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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the unitholders (the “**Unitholders**”) of Spring Real Estate Investment Trust (“**Spring REIT**”) will be held at Room 2401-2, One Admiralty Centre, 18 Harcourt Road, Hong Kong on 26 May 2022 at 4:15 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolution below as ordinary resolutions.

Words and expressions that are not expressly defined in this notice of extraordinary general meeting shall bear the same meaning as that defined in the unitholder circular dated 3 May 2022 (the “**Circular**”).

#### **ORDINARY RESOLUTIONS**

1. “**THAT** approval (where relevant, shall include approval by way of ratification) be and is hereby given for the Acquisition (including the entry into of the Acquisition Agreements and the transactions under or in connection with the Acquisition Agreements (being the Ancillary Transactions)), as well as the Joint Venture (including the entry into the Joint Venture Agreement and the transactions contemplated thereunder), each as more particularly described in the Circular and on the terms and conditions set out in the relevant agreements (as more fully described in the Circular);

**AND THAT** authorisation be granted to the Manager, any director of the Manager, the Trustee, any authorised signatory of the Trustee, each Purchaser and any authorised signatory of each Purchaser to complete and to do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee, such authorised signatory of the Trustee, such Purchaser or such authorised signatory of such Purchaser, as the case may be, may consider expedient or necessary or in the interest of Spring REIT to give effect to all matters authorised and/or contemplated under this resolution.”

2. “**THAT**, conditional upon the Acquisition Ordinary Resolution being passed, approval (where relevant, shall include approval by way of ratification) be and is hereby given for the transactions under the Property Management Agreement and the PM Office Lease and the Annual Caps applicable thereto, each as more particularly described in the Circular and on the terms and conditions set out in the Property Management Agreement and the PM Office Lease (as more fully described in the Circular);

**AND THAT** authorisation be granted to the Manager, any director of the Manager, the Trustee, any authorised signatory of the Trustee, each Purchaser and any authorised signatory of each Purchaser to complete and to do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee, such authorised signatory of the Trustee, such Purchaser or such authorised signatory of such Purchaser, as the case may be, may consider expedient or necessary or in the interest of Spring REIT to give effect to all matters authorised and/or contemplated under this resolution.”

By order of the board of Directors of  
**Spring Asset Management Limited**  
(as manager of Spring Real Estate Investment Trust)  
**Mr. Toshihiro Toyoshima**  
*Chairman of the Manager*

Hong Kong, 3 May 2022

*Registered Office:*

Room 2801, 28/F, Man Yee Building  
68 Des Voeux Road Central  
Hong Kong

*Notes:*

- (a) A Unitholder who is entitled to attend and vote at the EGM 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 Level 54, Hopewell Centre, 183 Queen's Road East, 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 EGM, the Register of Unitholders will be closed from 23 May 2022 to 26 May 2022, 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 EGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 20 May 2022.
- (e) In view of COVID-19 pandemic situation and recent recommendations for prevention and control of its spread, the Manager will implement certain precautionary measures at the EGM to protect attending Unitholders, staff and other persons from the risk of infection. For further details, please refer to the Circular.
- (f) Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Hong Kong government and/or regulatory authorities, the Manager may announce further updates on the EGM arrangement on the Stock Exchange's website at <http://www.hkexnews.hk> and Spring REIT's website at <http://www.springreit.com> as and when appropriate.

*As at the date of this notice, the Board comprises:*

*Non-executive Director:*                      *Mr. Toshihiro Toyoshima (Chairman) and Mr. Hideya Ishino*

*Executive Directors:*                              *Mr. Leung Kwok Hoe, Kevin (Chief Executive Officer) and  
Mr. Chung Wai Fai, Michael*

*Independent Non-executive  
Directors:*                                      *Mr. Simon Murray, Mr. Qiu Liping and Mr. Lam Yiu Kin*