of CNTD
“Committee”	the remuneration committee of CNTD, or such other committee comprising CNTD Directors duly authorised and appointed by the CNTD Board to administer the New CNTD Scheme
“Company”	SRE Group Limited, a company incorporated under the laws of Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“day”	calendar day
“Directors”	directors of the Company
“Existing CNTD Scheme”	the share option scheme adopted by CNTD on 23 April 2008

DEFINITIONS

“Grantee”	any Participant who accepts an Offer in accordance with the terms of the New CNTD Scheme or (where the context so permits) the legal personal representative(s) entitled to any such Share Option in consequence of the death of the original Participant
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Introduction”	the listing of the entire issued share capital of CNTD on the Main Board of the Stock Exchange by way of an introduction pursuant to the Listing Rules
“Latest Practicable Date”	19 August 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange
“Listing Date”	the date on which dealings in the CNTD Shares on the Main Board of the Stock Exchange first commence
“Listing Manual”	the Listing Manual of the SGX-ST
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New CNTD Scheme”	the proposed share option scheme to be conditionally adopted by CNTD, a summary of the principal terms of which is set out in the Appendix to this circular
“Offer”	the offer of the grant of a Share Option made by the CNTD Board in accordance with the rules of the New CNTD Scheme
“Offer Date”	the date on which an Offer is made to a Participant in accordance with the rules of the New CNTD Scheme

DEFINITIONS

“Option Period”	in respect of any particular Share Option granted, means the period during which such Share Option may be exercised as determined by the Committee at its absolute discretion and notified by the Committee to the Grantee of such Share Option, provided that such period shall not commence until after the first anniversary of the Offer Date and shall not be longer than 10 years from the Offer Date
“Participant”	any executive or non-executive directors including independent non-executive directors or any employees (whether full-time or part-time) of any member of the CNTD Group or any CNTD Parent Group Participants
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SGM”	the special general meeting of the Company to be convened and held at Room 2501, 25th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 8 September 2010 at 3:00 p.m. at which an ordinary resolution will be proposed to approve, if thought fit, the New CNTD Scheme, the notice of which is set out on pages 24 to 25 of this circular
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share Option”	a right to subscribe for CNTD Shares pursuant to the terms of the New CNTD Scheme
“Shares”	ordinary shares of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per CNTD Share at which a Grantee may subscribe for CNTD Shares on the exercise of a Share Option pursuant to the terms of the New CNTD Scheme

LETTER FROM THE BOARD



SRE GROUP LIMITED

上置集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

Executive Directors:

Mr. Shi Jian (*Chairman*)
Mr. Li Yao Min (*Vice-Chairman*)
Mr. Yu Hai Sheng (*Vice-Chairman &
Chief Executive Officer*)
Mr. Jiang Xu Dong (*Chief Operation Officer*)
Mr. Shi Pin Ren
Mr. Yue Wai Leung, Stan (*Co-Chief Executive Officer*)

Non-executive Directors:

Mr. Cheung Wing Yui
Mr. Jin Bing Rong

Independent non-executive Directors:

Mr. Jiang Xie Fu
Mr. E Hock Yap
Mr. Pan Long Qing

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Room 2501, 25th Floor,
Office Tower, Convention Plaza
1 Harbour Road
Wanchai, Hong Kong

23 August 2010

To the Shareholders

Dear Sir or Madam,

ADOPTION OF NEW SHARE OPTION SCHEME OF CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED

INTRODUCTION

CNTD, a non wholly-owned subsidiary of the Company which shares are listed on the main board of the SGX-ST, had on 23 April 2008 adopted the Existing CNTD Scheme. However, the rules of the Existing CNTD Scheme do not fully comply with the provisions under Chapter 17 of the Listing Rules which prescribes various requirements to share option schemes of Hong Kong listed issuers and their subsidiaries. Since CNTD has become a subsidiary of the Company since 29 December 2009, Chapter 17 of the Listing Rules also applies to share option schemes of CNTD and accordingly, no further options may be granted under the Existing CNTD Scheme. Further, the Board had announced that CNTD had on 8 July 2010 submitted a listing application form with the Stock Exchange for the

* For identification purpose only

LETTER FROM THE BOARD

listing of, and permission to deal in, the CNTD Shares on the Main Board of the Stock Exchange by way of Introduction. In light that Chapter 17 of the Listing Rules now applies to share option schemes of CNTD and also in contemplation of the Introduction, CNTD proposes to adopt the New CNTD Scheme and to terminate the Existing CNTD Scheme. No options have been granted under the Existing CNTD Scheme since its adoption on 23 April 2008. As CNTD is a subsidiary of the Company, the New CNTD Scheme is subject to the approval of Shareholders in accordance with the Listing Rules.

The purpose of this circular is to provide Shareholders with details on the New CNTD Scheme and to give notice to Shareholders of the SGM at which an ordinary resolution will be proposed to approve the New CNTD Scheme.

THE NEW CNTD SCHEME

CNTD is a company incorporated in the British Virgin Islands with limited liability which shares have been listed on the SGX-ST since 14 November 2007. As at the Latest Practicable Date, its issued ordinary share capital is indirectly owned as to approximately 61.54% by Sinopower Investment Limited, a wholly-owned subsidiary of the Company. The CNTD Group is a new town developer in the PRC focusing on planning and developing large scale new town projects in the suburbs of some of PRC's largest cities.

The purpose of the New CNTD Scheme is to provide the Participants working for the interests of the CNTD Group with an opportunity to obtain equity interests in CNTD, thus linking their interests with the interests of the CNTD Group and thereby providing them with incentives to work better for the interests of the CNTD Group and/or rewards for their contributions and support to the CNTD Group's success and development. CNTD Controlling Shareholders and their spouse, child, adopted child, step-child, brother, sister and parent shall not be eligible to participate in the New CNTD Scheme. The Committee may specify in the offer letter granting the Share Options the performance targets need to be achieved by a Participant before a Share Option can be exercised and Share Options may be exercised at any time, after the first anniversary of the Offer Date of that Share Option. The Directors believe that in providing the Committee with the discretion to set performance targets and prescribing a vesting period of one year before Share Options can be exercised, the CNTD Group will be in a better position to attract and retain valuable human resources as well as to achieve the purposes of the New CNTD Scheme. Unless otherwise determined by the Committee, there are no performance targets under the New CNTD Scheme which must be achieved before the Share Options can be exercised. CNTD does not at present intend to appoint a trustee to the New CNTD Scheme.

As at the Latest Practicable Date, the issued share capital of CNTD comprised 3,894,804,926 CNTD Shares. Assuming that there is no change in the number of issued CNTD Shares between the period from the Latest Practicable Date and the Listing Date, the number of CNTD Shares issuable pursuant to the New CNTD Scheme and other share incentive schemes of CNTD in aggregate on the Listing Date will be initially limited to 389,480,492 CNTD Shares, representing not more than 10% of the total number of issued CNTD Shares as at the Latest Practicable Date unless CNTD obtains a fresh approval from the CNTD Shareholders to renew such 10% limit, but the number of CNTD Shares to be

LETTER FROM THE BOARD

issued upon exercise of any Share Option outstanding granted under the New CNTD Scheme and other share incentive schemes of CNTD in aggregate shall not exceed 10% of the total number of issued CNTD Shares on the date of approval to refresh such limit.

The New CNTD Scheme constitutes a share option scheme governed by Chapter 17 of the Listing Rules. As CNTD is a subsidiary of the Company, the New CNTD Scheme is subject to the approval of Shareholders in accordance with the Listing Rules and an ordinary resolution will be proposed at the SGM to approve the New CNTD Scheme. A summary of the principal terms of the New CNTD Scheme is set out in the Appendix to this circular.

The New CNTD Scheme is conditional upon:

- (a) the SGX-ST granting the listing of, and permission to deal in, the new CNTD Shares to be allotted and issued upon exercise of any Share Options which may be granted under the New CNTD Scheme;
- (b) the passing of an ordinary resolution approving the adoption of the New CNTD Scheme by the CNTD Shareholders and authorising the CNTD Directors to grant Share Options to subscribe for CNTD Shares thereunder and to allot and issue CNTD Shares pursuant to the exercise of any Share Options granted under the New CNTD Scheme;
- (c) the New CNTD Scheme being approved by the Shareholders at a general meeting; and
- (d) in the event that the CNTD Shares are to be listed on the Stock Exchange, the Listing Committee granting the listing of, and permission to deal in, the CNTD Shares in issue and the new CNTD Shares to be allotted and issued upon exercise of any Share Options which may be granted under the New CNTD Scheme.

As at the Latest Practicable Date, save for the condition under paragraph (a) above, no other condition had been fulfilled.

For the avoidance of doubt, in the event CNTD decides not to proceed with the Introduction for any reason, the New CNTD Scheme shall take effect from the date the conditions under paragraphs (a) to (c) above are satisfied or the date CNTD decides not to proceed with the listing on the Stock Exchange, whichever is later.

According to Chapter 17 of the Listing Rules, where its provisions require the New CNTD Scheme or any related matters to be approved by the CNTD Shareholders/independent non-executive CNTD Directors, such scheme or matters must simultaneously be approved by the Shareholders/independent non-executive Directors.

The Directors consider that it is not appropriate to state the value of all Share Options that can be granted pursuant to the New CNTD Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the value of the Share Options including but not limited to the Subscription Price, Option Period, any lock-up period, and any performance targets have not been determined. The

LETTER FROM THE BOARD

Directors believe that any calculation of the value of the Share Options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

THE SGM

Set out on pages 24 to 25 of this circular is a notice of the SGM to be held at Room 2501, 25th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 8 September 2010 at 3:00 p.m. at which an ordinary resolution will be proposed to approve the New CNTD Scheme. In compliance in the Listing Rules, the votes to be taken at the SGM will be taken by poll, the results of which will be published after the SGM.

No Shareholder has any material interest in the New CNTD Scheme. Accordingly, no Shareholder is required to abstain from voting at the SGM in respect of the resolution to approve the New CNTD Scheme.

Whether or not you are able to attend the SGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's branch registrar, Tricor Tengis Limited, situated at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournments thereof. Completion and return of the proxy form will not preclude you from attending and voting at the SGM or any adjournments thereof should you so wish.

RECOMMENDATION

The Directors are of the view that the New CNTD Scheme is in the interests of the Group and the Shareholders as a whole and are fair and reasonable so far as the Shareholders are concerned, and accordingly recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the New CNTD Scheme.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement contained herein or this circular misleading.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION AND DOCUMENT FOR INSPECTION

Your attention is drawn to the principal terms of the New CNTD Scheme set out in the Appendix to this circular. The rules of the New CNTD Scheme are available for inspection at the Company's head office and principal place of business in Hong Kong at Room 2501, 25th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong during normal business hours on any business day from the date of this circular up to the date of the holding of the SGM.

Yours faithfully,
By order of the Board
Shi Jian
Chairman

SUMMARY OF THE NEW CNTD SCHEME

The following is a summary of the principal terms of the New CNTD Scheme to be adopted at the SGM. It should not be taken to represent the complete set of the rules of the New CNTD Scheme or as affecting the interpretation of the rules of the New CNTD Scheme. The Directors reserve the right at any time prior to the SGM to make such amendments to the New CNTD Scheme as they consider necessary or appropriate provided that such amendments do not conflict with any material aspects with the summary in this appendix. In the event that any material amendments are made to the New CNTD Scheme subsequent to the dispatch of this circular, the Company shall inform the Shareholders by way of an announcement.

1. PURPOSE

The purpose of the New CNTD Scheme is to provide the Participants working for the interests of the CNTD Group with an opportunity to obtain equity interests in CNTD, thus linking their interests with the interests of the CNTD Group and thereby providing them with incentives to work better for the interests of the CNTD Group and/or rewards for their contribution and support to the CNTD Group's success and development.

2. BASIS OF ELIGIBILITY OF THE PARTICIPANTS

In determining the basis of eligibility of each Participant, the Committee would take into account such factors as the Committee may at its discretion consider appropriate.

CNTD Controlling Shareholders and their spouse, child, adopted child, step-child, brother, sister and parent shall not be eligible to participate in the New CNTD Scheme.

3. CONDITIONS

The New CNTD Scheme shall take effect subject to:

- (a) the SGX-ST granting the listing of, and permission to deal in, the new CNTD Shares to be allotted and issued upon exercise of any Share Options which may be granted under the New CNTD Scheme;
- (b) the passing of an ordinary resolution approving the adoption of the New CNTD Scheme by the CNTD Shareholders and authorising the CNTD Directors to grant Share Options to subscribe for CNTD Shares thereunder and to allot and issue CNTD Shares pursuant to the exercise of any Share Options granted under the New CNTD Scheme;
- (c) the New CNTD Scheme being approved by the Shareholders in general meeting;
and

- (d) in the event that the CNTD Shares are to be listed on the Stock Exchange, the Listing Committee granting approval of the listing of, and permission to deal in, the CNTD Shares in issue and the new CNTD Shares to be allotted and issued upon exercise of any Share Options which may be granted under the New CNTD Scheme.

For the avoidance of doubt, in the event CNTD decides not to proceed with the Introduction for any reason, the New CNTD Scheme shall take effect from the date conditions under paragraphs (a) to (c) above are satisfied or the date CNTD decides not to proceed with the listing on the Stock Exchange, whichever is later.

4. DURATION AND ADMINISTRATION

- 4.1 Subject to the fulfillment of the conditions in paragraph 3 above and the termination provisions in paragraph 16, the New CNTD Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which no further Share Options will be granted but in all other respects the provisions of the New CNTD Scheme shall remain in full force and effect, and Share Options which are granted during the life of the New CNTD Scheme may continue to be exercisable in accordance with their terms of grant.
- 4.2 The New CNTD Scheme shall be subject to the administration of the Committee whose decision (save as otherwise provided in the New CNTD Scheme) shall be final and binding on all parties provided that no member of the Committee shall participate in any deliberation or decision in respect of Share Options granted or to be granted to him.
- 4.3 Subject to compliance with the requirements of the Listing Rules, the Listing Manual and the provisions of the New CNTD Scheme, the Committee shall have the right (i) to interpret and construe the provisions of the New CNTD Scheme; (ii) to determine the persons who will be awarded Share Options under the New CNTD Scheme and the number of CNTD Shares to be issued under any Share Options; (iii) to determine the Subscription Price; (iv) to make such appropriate and equitable adjustments to the terms of Share Options granted under the New CNTD Scheme as it deems necessary; and (v) to make such other decisions, determinations or regulations as it shall deem appropriate in the administration of the New CNTD Scheme.

5. GRANT OF OPTION

- 5.1 On and subject to the terms of the New CNTD Scheme, the Committee shall be entitled at any time, within 10 years after the Adoption Date to make an Offer to any Participant as the Committee may in its absolute discretion select to subscribe for such number of CNTD Shares as the Committee may (subject to paragraphs 9 and 10) determine at the Subscription Price (provided that such number of CNTD Shares constitutes a board lot for dealing in Shares on the Stock Exchange or the SGX-ST or an integral multiple thereof). In determining the basis of eligibility of

each Participant, the Committee would mainly take into account the experience of the Participant in the CNTD Group's business, the length of service of the Participant, the efforts and contributions the Participant has exerted and made towards the success of the CNTD Group and/or the amount of potential efforts and contributions the Participant is likely to be able to give or make towards the success of the CNTD Group in the future.

- 5.2 No Offer shall be made after a price sensitive event of CNTD has occurred or a price sensitive matter has been the subject of a decision, until such price sensitive information has been published pursuant to the requirements of the Listing Rules and the Listing Manual. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the meeting of the Committee (as such date is first notified by CNTD to the Stock Exchange and the SGX-ST in accordance with the Listing Rules or the Listing Manual (as the case may be)) for the approval of CNTD's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules or the Listing Manual); and (ii) the deadline for CNTD to publish an announcement of its results for any year or half-year under the Listing Rules and the Listing Manual, or quarterly or any other interim period (whether or not required under the Listing Rules or the Listing Manual), and ending on the date of the results announcement, no Share Option may be granted.
- 5.3 An Offer shall be made to a Participant by letter in such form as the Committee may from time to time determine (the "Offer Letter") specifying the number of CNTD Shares under the Share Option, the Subscription Price, the vesting schedule (if any), the conditions to vesting (if any), and the Option Period and requiring the Participant to undertake to hold the Share Option on the terms on which it is to be granted and to be bound by the provisions of the New CNTD Scheme. An Offer must be made on a Business Day and shall remain open for acceptance by the Participant to whom an Offer is made for a period (the "Acceptance Period") from the Offer Date to such date as the Committee may determine and specify in the Offer Letter (both days inclusive), provided that no such Offer shall be open for acceptance after the 10th anniversary from Adoption Date or after the New CNTD Scheme has been terminated in accordance with the provisions hereof, whichever is earlier.
- 5.4 An Offer shall be deemed to have been accepted by a Grantee and the Share Option to which the Offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the Offer Letter (as defined in sub-paragraph 5.3 above) comprising acceptance of the Offer duly signed by the Grantee together with a remittance in favour of CNTD of HK\$1.00 by way of consideration for the granting thereof is received by CNTD within the Acceptance Period (as defined in sub-paragraph 5.3 above). Such remittance shall in no circumstances be refundable or be considered as part of the Subscription Price.

5.5 Any Offer may be accepted in respect of less than the number of CNTD Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in CNTD Shares on the Stock Exchange or the SGX-ST or an integral multiple thereof and the number of CNTD Shares in respect of which the Offer is accepted is clearly stated in the duplicate of the Offer Letter received by CNTD as mentioned in sub-paragraph 5.4 above. To the extent that the Offer is not accepted within the Acceptance Period, it will be deemed to have been irrevocably declined.

5.6 Subject to the provisions of the New CNTD Scheme, the Listing Rules and the Listing Manual, the Committee may when making the Offer impose any conditions, restrictions or limitations in relation to the Share Option as it may at its absolute discretion think fit, and shall set forth such in the Offer Letter.

6. SUBSCRIPTION PRICE

Subject to any adjustments made pursuant to paragraph 11 below, the Subscription Price in respect of each CNTD Share issued pursuant to the exercise of the Share Options granted hereunder shall be a price solely determined by the Committee and notified to a Participant in the Offer Letter and shall be at least the highest of:

- (i) the closing price of the CNTD Shares as stated in the daily quotations sheet of the Stock Exchange or the SGX-ST on the Offer Date (whichever is the higher); and
- (ii) a price being the average of the closing prices of the CNTD Shares as stated in the daily quotations sheets of the Stock Exchange or the SGX-ST for the 5 business days immediately preceding the Offer Date (whichever is the higher).

For the purpose of this paragraph, if the Offer Date does not fall on a Business Day, the Offer Date shall be deemed the following Business Day.

7. EXERCISE OF SHARE OPTIONS

7.1 A Share Option shall be personal to the Grantee and shall not be assignable or transferable. No Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interests (whether legal or beneficial) in favour of any third party over or in relation to any Share Option or enter into agreement to do so. Any breach of the foregoing by a Grantee shall render all outstanding Share Options of such Grantee automatically cancelled on the date which the Grantee commits the foregoing breach.

7.2 Unless otherwise determined by the Committee and specified in the Offer Letter at the time of the Offer, no performance targets need to be achieved by the Grantee before a Share Option can be exercised. A Share Option may be exercised in whole or in part in the manner as set out in the Offer Letter, this sub-paragraph and sub-paragraph 7.3 below by the Grantee (or his personal representative(s)) at

any time after the first anniversary of the Offer Date of that Share Option by giving notice in writing to CNTD stating that the Share Option is thereby exercised and the number of CNTD Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the total Subscription Price for the CNTD Shares in respect of which the notice is given. Subject to paragraph 12, within 28 days after receipt of the notice and the remittance, and where appropriate, receipt of the certificate of the auditors for the time being of CNTD pursuant to paragraph 11 below, CNTD shall allot the relevant CNTD Shares to the Grantee (or his personal representative(s)) credited as fully paid and issue to the Grantee (or his personal representative(s)) a share certificate in respect of the CNTD Shares so allotted.

- 7.3 Subject to the terms and conditions upon which such Share Option was granted and as hereinafter provided, a Share Option may be exercised by the Grantee at any time during the Option Period provided that:
- (a) in the event the Grantee ceases to be a Participant for any reason other than on the Grantee's death or the termination of the Grantee's employment, directorship, appointment or engagement on one or more of the grounds specified in sub-paragraph 8(e) below, the Share Option granted to such Grantee shall lapse on the date of cessation (to the extent which has become exercisable and has not already been exercised) and will not be exercisable unless the Committee otherwise determines to grant an extension at the discretion of the Committee in which event the Grantee may exercise the Share Option in accordance with the provisions of paragraph 7.2 within such period of extension and up to a maximum entitlement directed at the discretion of the Committee on the date of grant of extension (to the extent that it has not already been exercised) and subject to other terms and conditions decided at the discretion of the Committee. For the avoidance of doubt, such period of extension (if any) shall be granted within and in any event ending before the expiration of the period of one month following the date on which the Grantee ceases to be a Participant, which date of cessation shall be the Grantee's last actual working day with the relevant company whether salary is paid in lieu of notice or not, or the last date of office or appointment as director of, as consultant, professional or other advisers to the relevant company, as the case may be, in the event of which, the date of cessation as determined by a resolution of the board of directors or governing body of the relevant company shall be conclusive;
 - (b) in the event the Grantee dies before exercising the Share Option in full and none of the events which would be a ground for termination of the Grantee's employment, directorship, appointment or engagement under sub-paragraph 8(e) has arisen, the personal representative(s) of the Grantee shall be entitled within a period of 6 months or such longer period as the Committee may determine from the date of death, to exercise the Share Option up to the

entitlement of such Grantee as at the date of death (to the extent that it has become exercisable and has not already been exercised) or, if appropriate, make an election pursuant to sub-paragraphs 7.3(c), (d) or (e) below;

- (c) if a general offer by way of take-over (other than by way of scheme of arrangement pursuant to sub-paragraph 7.3(d) below) is made to all the holders of CNTD Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror (the “Dissenting CNTD Shareholders”)) and if such offer becomes or is declared unconditional and the offeror is entitled to and does give notice pursuant to the BVI Business Companies Act 2004 (as amended) of the British Virgin Islands to acquire CNTD Shares held by the Dissenting CNTD Shareholders prior to the expiry of the relevant Option Period, the Grantee (or his personal representative(s)) may by notice in writing to CNTD within 21 days of the notice of the offeror exercise the Share Option (to the extent that it has become exercisable on the date of the notice of the offeror and has not already been exercised) to its full extent or to the extent specified in such notice;
- (d) if a general offer by way of scheme of arrangement is made to all the holders of CNTD Shares and has been approved by the necessary majority of holders of CNTD Shares at the requisite meetings, the Grantee (or his personal representative(s)) may thereafter (but only until such time as shall be notified by CNTD, after which it shall lapse) exercise the Share Option (to the extent that it has become exercisable and has not already been exercised) to its full extent or to the extent specified in such notice;
- (e) other than a general offer or a scheme of arrangement contemplated in sub-paragraphs 7.3(c) and (d), if a compromise or arrangement between CNTD and its members or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of CNTD or its amalgamation with any other company or companies, CNTD shall give notice thereof to the Grantee on the same date as it despatches the notice which is sent to each member or creditor of CNTD summoning the meeting to consider such a compromise or arrangement, and thereupon the Grantee (or his personal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of 2 months thereafter and the date on which such compromise or arrangement is sanctioned by the court of competent jurisdiction, exercise any of his Share Options (to the extent which has become exercisable and has not already been exercised) whether in full or in part, but the exercise of a Share Option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the court of competent jurisdiction and becoming effective. Upon such compromise or arrangement becoming effective, all Share Options shall lapse except insofar as previously exercised under the New CNTD Scheme. CNTD may require the Grantee (or his personal representative(s)) to transfer or otherwise deal with the CNTD Shares issued

as a result of the exercise of Share Options in these circumstances so as to place the Grantee in the same position as nearly as would have been the case had such CNTD Shares been subject to such compromise or arrangement; and

- (f) in the event of a notice is given by CNTD to its shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up CNTD, other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, CNTD shall on the same date as or soon after it dispatches such notice to convene the general meeting, give notice thereof to all Grantees. The Grantees (or their respective personal representative(s)) may subject to the provisions of all applicable laws, by notice in writing to CNTD (such notice to be received by CNTD not later than 2 Business Days prior to the proposed general meeting) exercise any Share Option (to the extent that it has become exercisable and has not already been exercised) either to its full extent or to the extent specified in such notice, such notice to be accompanied by a payment for the full amount of the aggregate Subscription Price for the CNTD Shares in respect of which the notice is given, whereupon CNTD shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant CNTD Shares to the Grantee credited as fully paid.

- 7.4 The CNTD Shares to be allotted upon the exercise of a Share Option will be subject to all the provisions of the memorandum and articles of association of CNTD for the time being in force and will rank *pari passu* in all respects with the fully paid CNTD Shares in issue on the date of their allotment and issue, and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment and issue other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment and issue.

8. LAPSE OF SHARE OPTIONS

A Share Option shall lapse automatically and not be exercisable (to the extent that it has not already been exercised) on the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of the periods referred to in the above sub-paragraphs 7.3(a), (b) or (c), where applicable;
- (c) subject to the scheme of arrangement as referred to in sub-paragraph 7.3(d) becoming effective, the expiry of the period referred to in the above sub-paragraph 7.3(d);

- (d) subject to the compromise or arrangement referred to in sub-paragraph 7.3(e) becoming effective, the expiry of the period referred to in sub-paragraph 7.3(e),
- (e) the date on which the Grantee ceases to be a Participant by reason of the termination of his employment, directorship, appointment or engagement on one or more of the following grounds, namely, that he has been guilty of misconduct or has been in breach of material term of the relevant employment contract or service contract, or has stopped payment to creditors generally or been unable to pay his debts within the meaning of any applicable legislation relating to bankruptcy or insolvency, or has become bankrupt or insolvent, or has been served with a petition for bankruptcy, or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or (if so determined by the CNTD Board or the board of the relevant subsidiary, as the case may be) on any other ground on which any employer or any engaging party would be entitled to terminate his employment, directorship, appointment or engagement at common law or pursuant to any applicable laws or under the Grantee's employment contract or service contract with CNTD or the relevant subsidiary (as the case may be). A resolution of the board of directors or governing body of the relevant subsidiary of CNTD (as the case may be) to the effect that the employment, directorship, appointment or engagement of a Grantee has or has not been terminated on one or more of the grounds specified in this sub-paragraph 8(e) shall be conclusive and binding on the Grantee;
- (f) the close of 2 Business Days prior to the general meeting of CNTD held for the purpose of approving the voluntary winding-up of CNTD or the date of the commencement of the winding-up of CNTD;
- (g) the date on which the Grantee commits a breach of sub-paragraph 7.1 above; or
- (h) the date on which the Share Option is cancelled by the Committee as provided in paragraph 15 below.

CNTD shall owe no liability to any Grantee for the lapse of any Share Option under this paragraph 8.

9. MAXIMUM NUMBER OF CNTD SHARES AVAILABLE FOR SUBSCRIPTION

9.1 Subject to sub-paragraph 9.2 below:

- (a) the total number of CNTD Shares, which may be issued upon exercise of all options to be granted under the New CNTD Scheme and any other share option scheme of CNTD shall not in aggregate exceed 10% of the total number of CNTD Shares in issue on the Adoption Date, unless CNTD obtains an approval from its shareholders pursuant to sub-paragraph 9.1(b)

below. The Share Options lapsed in accordance with the terms of the New CNTD Scheme will not be counted for the purpose of calculating such 10% limit;

- (b) CNTD may seek approval of its shareholders in general meeting for refreshing the 10% limit set out in sub-paragraph 9.1(a) above such that the total number of CNTD Shares which may be issued upon exercise of all options to be granted under the New CNTD Scheme and any other share option schemes of CNTD under the limit as refreshed shall not exceed 10% of the total number of CNTD Shares in issue as at the date of approval to refresh such limit. Options previously granted under the New CNTD Scheme and any other share option schemes (including those outstanding, cancelled, lapsed in accordance with the New CNTD Scheme or any other share option schemes or exercised options) will not be counted for the purpose of calculating such limit as refreshed. In such a case, CNTD shall send a circular to its shareholders containing the information and disclaimer(s) as required under the Listing Rules and the Listing Manual;
- (c) CNTD may seek separate approval of its shareholders in general meeting for granting Share Options beyond the 10% limit provided the Share Options in excess of such limit are granted only to Participants specifically identified by CNTD before such approval is sought. In such a case, CNTD shall send a circular to its shareholders containing, amongst other terms, a generic description of the specified Participant(s) who may be granted such Share Options, the number of CNTD Shares subject to the Share Options to be granted, the terms of the Share Options to be granted, the purpose of granting Share Options to the specified Participant(s), an explanation as to how the terms of the Share Options serve such purpose and such other information and disclaimer(s) as required under the Listing Rules and the Listing Manual.

9.2 Notwithstanding any provision in paragraph 9.1 above and subject to paragraph 11, the limit on the number of CNTD Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New CNTD Scheme and any other share option schemes of CNTD must not exceed 15% of the CNTD Shares in issue from time to time. No options may be granted under the New CNTD Scheme and any other share option schemes of CNTD if this will result in such limit being exceeded.

9.3 In addition to paragraphs 9.1 and 9.2 and subject to sub-paragraph 10.1, the aggregate number of CNTD Shares which may be offered to all CNTD Parent Group Participants shall not exceed 20% of the total number of CNTD Shares available under the New CNTD Scheme.

10. MAXIMUM ENTITLEMENT OF CNTD SHARES OF EACH PARTICIPANT

- 10.1 (a) Subject to sub-paragraphs 10.1(b) below, the total number of CNTD Shares issued and to be issued upon exercise of the Share Options granted to each Participant (including both exercised and outstanding Share Options) in any 12-month period shall not exceed 1% of the total number of CNTD Shares in issue.
- (b) Notwithstanding sub-paragraph 10.1(a), where any further grant of Share Options to a Participant would result in the CNTD Shares issued and to be issued upon exercise of all options granted and to be granted to such Participant under the New CNTD Scheme and any other share option schemes of CNTD (including exercised, cancelled and outstanding Share Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the CNTD Shares in issue, such further grant must be separately approved by the CNTD Shareholders in general meeting with such Participant and his associates abstaining from voting. The number and terms of the Share Options to be granted to such Participant shall be fixed before shareholders' approval and the date of the Committee meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the Subscription Price. In such a case, CNTD shall send a circular to its shareholders containing, amongst other terms, the identity of such Participant, the number and the terms of the Share Options to be granted (and options previously granted to such Participant) and such other information as required under the Listing Rules and the Listing Manual.
- (c) In addition to the above paragraph 9 and sub-paragraphs 10.1(a) and 10.1(b), any grant of Share Options to a Participant who is a director, chief executive or substantial shareholder of CNTD or their respective associates must be approved by the independent non-executive CNTD Directors (excluding independent non-executive CNTD Directors who are Grantees).
- (d) In addition to the above paragraph 9 and sub-paragraphs 10.1(a) and 10.1(b), where the Committee proposes to grant any Share Option to a Participant who is a substantial shareholder of CNTD or an independent non-executive CNTD Director, or any of their respective associates, would result in the CNTD Shares issued and to be issued upon exercise of all options already granted and to be granted under the New CNTD Scheme and any other share option schemes of CNTD (including options exercised, cancelled and outstanding) to him in the 12-month period up to and including the proposed Offer Date of such grant (the "Relevant Date"):
- (i) representing in aggregate more than 0.1% of the total number of CNTD Shares in issue on the Relevant Date; and

- (ii) having an aggregate value, based on the closing price of the CNTD Shares as stated in the Stock Exchange's daily quotations sheet on the Relevant Date in excess of HK\$5,000,000,

such proposed grant of Share Options must be approved by the CNTD Shareholders in general meeting. In such a case, CNTD shall send a circular to the CNTD Shareholders containing all those terms as required under the Listing Rules and the Listing Manual. All connected persons of CNTD must abstain from voting in favour of such proposed grant at such general meeting (except that any connected person (other than the Participant) may vote against such proposed grant at the general meeting provided that his intention to do so has been stated in the circular issued to the CNTD Shareholders). Any vote taken at the meeting to approve the grant of such Share Options must be taken on a poll.

- (e) Subject to paragraph 9 and sub-paragraphs 10.1(a), 10.1(b), 10.1(c) and 10.1(d), where the Committee proposes to grant any Share Option to a CNTD Parent Group Participant which, together with Share Options already granted to such CNTD Parent Group Participant in his capacity as such under the New CNTD Scheme, represents 5% or more of the total number of Share Options available to CNTD Parent Group Participants under the New CNTD Scheme, a separate resolution of the independent CNTD Shareholders must be passed for each such CNTD Parent Group Participant and to approve the aggregate number of Share Options to be made available for grant to all CNTD Parent Group Participants, provided that any grant of Share Options to a CNTD Parent Group Participant whose services have been seconded to any member within the CNTD Group shall not be subject to the provisions of this paragraph 10.1(e). In such a case, CNTD shall send a circular to the CNTD Shareholders containing all those terms as required under the Listing Rules and the Listing Manual including the rationale for the grant of Share Option to the CNTD Parent Group Participant.

10.2 Subject to the above sub-paragraphs 9.1, 9.2 and 10.1, in the event of any alteration in the capital structure of CNTD whether by way of capitalization issue, rights issue, consolidation, subdivision or reduction of the share capital of CNTD or otherwise howsoever (other than as a result of an issue of CNTD Shares as consideration in a transaction), the maximum number of CNTD Shares referred to in the above sub-paragraphs 9.1, 9.2 and 10.1 will be adjusted in such manner as an independent financial adviser or the auditors for the time being of CNTD (acting as experts and not as arbitrators) shall confirm to the CNTD Directors in writing to be fair and reasonable.

11. REORGANISATION OF CAPITAL STRUCTURE

In the event of any alteration in the capital structure of CNTD whilst any Share Option remains exercisable, whether by way of capitalization issue, rights issue, open offer, subdivision, consolidation, reduction or distribution of the share capital of CNTD or otherwise howsoever in accordance with the applicable legal requirements and requirements of the Stock Exchange and the SGX-ST (excluding any alteration in the capital structure of CNTD as a result of an issue of CNTD Shares as consideration in respect of an acquisition by CNTD), such corresponding alterations (if any) shall be made to:

- (i) the number or nominal amount of CNTD Shares subject to the Share Option so far as unexercised; and/or
- (ii) the Subscription Price,

as the auditors for the time being of CNTD shall (except in relation to a capitalization issue) certify in writing to the CNTD Directors to be in their opinion fair and reasonable and that any such alterations shall satisfy the requirements set out in the note to Rule 17.03(13) of the Listing Rules and shall give a Grantee as nearly as possible (and not exceeding) the same proportion of the issued share capital of CNTD as that to which the Grantee was previously entitled, provided that no such alterations shall be made the effect of which would be to enable a CNTD Share to be issued at less than its nominal value and/or to cause the Grantee to receive a benefit that CNTD Shareholders do not receive and in no event shall adjustments be made to the advantage of a Grantee without specific prior approval from the CNTD Shareholders. The capacity of the auditors for the time being of CNTD in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on CNTD and the Grantees. The costs of the auditors for the time being of CNTD shall be borne by CNTD. Notice of such alteration shall be given to the Grantees by CNTD.

12. SHARE CAPITAL

The exercise of any Share Option shall be subject to the CNTD Shareholders in a general meeting approving any necessary increase in the authorised share capital of CNTD. Subject thereto, the Committee shall make available sufficient authorised but unissued share capital of CNTD to meet subsisting requirements on the exercise of Share Options.

13. DISPUTES

Any dispute arising in connection with the New CNTD Scheme (whether as to the number of CNTD Shares, the subject of a Share Option, the amount of the Subscription Price or otherwise) shall be referred to the decision of the auditors for the time being of CNTD or an independent financial adviser appointed by CNTD who shall act as experts and not as arbitrators and whose decision shall be final and binding.

14. ALTERATION OF THE NEW CNTD SCHEME

14.1 The provisions of the New CNTD Scheme may be altered in any respect by resolution of the Committee except that the provisions of the New CNTD Scheme as to:

- (a) the definitions of “Committee”, “Participant”, “Grantee” and “Option Period”;
- (b) the provisions of the above paragraphs and sub-paragraphs 4, 5.1, 5.2, 5.3, 5.4, 6, 7, 8, 9, 10, 11 and this paragraph 14;
- (c) all such other matters set out in Rule 17.03 of the Listing Rules, and
- (d) all such matters set out in Rules 844 to 849, and Rules 853 to 854 of the Listing Manual,

shall not be altered to the advantage of the Participants except with the prior approval of the CNTD Shareholders in general meeting, provided that no such alteration shall operate to affect adversely the terms of issue of any Share Option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the affected Grantees as would be required of the CNTD Shareholders under the articles of association of CNTD for the time being for a variation of the rights attached to the CNTD Shares.

14.2 Any alterations to the terms and conditions of the New CNTD Scheme which are of a material nature or any change to the terms of the Share Options granted or any alterations or modifications to the advantage of the Participants must be approved by the CNTD Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New CNTD Scheme. In addition, no modification or alteration to the provisions of the New CNTD Scheme shall be made without the prior approval of the SGX-ST or (if required) the Stock Exchange or any other stock exchange on which the CNTD Shares are quoted and listed, and such other regulatory authorities as may be necessary.

14.3 The amended terms of the New CNTD Scheme or the Share Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules and Chapter 8 of the Listing Manual.

14.4 Any change to the authority of the CNTD Directors or scheme administrators in relation to any alteration to the terms of the New CNTD Scheme must be approved by the CNTD Shareholders in general meeting.

14.5 Written notice of any modification or alteration made in accordance with this paragraph 14 shall be given to all Participants.

15. CANCELLATION OF SHARE OPTIONS GRANTED

The Committee may, with the consent of the relevant Grantee, at any time at its absolute discretion cancel any Share Option granted but not exercised. Where CNTD cancels Share Options of a Grantee and makes an Offer of the grant of new Share Options to the same Grantee, the Offer of such new Share Options may only be made under the New CNTD Scheme with available Share Options (to the extent not yet granted and excluding the cancelled Share Options) within the limit approved by the CNTD Shareholders as mentioned in the above paragraph 9.

16. TERMINATION OF THE NEW CNTD SCHEME

CNTD may by resolution in general meeting or the Committee may at any time terminate the operation of the New CNTD Scheme and in such event no further Share Options shall be granted but the provisions of the New CNTD Scheme shall remain in force to the extent necessary to give effect to the exercise of any Share Options granted prior thereto or otherwise as may be required in accordance with the provisions of the New CNTD Scheme. Share Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the New CNTD Scheme.

17. MISCELLANEOUS

17.1 Participants who are CNTD Shareholders are to abstain from voting on any shareholders' resolution relating to the New CNTD Scheme (including but not limited to any resolutions regarding the granting of Share Options to any Participant pursuant to the New CNTD Scheme).

17.2 The CNTD Parent Company and its associates, and CNTD Parent Group Participants who are CNTD Shareholders and eligible to participate in the New CNTD Scheme are to abstain from voting on any resolution relating to the participation of, or grant of options, to CNTD Parent Group Participants.

NOTICE OF SGM



SRE GROUP LIMITED

上置集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

NOTICE IS HEREBY GIVEN that a special general meeting of SRE Group Limited (the “**Company**”) will be held at Room 2501, 25th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 8 September 2010 at 3:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the new share option scheme of China New Town Development Company Limited (the “**New CNTD Scheme**”, the rules of which are contained in the document marked “**A**” produced to the meeting and signed by the chairman of the meeting for identification purposes, and a summary of which is set out in the circular of the Company dated 23 August 2010 marked “**B**” and produced to the meeting and signed by the chairman of the meeting for identification purposes) be and is hereby approved and the board of directors of the Company (the “**Board**”) be and is hereby authorized to do all such acts, to enter into all such agreements, transactions and arrangements and to take all such actions in connection therewith or arising therefrom as the Board may consider necessary or expedient in order to give effect to the New CNTD Scheme.”

By order of the Board
SRE Group Limited
Shi Jian
Chairman

Hong Kong, 23 August 2010

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, Tricor 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.

* *For identification purpose only*

NOTICE OF SGM

- (4) The ordinary resolution 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 six executive directors, namely, Mr. Shi Jian, Mr. Li Yao Min, Mr. Yu Hai Sheng, Mr. Jiang Xu Dong, Mr. Shi Pin Ren and Mr. Yue Wai Leung, Stan; two non-executive directors, namely, Mr. Cheung Wing Yui and Mr. Jin Bing Rong and three independent non-executive directors, namely, Mr. Jiang Xie Fu, Mr. Mr. E Hock Yap and Mr. Pan Long Qing.