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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 (the “SGM”) of SRE Group Limited (the “**Company**”) will be held at Suites 1001-1004, 10th Floor, One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 6 July 2016, at 3:00 p.m. for the purposes of considering and, if thought fit, passing each of the following resolutions as an ordinary resolution, with or without amendments. Capitalised terms contained in the circular dated 16 June 2016 issued by the Company shall have the same meanings when used herein unless otherwise specified.

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the agreement dated 20 April 2016 entered into between the Company, China New Town Development Company Limited and SREI Investment Holding Limited in respect of the acquisition of the Target Assets and the repayment of the Loan (the “**Acquisition Master Agreement**”, a copy of which has been produced before the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) at the consideration of RMB1,315,198,723 in cash and all the transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

2. **“THAT**, Ms. Qin Wenying be and is hereby re-elected as an executive Director of the Company with immediate effect upon passing the resolution.”

* For identification purpose only

3. “**THAT**, Mr. Chen Donghui be and is hereby re-elected as an executive Director of the Company with immediate effect upon passing the resolution.”

By Order of the Board
SRE Group Limited
He Binwu
Chairman

Hong Kong, 16 June 2016

Notes:

1. A member of the Company entitled to attend and vote at the meeting or any adjourned meeting thereof convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the proxy form shall not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), all votes of the shareholders of the Company must be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. Where there are joint registered holders of any shares of the Company, any one of such joint holders may vote either in person or by proxy in respect of such shares of the Company as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

As at the date hereof, the board of directors of the Company comprises seven executive directors, namely Mr. He Binwu, Mr. Peng Xinkuang, Mr. Shi Janson Bing, Mr. Chen Chao, Mr. Zhu Qiang, Ms. Qin Wenying and Mr. Chen Donghui; and four independent non-executive directors, namely Mr. Zhuo Fumin, Mr. Chan, Charles Sheung Wai, Mr. Guoping and Mr. Ma Lishan.