



# 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

### FORM OF PROXY FOR USE BY UNITHOLDERS AT THE EXTRAORDINARY GENERAL MEETING

I/We, \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) being a registered holder(s) of units (the "Unitholder(s)") in Spring Real Estate Investment Trust ("Spring REIT"), hereby appoint \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) or, failing him/her, the Chairman of the Extraordinary General Meeting, as my/our proxy/proxies to attend and to vote for me/us on my/our behalf \_\_\_\_\_ units of Spring REIT (the "Units") at the Extraordinary General Meeting of Spring REIT to be held at Room 2401-2, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on 29 October 2018 at 4:30 p.m. or any adjournment thereof and vote for me/us on the undermentioned resolution as indicated below. If no specific direction as to voting is given, the proxy will vote or abstain from voting at its discretion, as it will on any other matter arising at the Extraordinary General Meeting.

	ORDINARY RESOLUTIONS	VOTE FOR <sup>4</sup>	VOTE AGAINST <sup>4</sup>
1.	<p><b>THAT</b> approval (where relevant, shall include approval by way of ratification) be and is hereby given for the Acquisition and the transactions contemplated under the Share Purchase Deed (including but not limited to the issuance of Consideration Units and the Onshore Loan Transactions) as more particularly described in the Circular and on the terms and conditions set out in the Share Purchase Deed (as more fully described in the Circular);</p> <p><b>AND THAT</b> authorisation be granted to the Manager, any director of the Manager, the Purchaser and any authorised signatory of the 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 Purchaser or such authorised signatory of the Purchaser, as the case may be, may consider expedient or necessary or in the interest of Spring REIT to give effect to all matters in relation to the Acquisition and the issuance of Consideration Units generally.</p>		
2.	<p><b>THAT</b>, conditional upon Ordinary Resolution no. 1 above being passed, the Guohua CCTs Waiver and the Annual Caps as more fully described in the Circular be and is hereby approved;</p> <p><b>AND THAT</b> the Manager and any director of the Manager each be and is hereby severally authorised to complete and do or cause to be done all such acts and things as the Manager or any director of the Manager, as the case may be, may consider expedient or necessary or in the interest of Spring REIT to give effect to all matters in relation to the Guohua CCTs Waiver and the Annual Caps generally.</p>		

AS WITNESS my hand this \_\_\_\_\_ day of \_\_\_\_\_

Signature(s) of Unitholder(s)

Signature of Witness

Notes:

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A Unitholder entitled to attend and vote at the meeting of Spring REIT is entitled to appoint no more than two proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy need not be a Unitholder of Spring REIT, but must attend the meeting (or any adjournment thereof) to represent you.
- Please insert the number of units registered in the name of the Unitholder(s).
- Please insert the number of units for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the units registered in the name of the Unitholder(s).
- This proxy form must be signed and dated by the Unitholder or his/her attorney duly authorised in writing. If the Unitholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint Unitholders, any one Unitholder may sign this proxy form. The vote of the senior joint Unitholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Unitholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of Unitholders in respect of the joint unitholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK (✓) THE APPROPRIATE BOX MARKED "VOTE FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) THE APPROPRIATE BOX MARKED "VOTE AGAINST"**. Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be lodged with Spring REIT's Unit Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Pursuant to the Trust Deed, at any meeting a resolution put to the vote of the meeting shall be decided on a poll and the result of the poll shall be deemed to be the resolution of the meeting.
- On a poll every Unitholder who is present in person or by proxy shall have one vote for every Unit of which he/she is the Unitholder. A person entitled to more than one vote need not use all his/her votes or cast them in the same way.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.**