
**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 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 INED; 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 10 of this Circular.

A notice convening the AGM to be held at 4:00 p.m. on Wednesday, 29 May 2024 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 2024

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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 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 Ms. Tong Shumeng 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 Wednesday, 29 May 2024 at 4:00 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 INED 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.
Corporate Governance Code	The Corporate Governance Code in Appendix C1 to the Listing Rules.
Corporate Governance Policy	The corporate governance policy of the Manager.
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.
INED(s)	Independent non-executive director(s) of the Manager.
Latest Practicable Date	22 April 2024, 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
Ms. Tong Shumeng
Mr. Qiu Liping
Mr. Lam Yiu Kin

Registered Office of the Manager:

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

25 April 2024

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 INED; 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 seek Unitholders' approval for (i) the Buy-back Mandate; and (ii) the proposed continual service of Mr. Lam Yiu Kin as an INED 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 at the earliest of the following: (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 INED

(a) Listing Rules and Corporate Governance Code requirements

The Listing Rules and the Corporate Governance Code 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 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, three of the four INEDs, namely, Mr. Simon Murray (“**Mr. Murray**”), and Mr. Qiu Liping (“**Mr. Qiu**”) and Mr. Lam Yiu Kin (“**Mr. Lam**”), were Long Serving INEDs. Their respective tenure as INEDs as at the Latest Practicable Date was as follows:

Name of INED	Date of First Appointment	Length of Tenure as INED
Mr. Simon Murray	20 November 2013	10 years and 5 months
Mr. Qiu Liping	20 November 2013	10 years and 5 months
Mr. Lam Yiu Kin	12 January 2015	9 years and 3 months

Mr. Murray and Mr. Qiu were both re-appointed at the annual general meeting of the Unitholders on 13 June 2023 (“**2023 AGM**”) and will continue to serve as INEDs until the third annual general of Unitholders following the 2023 AGM.

Mr. Lam, having served more than nine years on the Board, has offered himself for re-appointment as an INED for a further term of three years. In accordance with FAQ19 of the Frequently Asked Questions related to REITs issued by the SFC and the Corporate Governance Policy, an Ordinary Resolution will be proposed for Unitholders to consider and, if thought fit, approve the continual service of Mr. Lam 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 Corporate Governance Policy, the Nomination Committee is 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 INED candidate, having taken into account the criteria for independence of INEDs set out in the Corporate Governance Policy and the Manager’s Nomination Policy and Board Diversity Policy.

Mr. Lam’s independence has been reviewed by the Nomination Committee, and he has also submitted an annual confirmation to the Manager on his 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 Corporate Governance Policy. There is no evidence showing that INEDs who have served on the Board for nine years or more would lose their independence nor be at an increased risk of complacency given their familiarity with management. The Board considers that independence of mind is more important than the appearance of independence and is fully satisfied that Mr. Lam demonstrates independence in character and judgment both in his designated role and as a Board member. Accordingly, the Board is of the opinion that he continues to bring independent view of Spring REIT’s affairs to the Board notwithstanding his length of service.

LETTER TO UNITHOLDERS

During the financial year ended 31 December 2023, Mr. Lam has participated in all Board meetings to give impartial advice and exercise independent judgement and served on the Audit Committee, Remuneration Committee and Disclosures Committee but has never engaged in any executive management.

As at the Latest Practicable Date, Mr. Lam is holding seven listed company directorships as independent non-executive directors. The Board is of the view that Mr. Lam is able to devote sufficient time in acting as an INED as: (i) he has confirmed he is able to and will devote sufficient time to discharge his duties and responsibilities as an independent non-executive director; (ii) he is not preoccupied with any full-time work and none of his current commitments as an independent non-executive director of the other listed companies would require his full-time involvement and he does not participate in the day-to-day operations of those listed companies; (iii) with his extensive experience and knowledge, particularly on corporate governance acquired and developed from his background and past experience (including his directorships in other listed companies), he is fully aware of the responsibilities and expected time involvement for INEDs; and (iv) he attended all the Board meetings and Board committee meetings of the Manager which he was eligible to attend during the past three years.

The biographical details of Mr. Lam are set out in Appendix II to this Circular.

In consideration of the background, specific knowledge and experiences of Mr. Lam, the Board (save for Mr. Lam in respect of his own continual service as an INED) believes that: (i) Mr. Lam could bring in invaluable insight and with his in-depth knowledge of Spring REIT and his extensive experience and expertise continue to provide invaluable contribution to the Board; and (ii) the continual service of Mr. Lam 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 Resolution in respect of his continual service as an INED.

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.

LETTER TO UNITHOLDERS

As at the Latest Practicable Date, Mr. Lam was interested in 1,339,000 Units, and as such, has a material interest in the Ordinary Resolution to approve his continual service as an INED, 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 Resolution of Mr. Lam's continual service as an INED.

5. ANNUAL GENERAL MEETING

The AGM will be held at 4:00 p.m. on Wednesday, 29 May 2024 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 Friday, 24 May 2024. For the purpose of determining entitlement to attend and vote at the AGM, the register of Unitholders will be closed from Friday, 24 May 2024 to Wednesday, 29 May 2024 (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 Thursday, 23 May 2024.

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 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 the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you wish.

LETTER TO UNITHOLDERS

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 2023 (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 1,444,637,952 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 144,463,795 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 2024 to 31 March 2024 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.

APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

7. Units Bought Back

Spring REIT had bought back a total of 1,365,000 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\$)
31 October 2023	30,000	1.88	1.84
1 November 2023	28,000	1.90	1.87
2 November 2023	28,000	1.89	1.88
3 November 2023	18,000	1.90	1.88
6 November 2023	16,000	1.91	1.89
7 November 2023	16,000	1.89	1.86
8 November 2023	12,000	1.88	1.85
9 November 2023	15,000	1.89	1.87
10 November 2023	13,000	1.89	1.88
13 November 2023	12,000	1.88	1.86
14 November 2023	12,000	1.89	1.88
15 November 2023	13,000	1.89	1.87
4 December 2023	1,000	1.91	1.91
5 December 2023	8,000	1.92	1.90
6 December 2023	13,000	1.92	1.92
8 December 2023	17,000	1.92	1.90
11 December 2023	8,000	1.92	1.91
14 December 2023	17,000	2.02	2.02
15 December 2023	1,000	2.06	2.06
18 December 2023	58,000	2.10	2.02
19 December 2023	44,000	2.12	2.11
20 December 2023	40,000	2.15	2.04
21 December 2023	25,000	2.16	2.13
27 December 2023	80,000	2.24	2.19
28 December 2023	90,000	2.24	2.18
29 December 2023	66,000	2.26	2.22
2 January 2024	90,000	2.30	2.25
3 January 2024	90,000	2.29	2.26

APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

Date of Buy-back	Numbers of Units Bought Back	Price paid per Unit	
		Highest (HK\$)	Lowest (HK\$)
4 January 2024	49,000	2.28	2.20
5 January 2024	50,000	2.28	2.25
8 January 2024	60,000	2.27	2.19
9 January 2024	60,000	2.27	2.24
10 January 2024	50,000	2.26	2.19
11 January 2024	40,000	2.24	2.22
12 January 2024	35,000	2.25	2.23
15 January 2024	40,000	2.25	2.25
16 January 2024	30,000	2.25	2.22
17 January 2024	30,000	2.23	2.19
18 January 2024	30,000	2.22	2.19
19 January 2024	30,000	2.23	2.21

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 2023	2.48	2.30
May 2023	2.42	2.21
June 2023	2.33	2.16
July 2023	2.27	2.13
August 2023	2.25	2.00
September 2023	2.09	1.90
October 2023	2.01	1.82
November 2023	1.99	1.84
December 2023	2.28	1.85
January 2024	2.30	1.98
February 2024	2.25	1.99
March 2024	2.09	1.77
From 1 April 2024, up to the Latest Practicable Date	1.97	1.79

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.

The biographical details of Mr. Lam Yiu Kin are set out below to enable the Unitholders to make an informed decision on his re-appointment.

MR. LAM YIU KIN

Mr. Lam, aged 69, was appointed as an INED on 12 January 2015, chairman of the audit committee of the Manager and member of the disclosures committee and remuneration committee of the Manager. Mr. Lam is a fellow member of the Association of Chartered Certified Accountants (ACCA), the Institute of Chartered Accountants in England & Wales (ICAEW), Chartered Accountants Australia and New Zealand (CA ANZ), and the Hong Kong Institute of Certified Public Accountants (HKICPA). He graduated from The Hong Kong Polytechnic University with a higher diploma in Accountancy in 1975 and was conferred an Honorary Fellow of The Hong Kong Polytechnic University in 2002.

Mr. Lam has extensive experience in accounting, auditing and business consulting. Mr. Lam was previously a member of the Listing Committee and the Financial Reporting Advisory Panel of The Stock Exchange of Hong Kong Limited from 1997 to 2003, a committee member of HKICPA from 1994 to 2009, a partner of PricewaterhouseCoopers Hong Kong from 1993 to 2013, and a member of the Finance Committee of the Hong Kong Management Association until July 2016. Mr. Lam was an adjunct professor in the School of Accounting and Finance of The Hong Kong Polytechnic University from 2008 to 2016.

Mr. Lam has served as an independent non-executive director of (i) Global Digital Creations Holdings Limited (Stock Code: 8271) since July 2015; (ii) Shougang Century Holdings Limited (formerly known as Shougang Concord Century Holdings Limited) (Stock Code: 0103) since August 2015; (iii) COSCO SHIPPING Ports Ltd. (Stock Code: 1199) since August 2015; (iv) Nine Dragons Paper (Holdings) Limited (Stock Code: 2689) since March 2016; (v) CITIC Telecom International Holdings Limited (Stock Code: 1883) since June 2017; and (vi) Topsports International Holdings Limited (Stock Code: 6110) since September 2019.

Mr. Lam ceased to act as an independent non-executive director of Bestway Global Holding Inc. (Stock Code: 3358, which voluntarily withdrew its listing in Hong Kong on 12 October 2021) with effect from 31 December 2021, WWPKG Holdings Company Limited (Stock Code: 8069) with effect from 2 August 2022 and Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (Stock Code: 1349) with effect from 30 May 2023.

Mr. Lam does not have any relationship with any Directors or senior management of the Manager or substantial unitholders of Spring REIT. All remuneration payable to Mr. Lam will be paid and borne by the Manager out of its own resources. As at the Latest Practicable Date, Mr. Lam was interested in 1,339,000 Units within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters concerning the re-appointment of Mr. Lam 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 Wednesday, 29 May 2024 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 2023;
- (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 commencing from the date of the passing of this resolution and expiring at 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. Lam Yiu Kin, be re-appointed as an INED 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 2024.

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 2024

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

Notes:

- (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 form of 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 Friday, 24 May 2024 to Wednesday, 29 May 2024, 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 Thursday, 23 May 2024.
- (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 Hong Kong 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 (Chief Financial Officer and executive director); Hideya Ishino (non-executive director); and Simon Murray, Tong Shumeng, Qiu Liping and Lam Yiu Kin (independent non-executive directors).