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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 adviser.

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;**
- (2) CONTINUAL SERVICE OF LONG SERVING UNITHOLDERS; AND**
- (3) NOTICE OF ANNUAL GENERAL MEETING AND
CLOSURE OF REGISTER OF UNITHOLDERS**

A letter to the Unitholders is set out on pages 4 to 9 of this Circular.

A notice convening the AGM to be held at 4 p.m. on Tuesday, 13 June 2023 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. A form of proxy for use by Unitholders is enclosed with this Circular. Please complete and return the form of proxy to the Unit Registrar of Spring REIT, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

25 April 2023

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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 2602, 26/F, LHT Tower 31 Queen's 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 (<i>Chief Executive Officer</i>) Mr. Chung Wai Fai, Michael (<i>Chief Financial Officer</i>) <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) 60/F, International Commerce Centre 1 Austin Road West Kowloon Hong Kong
Unit Registrar	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Legal Advisers to the Manager	Baker & McKenzie 14th Floor, One Taikoo Place 979 King's Road Quarry Bay Hong Kong

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 of Spring REIT to be convened on Tuesday, 13 June 2023 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 Resolutions to be proposed at the AGM in respect of the Buy-back Mandate and the continual service of the Long Serving INEDs until the third annual general meeting of Unitholders following the AGM.
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.
Compliance Manual	The compliance manual of the Manager.
Corporate Governance Code	The Corporate Governance Code in Appendix 14 to the Listing Rules.
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	19 April 2023, 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 the Hong Kong Stock Exchange, as amended, supplemented and/or otherwise modified for the time being.
Long Serving INEDs	Has the meaning ascribed to it in section 3 of this Circular.
Manager	Spring Asset Management Limited, in its capacity as manager of Spring REIT.
Ordinary Resolution	A resolution passed by a simple majority of the votes of those attending, and entitled to vote at the AGM, where the votes shall be taken by way of a poll, but with a quorum of two or more Unitholders holding at least 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.
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 collective investment scheme constituted as a unit trust and authorized 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, as amended, supplemented and/or otherwise modified for the time being.
Trustee	DB Trustees (Hong Kong) Limited, in its capacity as trustee of Spring REIT.
Unit	One undivided unit in Spring REIT.
Unit Registrar	Tricor 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 (*Chief Executive Officer*)
Mr. Chung Wai Fai, Michael (*Chief Financial Officer*)

Independent Non-executive Directors:

Mr. Simon Murray
Mr. Qiu Liping
Mr. Lam Yiu Kin

Registered Office of the Manager:

Room 2602, 26/F, LHT Tower
31 Queen's Road Central
Hong Kong

25 April 2023

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;**
- (2) CONTINUAL SERVICE OF LONG SERVING UNITHOLDERS; AND**
- (3) 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 Resolutions to be proposed at the AGM and to serve the AGM Notice.

LETTER TO UNITHOLDERS

The Ordinary Resolutions set out in the AGM Notice seeks Unitholders' approval for (i) the Buy-back Mandate; and (ii) the proposed continual service of each of Mr. Simon Murray and Mr. Qiu Liping as independent non-executive directors of the Manager until the third annual general meeting of Unitholders following the AGM, as more particularly described in this Circular.

2. PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK UNITS

(a) Proposed Buy-back Mandate

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 Units on behalf of Spring REIT so long as any buy-back of Units is effected in accordance with the REIT Code, the Takeovers Code, the SFC Circular and 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) having 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 as at 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 Ordinary 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 Ordinary 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 by the Trust Deed, the REIT Code or any applicable laws to be held; and (c) the revocation or variation of the authority given under the Ordinary Resolution approving the grant of 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.

LETTER TO UNITHOLDERS

(b) Explanatory Statement

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

(c) Directors' Recommendations

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.

(d) Trustee's Confirmation and Consent

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.

3. CONTINUAL SERVICE OF LONG SERVING INEDS

(a) Listing Rules and Corporate Governance Code requirements

With effect from 1 January 2022, the Listing Rules and the Corporate Governance Code have been revised to, *inter alia*, require additional disclosures in the papers to shareholders on: (a) the factors considered, process and the board's (or the nomination committee's) discussion on why independent non-executive directors serving more than nine years (the "Long Serving INEDs") were still independent and should be re-elected; and (b) the length of tenure of each independent non-executive directors of the board on a named basis, where all such independent non-executive directors are Long Serving INEDs. In addition, the Corporate Governance Code provides that, with effect from the financial year commencing on or after 1 January 2023, if all independent non-executive directors of the board are Long Serving INEDs, a new independent non-executive director should be appointed.

In accordance with FAQ19 of the Frequently Asked Questions related to REITs issued by the SFC, the appointment of a Long-serving INED should be subject to a separate resolution to be approved by Unitholders at a general meeting.

LETTER TO UNITHOLDERS

(b) Continual Service of Long Serving INEDs

As at the Latest Practicable Date, both Mr. Simon Murray (“**Mr. Murray**”) and Mr. Qiu Liping (“**Mr. Qiu**”), who were appointed as independent non-executive directors of the Manager since November 2013 and served the Board for more than nine years, were Long Serving INEDs.

In view of the new provisions of the Corporate Governance Code, the Manager will take steps to ensure that it complies with the same, and will make further announcement(s) as and when appropriate. Separate Ordinary Resolutions will be proposed for Unitholders to consider and, if thought fit, approve the continual service of each of Mr. Murray and Mr. Qiu until the third annual general meeting of Unitholders following the AGM.

The Manager has in place a Nomination Policy which sets out, inter alia, the selection criteria and procedures to be adopted when considering candidates to be appointed or re-elected as directors of the Manager. In accordance with the Compliance Manual, the Nomination Committee will be responsible for reviewing the structure, size and composition of the Board and its committee on an on-going basis and for nominating, and providing recommendations on, persons for appointment, re-appointment or removal as directors of the Manager, including assessing the independence of each potential independent non-executive director candidate, having taken into account the criteria for independence of independent non-executive directors set out in the Compliance Manual and the Manager’s Nomination Policy and Board Diversity Policy.

Mr. Murray and Mr. Qiu’s independence have been reviewed by the Nomination Committee and they have also submitted annual confirmation to the Manager on their fulfilment of the independence guidelines set out in Rule 3.13 of the Listing Rules (as if the rule is applicable to Spring REIT) and the Compliance Manual. The Board is satisfied that they demonstrate independence in character and judgment both in their designated roles and as Board members and is of the opinion that they continue to bring independent view of Spring REIT’s affairs to the Board notwithstanding their length of service.

The biographical details of Mr. Murray and Mr. Qiu are set out in Appendix II to this Circular.

In consideration of the background, specific knowledge and experiences of Mr. Murray and Mr. Qiu, the Board (save for Mr. Murray and Mr. Qiu in respect of his own continual service as an independent non-executive director of the Manager) believes that (i) Mr. Murray and Mr. Qiu both could bring in invaluable insight and their in-depth knowledge of Spring REIT and their extensive experience and expertise continue to provide invaluable contribution to the Board; and (ii) the continual service of each of Mr. Murray and Mr. Qiu until the third annual general meeting of Unitholders following the AGM is in the interests of Spring REIT and the Unitholders as a whole, and accordingly, recommends Unitholders to vote in favour of the Ordinary Resolutions in respect of their continual service as independent non-executive directors of the Manager.

LETTER TO UNITHOLDERS

4. VOTING AT THE ANNUAL GENERAL MEETING

Under paragraph 3.2 of schedule 1 of the Trust Deed, where a Unitholder has a material interest in the transaction tabled for approval 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 Units at, or being counted in the quorum for, the general meeting.

Paragraph 9.9(f) of the REIT Code further provides that where a Unitholder has a material interest in any business to be conducted at a general meeting of Unitholders, and that interest is different from that of all 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 grant of the Buy-back Mandate.

As at the Latest Practicable Date, each of Mr. Murray and Mr. Qiu was interested in 1,078,000 Units, and as such, has a material interest in the Ordinary Resolution to approve his continual service as an independent non-executive director of the Manager, and accordingly, shall abstain from voting his own Units on such Ordinary Resolution. To the best of the Manager's knowledge, information and belief, after having made reasonable enquiries, the Manager is not aware of any other Unitholder that is required to abstain from voting at the AGM in respect of the Ordinary Resolutions of Mr. Murray and Mr. Qiu's continual service as independent non-executive directors of the Manager.

5. ANNUAL GENERAL MEETING

The AGM will be held at 4 p.m. on Tuesday, 13 June 2023 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 Resolutions as set out in the AGM Notice, which is set out on pages N-1 to N-3 of this Circular.

You can vote at the AGM if you are a Unitholder after 4:30 p.m. on Thursday, 8 June 2023. For the purpose of determining entitlement to attend and vote at the AGM, the register of Unitholders will be closed from Thursday, 8 June 2023 to Tuesday, 13 June 2023 (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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Wednesday, 7 June 2023.

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.

LETTER TO UNITHOLDERS

Your vote is very important. Accordingly, please complete, sign and date the enclosed form of proxy in accordance with the instructions printed on the form of proxy, and return it to the Unit Registrar of Spring REIT, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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. Completion and return of proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you wish.

6. GENERAL

6.1 No Material Adverse Change

As at the Latest Practicable Date, the Manager and the Directors were not aware of any material adverse change in the financial or trading position of Spring REIT since 31 December 2022 (being the date to which the most recent published audited financial statements of Spring REIT were made up).

6.2 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.

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 the Manager on behalf of Spring REIT of up to 10% of the Units in issue as at the date of passing the Ordinary Resolution to approve the grant of the Buy-back Mandate. As at the Latest Practicable Date, the number of Units in issue was 1,489,342,268 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 such Ordinary Resolution, exercise in full of the Buy-back Mandate would result in the purchase by Spring REIT of up to 148,934,226 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 for the period from 1 January 2023 to 31 March 2023 pursuant to the Trust Deed. Details of such Units expected to be issued to the Manager will be disclosed by way of an 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 asset 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 prevailing 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 using funds legally available for such purpose in accordance with the Trust Deed and the applicable laws and regulations of Hong Kong. Subject to the provisions of the Trust Deed and the applicable laws and regulations, 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 published 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 impact on the working capital or gearing position of Spring REIT which in the opinion of the Directors is from time to time appropriate for Spring REIT (as compared with the position disclosed in its 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

As at the Latest Practicable Date, there were 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 had 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 had notified the Manager of a present intention to sell, or had 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 and regulations of Hong Kong, the REIT Code, the Takeovers Code and the guidelines issued by the SFC from time to time.

7. Units Bought Back

Spring REIT had bought back a total of 754,000 Units (whether on the Hong Kong Stock Exchange or otherwise) in the past six months prior to the Latest Practicable Date, the details of which are as follows:

Date of Buy-back	Numbers of Units Bought Back	Price paid per Unit	
		Highest (HK\$)	Lowest (HK\$)
01 November 2022	40,000	2.10	2.08
03 November 2022	40,000	2.15	2.07
04 November 2022	40,000	2.13	2.10
07 November 2022	40,000	2.13	2.10
08 November 2022	40,000	2.13	2.10
09 November 2022	40,000	2.14	2.11
10 November 2022	50,000	2.13	2.10
11 November 2022	46,000	2.15	2.15
14 November 2022	4,000	2.20	2.20
15 November 2022	50,000	2.20	2.19
16 November 2022	10,000	2.22	2.21
17 November 2022	30,000	2.25	2.18
18 November 2022	35,000	2.25	2.23
22 November 2022	30,000	2.23	2.30
30 March 2023	60,000	2.35	2.36
31 March 2023	19,000	2.38	2.42
3 April 2023	60,000	2.40	2.44
4 April 2023	60,000	2.43	2.45
6 April 2023	60,000	2.45	2.42

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 general 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 12 months before the Latest Practicable Date are as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2022	2.93	2.63
May 2022	2.75	2.60
June 2022	2.72	2.61
July 2022	2.68	2.60
August 2022	2.76	2.60
September 2022	2.71	2.32
October 2022	2.60	2.07
November 2022	2.30	2.03
December 2022	2.50	2.24
January 2023	2.60	2.35
February 2023	2.48	2.44
March 2023	2.51	2.35
From 1 April 2023, up to the Latest Practicable Date	2.48	2.37

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.

1. MR. SIMON MURRAY

Mr. Murray, aged 83, was appointed as an Independent Non-executive Director of the Manager on 20 November 2013. He was the founder and chairman of GEMS (General Enterprise Management Services Limited) a private equity group in 1998 and has changed his role to become the non-executive chairman as of July 2015. He is also an independent non-executive director of: (i) Wing Tai Properties Limited (Stock Code: 0369) since March 1994; a non-executive director of (ii) Greenheart Group Limited (Stock Code: 0094) since August 2010; (iii) China LNG Group Limited (Stock Code: 0931) since April 2015 (after having been re-designated from the role of independent non-executive director which was appointed in October 2014).

Mr. Murray was an executive director of Hutchison Whampoa Ltd for 10 years. He was also the executive chairman, Asia Pacific of the Deutsche Bank Group between 1994 and 1998. Previously he acted as the vice chairman & independent non-executive director of Essar Energy plc (a company listed on the London Stock Exchange) from 2010 to 2014; the non-executive chairman of Glencore International plc (a company dually listed on the London Stock Exchange and the Hong Kong Stock Exchange (Stock Code: 805)) from 2011 to 2013; the chairman & an independent non-executive director of Gulf Keystone Petroleum Ltd. (a company listed on London Stock Exchange) between 2013 and 2015; an non-executive director of Vodafone Group Plc (a company listed on the London Stock Exchange) between 2007 and 2010; an independent director of Sino-Forest Corporation (“**Sino-Forest**”) (a company listed on the Toronto Stock Exchange) between 1999 and 2013; an non-executive director of CK Asset Holdings Limited (Stock Code: 1113) between 2015 and 2017; an non-executive director of Compagnie Financière Richemont SA (a company listed on Swiss Exchange) between 2003 and 2017; an independent non-executive director of Orient Overseas (International) Limited (Stock Code: 0316) between 1992 and 2018; and an independent non-executive director of IRC Limited (Stock Code: 1029) between 2016 (after having been re-designated from the role of non-executive director which was appointed in 2010) and 2020.

Mr. Murray holds an honorary degree of Doctor of Laws from Bath University.

Mr. Murray was an independent director of Sino-Forest until 30 January 2013. Sino-Forest was incorporated in Canada and was, according to its published information, a commercial forest plantation operator in China. Its shares were formerly listed on the Toronto Stock Exchange.

During 2011, Sino-Forest defaulted on certain of its obligations under its senior notes (the outstanding principal amount, based on public information, was approximately US\$1.8 billion). On 30 March 2012, Sino-Forest entered into a restructuring and a support agreement with certain noteholders. It initiated proceedings and obtained from the Ontario Superior Court of Justice (the “**Court**”) protection to rearrange its affairs under a Court-appointed monitor in implementing its restructuring plan. Sino-Forest subsequently filed a plan of compromise and reorganisation by way of a debt-equity conversion which was approved by the creditors and the Court and subsequently implemented on 30 January 2013.

APPENDIX II DETAILS OF LONG SERVING INEDS TO BE RE-APPOINTED

In May 2012, Ontario Securities Commission (“OSC”) made a statement of allegations against SinoForest and some directors but Mr. Murray was not a defendant under this statement of allegations. On 13 July 2017, the OSC ruled that Sino-Forest defrauded investors.

A number of class actions were brought against Sino-Forest and, among others, its directors at the relevant time (including Mr. Murray). The class actions included allegations of misstatements in offering circulars and announcements issued by Sino-Forest. In relation to such class actions, on 10 December 2012, the Court ruled that the plaintiffs, if they are successful in the actions, are only entitled to recover damages from applicable insurance coverage and, to the extent claims are not covered by insurance, they have been released. All class actions against Mr. Murray were either withdrawn or dismissed.

Mr. Murray does not have any relationship with any directors or senior management of the Manager or substantial unitholders of Spring REIT. As at the Latest Practicable Date, Mr. Murray was interested in 1,078,000 Units within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-appointment of Mr. Murray that need to be brought to the attention of the unitholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as if they were applicable to Spring REIT.

2. MR. QIU LIPING

Mr. Qiu, aged 58, was appointed as an Independent Non-executive Director of the Manager on 20 November 2013. Mr. Qiu is a co-founder of Milestone Capital, a China-focused private equity investment company. Since February 2002, he has been the general partner of Milestone China Opportunities Fund I and Fund II, L.P., both being partnerships that invest primarily in high-growth Chinese companies. Mr. Qiu has been a director of Qinhuangdao Boostsolar Photovoltaic Equipment Co., Ltd. (which has been quoted on the National Equities Exchange and Quotations since 18 August 2014).

Mr. Qiu received his Bachelor’s degree and Master’s degree in Engineering from the National University of Defense Technology of China.

Mr. Qiu does not have any relationship with any directors or senior management of the Manager or substantial unitholders of Spring REIT. As at the Latest Practicable Date, Mr. Qiu was interested in 1,078,000 Units within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-appointment of Mr. Qiu that need to be brought to the attention of the unitholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as if they were applicable to Spring REIT.

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 (the “AGM”) of 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 Tuesday, 13 June 2023 at 4:00 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 2022;
- (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 resolutions set out below as Ordinary Resolutions.

ORDINARY RESOLUTIONS

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;
 - (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

NOTICE OF ANNUAL GENERAL MEETING

- (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 by the Trust Deed, the REIT Code or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by the passing of an Ordinary Resolution.
2. **THAT** Mr. Simon Murray, be re-appointed as an independent non-executive director of the Manager until the third annual general meeting of Unitholders following the AGM.
3. **THAT** Mr. Qiu Liping, be re-appointed as an independent non-executive director of the Manager until the third annual general meeting of Unitholders following the AGM.

Words and expressions that are not expressly defined in this notice of AGM shall bear the same meaning as that defined in the Unitholder circular dated 25 April 2023.

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, 25 April 2023

Registered Office of the Manager:
Room 2602, 26/F, LHT Tower
31 Queen’s Road Central, Central
Hong Kong

- (a) A Unitholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, on a poll, vote in his/her stead. The person appointed to act as a proxy need not be a Unitholder.
- (b) In order 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 thereof, must be deposited at the registered office of the Unit Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.

NOTICE OF ANNUAL GENERAL MEETING

- (c) Where there are joint registered Unitholders of a unit, any one of such Unitholders may vote at the meeting in respect of such unit as if he/she were solely entitled thereto, but if more than one of such Unitholders is present at the meeting, that one of such Unitholders so present whose name stands first on the Register of Unitholders in respect of such unit shall alone be entitled to vote in respect thereof.
- (d) In order to determine which Unitholders will qualify to participate in and vote at the AGM, the Register of Unitholders will be closed from 8 June 2023 to 13 June 2023, both days inclusive, during which period no transfer of units will be registered. For those Unitholders who are not on the Register of Unitholders, in order to be qualified to participate in and vote at the AGM, all unit certificates accompanied by the duly completed transfer forms must be lodged with the unit registrar of Spring REIT in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 7 June 2023.
- (e) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 2:00 p.m. on the date of the AGM, the AGM will be adjourned. The Manager will post an announcement on the website of Spring REIT (www.springreit.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify Unitholders of the date, time and place of the adjourned AGM.

The AGM will be held as scheduled while an Amber or a Red Rainstorm Warning Signal is in force. Unitholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situation.

As at the date of this notice, the directors of the Manager are Toshihiro Toyoshima (Chairman and non-executive director); Leung Kwok Hoe, Kevin (Chief Executive Officer and executive director) and Chung Wai Fai, Michael (executive director and Chief Financial Officer); Hideya Ishino (non-executive director); and Simon Murray, Lam Yiu Kin and Liping Qiu (independent non-executive directors).