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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

- (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.

- (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).