

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



(Incorporated in Bermuda with limited liability)

(Stock Code: 1207)

**POLL RESULTS OF THE ADJOURNED SPECIAL GENERAL MEETING
HELD ON 13 JUNE 2024
FURTHER ADJOURNMENT OF SPECIAL GENERAL MEETING
UPDATE ON THE DISPOSAL AGREEMENT**

References are made to the circular (the “**SGM Circular**”), the notice (the “**Original SGM Notice**”) of the special general meeting (the “**SGM**”) and the proxy form of SRE Group Limited (the “**Company**”) all dated 10 May 2024 in respect of the SGM previously scheduled to be held at 3rd Floor, Building 5, Oasis Central Ring Center, Lane 1628, Jinshajiang Road, Putuo District, Shanghai, China on Wednesday, 29 May 2024 at 10:00 a.m., in relation to the very substantial disposal of 51% equity interest in Shanghai Jinxin and the assignment of rights under the Jinxin Debts, and the announcement of the Company dated 29 May 2024 in relation to the adjournment of the SGM which has been scheduled to be held at 3rd Floor, Building 5, Oasis Central Ring Center, Lane 1628, Jinshajiang Road, Putuo District, Shanghai, China on Thursday, 13 June 2024 at 10:00 a.m. (the “**Adjourned SGM**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the SGM Circular.

FURTHER ADJOURNMENT OF THE SGM

With the requisite quorum present at the Adjourned SGM held on 13 June 2024, before the resolutions set out in the Original SGM Notice were put to vote, certain Shareholder had requested and the chairman of the Adjourned SGM had agreed to put forward an adjournment resolution (the “**Adjournment Resolution**”) to further adjourn the SGM to a date, time and venue to be determined by the Board in due course (the “**Further Adjourned SGM**”) pursuant to Article 64 of the bye-laws of the Company.

RESULTS OF THE ADJOURNED SGM

As at the date of the Adjourned SGM, there were 20,564,713,722 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the Adjournment Resolution at the Adjourned SGM. There was no Share entitling the Shareholders to attend and vote only against the Adjournment Resolution at the Adjourned SGM, or to attend and abstain from voting in favour of the Adjournment Resolution at the Adjourned SGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting at the Adjourned SGM. Tricor Tengis Limited, the Hong Kong branch share registrar of the Company, was appointed as the scrutineer at the Adjourned SGM for the purpose of vote-taking.

Among the Directors, Mr. Qin Guohui (Chairman), Mr. Kong Yong, Mr. Xu Ming, Mr. Jiang Qi and Mr. Pan Pan attended the Adjourned SGM in person, Mr. Lu Jianhua, Mr. Zhuo Fumin, Mr. Ma Lishan and Mr. Chui Man Lung, Everett attended the Adjourned SGM by electronic means.

The poll results were set out as follows:

Adjournment Resolution	Number of Votes (%)	
	For	Against
To further adjourn the Adjourned SGM to a date, time and venue to be determined by the Board in due course.	12,500,000,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the Adjournment Resolution, the Adjournment Resolution was duly passed by way of poll at the Adjourned SGM and, pursuant to Article 64 of the bye-laws of the Company, the voting of the resolutions set out in the Original SGM Notice has accordingly been adjourned to a date, time and venue to be determined by the Board in due course.

None of the resolutions set out in the Original SGM Notice had been put forward to the Shareholders for voting at the Adjourned SGM, and thus, no other business was considered or approved aside from the Adjournment Resolution which had been passed at the Adjourned SGM.

The Company will issue a new notice (the “**New SGM Notice**”) setting out the date, time and venue of the Further Adjourned SGM as soon as reasonably practicable. The resolutions set out in the Original SGM Notice will remain unchanged, and will be proposed and transacted at the Further Adjourned SGM.

UPDATE ON THE DISPOSAL AGREEMENT

Pursuant to the Disposal Agreement, the Disposal Agreement shall become effective upon the Company having completed the announcement and approval procedures in respect of the transactions contemplated under the Disposal Agreement in accordance with the Listing Rules and obtained Shareholders' approval for the Disposal Agreement and the Disposal. It is further agreed in the Disposal Agreement that the above conditions precedent to the effectiveness of the Disposal Agreement shall be fulfilled on or before 15 June 2024 (the "**Proposed Effective Date**"), or else the Vendors shall pay the Purchaser liquidated damages calculated as follows: (i) in the event of a delay of up to and including 30 days after the Proposed Effective Date, the Vendors shall pay the Purchaser liquidated damages calculated at 0.01% per day with reference to RMB2 billion; (ii) in the event of a delay of over 30 days after the Proposed Effective Date, the Vendors shall pay the Purchaser liquidated damages calculated at 0.03% per day with reference to RMB2 billion; and (iii) in the event of a delay of more than 90 days, the Purchaser shall have the right to unilaterally terminate this Disposal Agreement, in which case the Vendors shall return all the amount received from the Purchaser, as well as pay the Purchaser liquidated damages calculated at 5% with reference to the total consideration of the Disposal Agreement. However, as at the date of this announcement, the aforesaid conditions precedent to the effectiveness of the Disposal Agreement have not been fulfilled and are not expected to be fulfilled by 15 June 2024. Pursuant to relevant clauses of the Disposal Agreement, the Group is actively negotiating with the Purchaser for an extension of the Proposed Effective Date, however, no agreement has been reached as at the date of this announcement.

Further announcement(s) will be made by the Company as and when appropriate in accordance with the Listing Rules to keep its Shareholders and potential investors informed of any further material development of the Disposal.

By Order of the Board
SRE Group Limited
Qin Guohui
Chairman

Hong Kong, 13 June 2024

As at the date of this announcement, the Board comprises four executive directors, namely Mr. Qin Guohui, Mr. Kong Yong, Mr. Xu Ming and Mr. Jiang Qi; two non-executive directors, namely Mr. Lu Jianhua and Mr. Pan Pan; and three independent non-executive directors, namely Mr. Zhuo Fumin, Mr. Ma Lishan and Mr. Chui Man Lung, Everett.

* *For identification purpose only*