

The Securities and Futures Commission of Hong Kong, Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 (“**EGM**”) of unitholders (the “**Unitholders**”) of Spring Real Estate Investment Trust (“**Spring REIT**”) will be held at Room 2401-2, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 10 November 2017 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions below.

Words and expressions that are not expressly defined in this notice of EGM shall bear the same meaning as that defined in the unitholder circular dated 25 October 2017 (the “**Circular**”).

ORDINARY RESOLUTION

1. “**THAT** Spring Asset Management Limited to be removed as the manager of Spring REIT as soon as practicable after this resolution is passed.”
2. “**THAT**, conditional upon the passing of Resolution 1 and subject to the approval of the Securities and Futures, Commission, the Trustee be directed to:
 - (i) effect the internalization of the REIT management function by incorporating a subsidiary, to be wholly owned by the Trustee, to act as the manager of Spring REIT (the “**Management Subsidiary**”); and

- (ii) retain Spring REIT’s existing management staff to maintain management continuity and, subject to the result of the strategic and governance review, to hire and appoint qualified candidates, with a strong track record of direct real estate management experience, as the directors and staff of the Management Subsidiary in accordance with applicable requirements of the Securities and Futures Commission.”

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 October 2017

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

Notes:

1. A Unitholder entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Unitholder. A Unitholder who is the holder of two or more Units may appoint no more than two proxies to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the meeting and vote in its stead.
2. A form of proxy for use in connection with the EGM is enclosed with this Circular. To be valid, the form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the unit registrar of Spring REIT in Hong Kong, Computershare Hong Kong Investor Services Limited (the “**Unit Registrar**”) at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. In the case of joint Unitholders, the vote of the Unitholder who is first-named on the register of Unitholders, whether tendered in person or by proxy, shall be acceptable to the exclusion of the votes of the other joint Unitholders and for this purpose seniority shall be determined by the order in which the names stand in the register of Unitholders.

4. For the purpose of determining eligibility of Unitholders to attend and vote at the EGM, the register of Unitholders will be closed from Tuesday, 7 November 2017 to Friday, 10 November 2017, both days inclusive, during which period no transfer of units will be effected. In order to qualify to attend and vote at the EGM (or at any adjournment thereof), all transfers of Units accompanied by the relevant unit certificates and the duly completed transfer forms must be lodged with the Unit Registrar no later than 4:30 p.m. on Monday, 6 November 2017.
5. Completion and delivery of the form of proxy will not preclude a Unitholder from attending and voting in person at the EGM or any adjournment thereof should such Unitholder so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.
6. The votes at the meeting will be taken by way of poll.
7. The translation into Chinese language of this announcement is for reference only. In case of any inconsistency, the English version shall prevail.
8. As at the date of this announcement, the executive Directors are Mr. Nobumasa Saeki and Mr. Leung Kwok Hoe, Kevin; the non-executive Directors are Mr. Toshihiro Toyoshima and Mr. Hideya Ishino; and the independent non-executive Directors are Mr. Simon Murray, Mr. Liping Qiu and Mr. Lam Yiu Kin.