

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE.**

If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all of your units in Spring REIT, you should at once hand this Circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SpringREIT

Spring Real Estate Investment Trust

春泉產業信託

*(A Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance
(Chapter 571 of the Laws of Hong Kong))*

(Stock code: 01426)

Managed by

Spring Asset Management Limited

**CIRCULAR TO UNITHOLDERS
IN RELATION TO:**

**(1) PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK UNITS
AND
(2) NOTICE OF ANNUAL GENERAL MEETING AND
CLOSURE OF REGISTER OF UNITHOLDERS**

A letter to the Unitholders is set out on pages 6 to 9 of this Circular.

A notice convening the AGM to be held at 4 p.m. on Thursday, 21 May 2020 at Room 2401-2, One Admiralty Centre, 18 Harcourt Road, Hong Kong is set out on pages N-1 to N-3 of this Circular. Whether or not you are able to attend and vote at the AGM in person, please complete and return the accompanying form of proxy to the Unit Registrar of Spring REIT, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Delivery of an instrument appointing a proxy will not preclude you from attending and voting at the AGM or at any adjournment thereof (as the case may be) if you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 2 of this Circular for measures being taken to try to prevent and control the spread of the new coronavirus disease 2019 ("COVID-19") at the AGM, including:

- compulsory temperature checks
- compulsory wearing of surgical face masks
- no serving of refreshments

The Manager reminds that all attendees are required to wear surgical face masks at the AGM and Unitholders may appoint the Chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

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CORPORATE INFORMATION

Spring REIT	Spring Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) subject to applicable conditions from time to time
Manager	Spring Asset Management Limited (in its capacity as manager of Spring REIT) Room 2801, 28/F, Man Yee Building 68 Des Voeux Road Central Hong Kong
Directors of the Manager	<i>Non-executive Directors:</i> Mr. Toshihiro Toyoshima (<i>Chairman</i>) Mr. Hideya Ishino <i>Executive Directors:</i> Mr. Leung Kwok Hoe, Kevin Mr. Nobumasa Saeki <i>Independent Non-executive Directors:</i> Mr. Simon Murray Mr. Qiu Liping Mr. Lam Yiu Kin
Trustee	DB Trustees (Hong Kong) Limited (in its capacity as trustee of Spring REIT) 52/F, International Commerce Centre 1 Austin Road West Kowloon Hong Kong
Unit Registrar	Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre 183 Queen's Road East, Wanchai Hong Kong
Legal Advisors to the Manager	Baker & McKenzie 14th Floor, One Taikoo Place 979 King's Road Quarry Bay Hong Kong

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic and recent recommendations for prevention and control of its spread, the Manager will implement the following precautionary measures at the AGM to protect attending Unitholders, staff and other persons from the risk of infection including the following:

- (i) Compulsory body temperature checks will be conducted on every Unitholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or may be required to leave the AGM venue.
- (ii) All attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served.

To the extent permitted under law, the Manager reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Manager reminds all Unitholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using form of proxy with voting instructions inserted, Unitholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person.

The form of proxy is attached to this Circular for Unitholders who opt to receive physical circulars. Alternatively, the form of proxy can be downloaded from the "Investor Relations — Announcements" section of Spring REIT's website at <http://www.springreit.com>. If you are not a registered Unitholder (if your Units are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

If Unitholders choosing not to attend the AGM in person have any questions about the relevant resolution(s), or about Spring REIT or any matters for communication with the Board, they are welcome to contact the Manager as follows:

Email: ir@springreit.com

Tel: 852 3100 0300

Fax: 852 3100 0320

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated. Also, where terms are defined and used in only one section of this Circular, these defined terms may not be included in the table below:

“AGM”	The annual general meeting of Unitholders to be convened on Thursday, 21 May 2020 at 4 p.m. at Room 2401-2, One Admiralty Centre, 18 Harcourt Road, Hong Kong.
“AGM Notice”	The notice included in this Circular in respect of the AGM to consider and, if thought fit, approve the Ordinary Resolution to be proposed at the AGM in respect of the Buy-back Mandate.
“Board”	The board of directors of the Manager.
“Buy-back Mandate”	The general mandate authorising the buy-back by Spring REIT of up to 10% of the Units in issue as at the date of the passing of the Ordinary Resolution to approve the Buy-back Mandate on the Hong Kong Stock Exchange, as more fully described in this Circular.
“Directors”	The directors of the Manager.
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China.
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited.
“Latest Practicable Date”	8 April 2020, being the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information contained in this Circular.
“Listing Rules”	The Rules Governing the Listing of Securities on Hong Kong Stock Exchange, as amended, supplemented and/or otherwise modified for the time being.
“Ordinary Resolution”	A resolution passed by a simple majority of the votes of those Unitholders present and entitled to vote in person or by proxy at a duly convened meeting of Unitholders by way of a poll, but with a quorum of two or more Unitholders holding no less than 10% of the Units in issue.

DEFINITIONS

“REIT”	Real Estate Investment Trust.
“REIT Code”	The Code on Real Estate Investment Trusts published by the SFC as amended, supplemented and/or otherwise modified for the time being.
“Manager”	Spring Asset Management Limited, in its capacity as manager of Spring REIT.
“SFC”	The Securities and Futures Commission of Hong Kong.
“SFC Circular”	The “Circular to Management Companies of SFC-authorized Real Estate Investment Trusts – On-market Unit Repurchases by SFC-authorized REITs” issued by the SFC on 31 January 2008.
“Spring REIT”	Spring Real Estate Investment Trust, a collection investment scheme constituted as a unit trust and authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) subject to applicable conditions from time to time.
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented and/or otherwise modified for the time being.
“Trust Deed”	The deed of trust constituting Spring REIT dated 14 November 2013 and entered into between the Trustee and the Manager and as amended by supplemental trust deed dated 22 May 2015, as the same may be amended, supplemented and/or otherwise modified from time to time by any supplemental deed.
“Trustee”	DB Trustees (Hong Kong) Limited, in its capacity as trustee of Spring REIT.
“Unit”	One undivided unit in Spring REIT.

DEFINITIONS

“Unit Registrar”	Computershare Hong Kong Investor Services Limited, in its capacity as the unit registrar of Spring REIT.
“Unitholder”	Any person registered as holding a Unit and any person holding Units through the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Hong Kong time unless otherwise stated.



Spring Real Estate Investment Trust

春泉產業信託

(A Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance
(Chapter 571 of the Laws of Hong Kong))
(Stock code: 01426)

Managed by

Spring Asset Management Limited

Directors of the Manager:

Non-executive Directors:

Mr. Toshihiro Toyoshima (*Chairman*)

Mr. Hideya Ishino

Executive Directors:

Mr. Leung Kwok Hoe, Kevin

Mr. Nobumasa Saeki

Independent Non-executive Directors:

Mr. Simon Murray

Mr. Qiu Liping

Mr. Lam Yiu Kin

Registered Office of the Manager:

Room 2801, 28/F, Man Yee Building

68 Des Voeux Road Central

Hong Kong

16 April 2020

To: Unitholders of Spring REIT

Dear Sir or Madam,

CIRCULAR TO UNITHOLDERS

IN RELATION TO:

(1) PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK UNITS

AND

(2) NOTICE OF ANNUAL GENERAL MEETING AND

CLOSURE OF REGISTER OF UNITHOLDERS

1. INTRODUCTION

The purposes of this Circular are to provide you with further information on the Ordinary Resolution to be proposed at the AGM for the grant of the Buy-back Mandate and to serve the AGM Notice.

The Ordinary Resolution set out in the AGM Notice seeks Unitholders' approval for the Buy-back Mandate, as more particularly described in this Circular.

LETTERS TO UNITHOLDERS

2. PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK UNITS

As disclosed in Spring REIT's annual results announcement for the year ended 31 December 2019 published on 27 March 2020, the Manager proposes to seek Unitholders' approval at the AGM for the grant of a general mandate to the Manager to buy back Units on the Hong Kong Stock Exchange on behalf of Spring REIT.

Under the Trust Deed, the Manager is permitted to buy back any Units so long as any buy-back of Units by the Manager is effected in accordance with the REIT Code, the Takeovers Code, the SFC Circular or other relevant codes and guidelines issued by the SFC from time to time and applicable laws and regulations or in accordance with any waiver or exemption granted by the SFC. Pursuant to the SFC Circular, an SFC-authorized REIT may purchase its own units on the Hong Kong Stock Exchange provided that the REIT has followed the requirements as set out in the SFC Circular, including, inter alia, the despatch of an explanatory statement of the repurchase mandate to the Unitholders and a specific approval or a general mandate to make such repurchase(s) has been obtained from the Unitholders of the REIT.

Having regard to the above, an Ordinary Resolution will be proposed for Unitholders to consider and, if thought fit, grant a general mandate to the Manager to buy back Units on the Hong Kong Stock Exchange on behalf of Spring REIT. The Units which may be bought back pursuant to the Buy-back Mandate are up to 10% of the total Units in issue on the date of passing the Ordinary Resolution in respect of the Buy-back Mandate. All Units bought back by Spring REIT pursuant to the Buy-back Mandate shall be automatically cancelled upon such buy-back. The Manager will ensure that the documents of title of the Units bought back are cancelled and destroyed as soon as reasonably practicable following settlement of any such buy-back.

The Buy-back Mandate, if approved by Unitholders, will be in force for the period commencing from the date on which the resolution approving the grant of the Buy-back Mandate is passed and expiring on the earliest of the following dates: (a) the conclusion of the next annual general meeting of Unitholders following the passing of the resolution approving the grant of the Buy-back Mandate; (b) the expiration of the period within which the next annual general meeting of Unitholders as referred to in (a) above is required to be held by the Trust Deed, the REIT Code or any applicable laws; and (c) the revocation or variation of the authority given under the Ordinary Resolution approving the Buy-back Mandate by the passing of an Ordinary Resolution.

Spring REIT shall also comply with other restrictions and notification requirements applicable to listed companies purchasing their own shares on a stock exchange under Rule 10.06 of the Listing Rules, with necessary changes being made, as if the provisions therein were applicable to REITs. These include, but are not limited to, the dealing restrictions, the restrictions on subsequent issues, the reporting requirements and status of purchased shares.

An explanatory statement in connection to the Buy-back Mandate is set out in Appendix I to this Circular.

LETTERS TO UNITHOLDERS

3. VOTING AT THE AGM

Paragraph 9.9(f) of the REIT Code provides that where a Unitholder has a material interest in the resolution tabled for approval, and that interest is different from that of all other Unitholders, such Unitholder shall abstain from voting in respect of such resolution or being counted in the quorum for a meeting at which the resolution is tabled.

Further, under paragraph 3.2 of Schedule 1 of the Trust Deed, where a Unitholder has a material interest in the business to be conducted at a general meeting of Unitholders, and that interest is different from the interests of other Unitholders, such Unitholder shall be prohibited from voting its own Units at, or being counted in the quorum for, the general meeting.

As at the Latest Practicable Date, to the best of the Manager's knowledge, information and belief, after having made reasonable enquiries, the Manager takes the view that no Unitholder is required to abstain from voting at the AGM in respect of the Ordinary Resolution to approve the Buy-back Mandate.

4. RECOMMENDATIONS

4.1 Directors

The Board considers that the granting of the Buy-back Mandate is in the interests of Spring REIT and the Unitholders as a whole, and accordingly, recommends all Unitholders to vote in favour of the Ordinary Resolution in respect of the Buy-back Mandate.

4.2 Trustee

The Trustee has confirmed that, in its opinion, the Buy-back Mandate complies with the requirements in the Trust Deed and, subject to Unitholders' approval, the Trustee does not have any objection to the buy-back of Units pursuant to the Buy-back Mandate. The Trustee's confirmation is being furnished for the sole purpose of complying with the requirements of the SFC Circular, and is not to be taken as a recommendation or representation by the Trustee of the merits of the Buy-back Mandate or of any statements or information made or disclosed in this Circular.

The Trustee has not made any assessment of the merits or impact of the Buy-back Mandate, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code. Accordingly, all Unitholders, including those who are in any doubt as to the merits or impact of the Buy-back Mandate, should seek their own financial or other professional advice.

LETTERS TO UNITHOLDERS

5. RESPONSIBILITY STATEMENT

The Manager and the Directors, collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

6. ANNUAL GENERAL MEETING

The AGM will be held at 4 p.m. on Thursday, 21 May 2020 at Room 2401-2, One Admiralty Centre, 18 Harcourt Road, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the Ordinary Resolution as set out in the AGM Notice, which is set out on pages N-1 to N-3 of this Circular.

For the purpose of determining entitlements to attend and vote at the AGM, the register of Unitholders will be closed from Monday, 18 May 2020 to Thursday, 21 May 2020 (both days inclusive), during which no transfer of Units will be effected.

For those Unitholders who are not already on the register of Unitholders, in order to qualify to attend and vote at the AGM, all duly completed transfers of Units accompanied by the relevant Unit certificates must be lodged with the Unit Registrar of Spring REIT, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Friday, 15 May 2020.

You will find enclosed with this Circular the AGM Notice (please refer to pages N-1 to N-3 of this Circular) and a form of proxy for use for the AGM.

Your vote is very important. Accordingly, please complete, sign and date the enclosed form of proxy, whether or not you plan to attend the AGM in person, in accordance with the instructions printed on the form of proxy, and return it to the Unit Registrar of Spring REIT, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The form of proxy should be completed and returned as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Delivery of an instrument appointing a proxy will not preclude you from attending and voting at the AGM or at any adjournment thereof (as the case may be) if you so wish.

Yours faithfully,
By order of the Board
Spring Asset Management Limited
(as manager of Spring Real Estate Investment Trust)
Mr. Toshihiro Toyoshima
Chairman of the Manager

The following is the explanatory statement in connection with the proposed Buy-back Mandate:

1. ISSUED UNITS

It is proposed that the Buy-back Mandate will authorise the buy-back by Spring REIT of up to 10% of the Units in issue at the date of passing the Ordinary Resolution to approve the Buy-back Mandate. As at the Latest Practicable Date, the number of Units in issue was 1,446,439,344 Units. On the basis of such figure (and if no new Units will be issued after the Latest Practicable Date and up to the date of passing such Ordinary Resolution), subject to the passing of the proposed resolutions for the grant of the Buy-back Mandate, exercise in full of the Buy-back Mandate would result in the purchase by Spring REIT of up to 144,643,934 Units. The number of Units in issue as at the date of passing such Ordinary Resolution is expected to be larger than the number of Units in issue as at the Latest Practicable Date, as a result of the Units expected to be issued prior to the date of the AGM to the Manager as payment of part of the base fee and variable fee for the period from 1 January 2020 to 31 March 2020. Details of such Units expected to be issued to the Manager will be disclosed by way of announcement on the date of issue.

2. REASONS FOR BUY-BACKS

The Directors believe that the Buy-back Mandate is in the interests of Spring REIT and the Unitholders as a whole. Buy-backs may, depending on the circumstances and funding arrangements at the time, lead to an enhancement of the net assets value and/or earnings per Unit. The Directors are seeking the grant of a general mandate to buy back Units to give Spring REIT the flexibility to do so if and when appropriate. The number(s) of Units to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining and the interests of Spring REIT and the Unitholders. Buy-backs of Units will only be made when the Manager believes that such buy-backs will benefit Spring REIT and the Unitholders as a whole.

3. FUNDING OF BUY-BACKS

Buy-backs of Units pursuant to the Buy-back Mandate will be made from funds legally available for such purpose in accordance with the Trust Deed and the applicable laws and regulations of Hong Kong. Subject to applicable law and regulation, the Manager intends to use internal sources of funds of Spring REIT or external borrowings (or a combination of both) to finance the buy-back of Units pursuant to the Buy-back Mandate.

There could be a material adverse impact on the working capital or gearing position of Spring REIT (as compared with the position disclosed in its most recent audited financial statements) in the event that the Buy-back Mandate were exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of Spring REIT or the gearing level which in the opinion of the Directors is from time to time appropriate for Spring REIT (as compared with the position disclosed in the most recent published audited financial statements).

4. STATUS OF UNITS BOUGHT BACK

All Units bought back by Spring REIT pursuant to the Buy-back Mandate shall be automatically cancelled upon such buy-back. The Manager will ensure that the documents of title of the Units bought back are cancelled and destroyed as soon as reasonably practicable following settlement of any such buy-back.

5. INTENTION TO SELL UNITS

There are no Directors or, to the best of the knowledge of the Directors having made all reasonable enquiries, any associates (as defined in the REIT Code) of the Directors, who have a present intention, in the event that the Buy-back Mandate is approved and granted by the Unitholders, to sell Units to Spring REIT.

Up to the Latest Practicable Date, no connected persons (as defined in the REIT Code) of Spring REIT have notified the Manager of a present intention to sell, or undertaken not to sell, Units to Spring REIT in the event that the Buy-back Mandate is granted by the Unitholders.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the SFC to exercise Spring REIT's power to buy back Units pursuant to the Buy-back Mandate in accordance with the provisions of the Trust Deed, the applicable laws of Hong Kong, the REIT Code, the Takeovers Code and the guidelines issued by the SFC from time to time.

7. UNITS BOUGHT BACK

No buy-back of Units have been made by Spring REIT (whether on the Hong Kong Stock Exchange or otherwise) in the past six months prior to the Latest Practicable Date.

8. EFFECT OF THE TAKEOVERS CODE

If, on exercise of Spring REIT's power to buy back Units pursuant to the Buy-back Mandate, a Unitholder's proportionate interest in the voting rights of Spring REIT increases, pursuant to Rule 32 of the Takeovers Code, such increase will be treated as an acquisition of voting rights for purposes of the Takeovers Code. As a result, a Unitholder, or group of Unitholders acting in concert, could obtain or consolidate control of Spring REIT and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code, unless a waiver is available.

In any event, the Manager does not intend to exercise the Buy-back Mandate if it is aware that such buy-back may trigger an obligation on the part of any Unitholder (and parties acting in concert with it) to make a mandatory general offer under Rule 26 of the Takeovers Code.

9. UNIT PRICES

The highest and lowest prices at which Units were traded on the Hong Kong Stock Exchange in each of the previous twelve months before the Latest Practicable Date are as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2019	3.72	3.45
May 2019	3.50	3.35
June 2019	3.45	3.33
July 2019	3.49	3.37
August 2019	3.48	3.14
September 2019	3.31	3.17
October 2019	3.42	3.24
November 2019	3.38	3.17
December 2019	3.30	3.17
January 2020	3.29	3.06
February 2020	3.26	2.90
March 2020	3.00	2.00
April 2020 (up to the Latest Practicable Date)	2.57	2.27

10. OPINION OF THE BOARD

The Board considers that the granting of the Buy-back Mandate is in the interests of Spring REIT and the Unitholders as a whole.

11. CONFIRMATION AND CONSENT OF THE TRUSTEE

The Trustee has confirmed that, in its opinion, the Buy-back Mandate complies with the requirements in the Trust Deed and, subject to Unitholders' approval, the Trustee does not have any objection to the buy-back of Units pursuant to the Buy-back Mandate.

12. RESPONSIBILITY STATEMENT

The Manager and the Directors, collectively and individually, accept full responsibility for the accuracy of the information contained in this explanatory statement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this explanatory statement misleading.

NOTICE OF ANNUAL GENERAL MEETING



Spring Real Estate Investment Trust

春泉產業信託

*(A Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance
(Chapter 571 of the Laws of Hong Kong))*

(Stock code: 01426)

Managed by

Spring Asset Management Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the unitholders (the “Unitholders”) of Spring Real Estate Investment Trust (“Spring REIT”) is now scheduled to be held at Room 2401-2, One Admiralty Centre, 18 Harcourt Road, Hong Kong on Thursday, 21 May 2020 at 4 p.m. for the following purposes:

- (1) To note the audited financial statements of Spring REIT together with the independent auditors’ report for the year ended 31 December 2019;
- (2) To note the appointment of the independent auditors of Spring REIT and the fixing of their remuneration; and
- (3) To consider and, if thought fit, pass with or without modification, the resolution set out below as an Ordinary Resolution.

Words and expressions that are not expressly defined in this notice of annual general meeting shall bear the same meaning as that defined in the unitholder circular dated 16 April 2020 (the “Circular”).

ORDINARY RESOLUTION

1. **THAT** a mandate to purchase Units be given to the Manager:
 - (a) subject to paragraph (b) of this resolution, the exercise by the Manager during the Relevant Period (as defined below) of all the powers of Spring REIT to purchase the Units on the Hong Kong Stock Exchange, subject to and in accordance with the Trust Deed, the REIT Code, the Takeovers Code, the SFC Circular or other relevant codes and guidelines issued by the SFC from time to time and applicable laws and regulations or in accordance with any waiver or exemption granted by the SFC, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Units which may be purchased or agreed to be purchased by Spring REIT pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of Units in issue as at the date of the passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of Unitholders following the passing of this resolution;
 - (ii) the expiration of the period within which the next annual general meeting of Unitholders as referred to in sub-paragraph (i) above is required to be held by the Trust Deed, the REIT Code or any applicable laws; and
 - (iii) the revocation or variation of the authority given under this resolution by the passing of an Ordinary Resolution.

By Order of the Board
Spring Asset Management Limited
(as manager of Spring Real Estate Investment Trust)
Mr. Toshihiro Toyoshima
Chairman of the Manager

Hong Kong, 16 April 2020

Registered Office of the Manager:
Room 2801, 28/F, Man Yee Building
68 Des Voeux Road Central
Hong Kong

Notes:

- (a) A Unitholder entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint no more than two proxies to attend in its/his/her stead. Any Unitholder being a corporation may by resolution of its directors (or other governing body) authorise any person to act as its representative at any meeting of Unitholders and a person so authorised shall at such meeting be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise as if it were an individual Unitholder. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal, or under the hand of an officer or attorney so authorised in accordance with its constitutional documents. The person appointed to act as proxy or corporate representative need not be a Unitholder.

NOTICE OF ANNUAL GENERAL MEETING

- (b) In order to be valid, an instrument of proxy and any 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 office of the Unit Registrar of Spring REIT, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting at the AGM or at any adjournment thereof (as the case may be) and, in such event, the instrument appointing the proxy shall be deemed to be revoked.
- (c) Where there are joint registered Unitholders of a Unit, 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 registered Unitholders and for this purpose, seniority shall be determined by the order in which the name stands in the register of Unitholders in respect of such Unit.
- (d) The register of Unitholders will be closed from Monday, 18 May 2020 to Thursday, 21 May 2020, both days inclusive, to determine which Unitholders will qualify to attend and vote at the AGM, during which period no transfer of Units will be effected. For those Unitholders who are not already on the register of Unitholders, in order to qualify for attending and voting at the AGM, all Unit certificates accompanied by the duly completed transfer forms must be lodged with the Unit Registrar of Spring REIT, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Friday, 15 May 2020.
- (e) The voting of the above Ordinary Resolution at the AGM will be taken by way of poll. On a poll, votes may be given either personally or by proxy and every Unitholder who is present in person, by corporate representative or proxy shall have one vote for every Unit of which he is the Unitholder.
- (f) In view of the new COVID-19 and recent recommendations for prevention and control of its spread, the Manager will implement certain precautionary measures at the AGM to protect attending Unitholders, staff and other persons from the risk of infection. For further details, please refer to the circular of Spring REIT dated 16 April 2020.

The Directors of the Manager as at the date of this notice are Toshihiro Toyoshima (Chairman and Non-executive Director); Leung Kwok Hoe, Kevin and Nobumasa Saeki (each an Executive Director); Hideya Ishino (Non-executive Director); and Simon Murray, Liping Qiu and Lam Yiu Kin (each an Independent Non-executive Director).