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Spring Real Estate Investment Trust

春泉產業信託

(a Hong Kong collective investment scheme authorized 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

PAYMENT OF BASE FEE TO SPRING ASSET MANAGEMENT LIMITED BY WAY OF UNITS IN SPRING REAL ESTATE INVESTMENT TRUST AND CASH

PAYMENT OF THE MANAGER'S BASE FEE BY WAY OF UNITS FOR THE PERIOD FROM 1 JANUARY 2015 TO 31 MARCH 2015

Reference is made to the announcement issued by the Manager dated 29 December 2014 in relation to the Manager's election for the Base Fee to be paid to the Manager in the form of cash as to 20% and in the form of Units as to 80%, and Variable Fee to be paid to the Manager in the form of cash entirely, arising from any real estate of Spring REIT for the year ending 31 December 2015.

The board of directors (the "**Board**") of the Manager announces that the Manager has on 8 May 2015 received payment of the Base Fee in the amount of HK\$10,645,710.50, of which HK\$8,516,568.40 was paid in the form of Units by way of 2,338,431 Units issued to the Manager on 8 May 2015, and HK\$2,129,142.10 was paid on 8 May 2015 in the form of cash. The fee was paid to the Manager for the period from 1 January 2015 to 31 March 2015. The 2,338,431 Units so issued to the Manager ("**Issue**") represent approximately 0.21% of the total number of 1,114,886,108 Units in issue immediately after the Issue.

The Variable Fee for the period from 1 January 2015 to 31 March 2015 was paid in the form of cash to the Manager on 8 May 2015. Disclosure of details of the Variable Fee will be made by the Manager in the next interim report of Spring REIT and in the annual report of Spring REIT.

In accordance with the trust deed dated 14 November 2013 (the "**Trust Deed**") constituting Spring Real Estate Investment Trust ("**Spring REIT**"), the number of Units issued as mentioned above as payment of 80% of the Base Fee to the Manager, shall be such number of Units as may be purchased for the relevant amount of the Base Fee at the price of HK\$3.642

per Unit (being the prevailing Market Price as defined in the Trust Deed), rounded down to the nearest whole number of Units.

The above Issue of Units to the Manager is provided for in the Trust Deed. Pursuant to a waiver granted by the Securities and Futures Commission ("SFC") such Issue does not require the approval of the holders of the Units in Spring REIT (the "Unitholders").

The Manager held 10,916,677 Units immediately before the Issue. Immediately after the Issue of the 2,338,431 Units, the Manager holds 13,255,108 Units, representing approximately 1.19% of the 1,114,886,108 Units in issue.

PAYMENT OF THE MANAGER'S BASE FEE BY WAY OF UNITS FOR THE PERIOD FROM 1 JANUARY 2015 TO 31 MARCH 2015

Pursuant to the Trust Deed, Spring Asset Management Limited, manager of Spring REIT (the "Manager"), is entitled to receive, commencing on and from and including 5 December 2013, among others, the following fees:

- (i) a base fee (the "**Base Fee**"), which is defined in the Trust Deed as 0.4% per annum of the amount of the Deposited Property (as defined in the Trust Deed) calculated quarterly as of the close of business on the last Business Day of each calendar quarter, and allocated rateably for any partial periods and during the term of Spring REIT; and
- (ii) a variable fee (the "**Variable Fee**"), which is defined in the Trust Deed as 3.0% per annum of the Net Property Income (as defined in the Trust Deed) of Spring REIT (before deduction therefrom of the Base Fee and the Variable Fee). For the purpose of calculating the Variable Fee, the Net Property Income was computed based on the unaudited management accounts of Spring REIT for the period ended 31 March 2015, subject to adjustments (if any) pursuant to Clause 11.1.2.4 of the Trust Deed.

Pursuant to the Trust Deed, the Manager may elect, annually on or before 15 January of each financial year, to receive the Base Fee and the Variable Fee in the form of cash and/or in the form of units of Spring REIT (the "**Units**") in respect of that financial year. Reference is made to the announcement issued by the Manager dated 29 December 2014 in relation to the Manager's election that the Base Fee for the year ending 31 December 2015 shall be paid to the Manager in the form of cash as to 20% and in the form of Units as to 80%, and Variable Fee shall be paid to the Manager in the form of cash entirely, arising from any real estate of Spring REIT for the year ending 31 December 2015.

The Board announces that the Manager has received on 8 May 2015 payment of the Base Fee in the amount of HK\$10,645,710.50, of which HK\$8,516,568.40 was paid in the form of Units by way of 2,338,431 Units issued to the Manager on 8 May 2015, and HK\$2,129,142.10 was paid on 8 May 2015 in the form of cash. The fee was paid to the Manager for the period from 1 January 2015 to 31 March 2015. The 2,338,431 Units so issued to the Manager represent approximately 0.21% of the total number of 1,114,886,108 Units in issue immediately after the Issue.

The Variable Fee for the period from 1 January 2015 to 31 March 2015 was paid in the form of cash to the Manager on 8 May 2015. Disclosure of details of the Variable Fee will be made by the Manager in the next interim report of Spring REIT and in the annual report of Spring REIT.

In accordance with the Trust Deed, the number of Units issued to the Manager as mentioned above as payment of 80% of the Base Fee to the Manager, shall be such number of Units as may be purchased for the relevant amount of the Base Fee at the price of HK\$3.642 per Unit (being the prevailing Market Price as defined in the Trust Deed), rounded down to the nearest whole number of Units.

The Market Price shall, according to the Trust Deed, be the price as determined by the Manager as being the average closing price of the Units in the ten (10) trading days immediately preceding the date on which the relevant Units are issued to the Manager. The number of Units under the Issue was determined on a basis which is consistent with the relevant provisions of the Trust Deed.

The payment of the Manager's fee is denominated in HKD. The exchange rate adopted by the Manager to calculate the payment of the Manager's fee for the period from 1 January 2015 to 31 March 2015 (which is denominated in USD) is the average mid-price for HKD/USD opening indicative counter exchange rate, as published by the Hong Kong Association of Banks, for the five (5) business days immediately preceding the date of this Announcement, and which such exchange rate the Manager deems appropriate in the circumstances, in accordance with the relevant provisions of the Trust Deed.

WAIVER OF REQUIREMENTS FOR UNITHOLDERS' APPROVAL AND VALUATION

The Issue of 2,338,431 Units as payment of 80% of the Base Fee to the Manager is in accordance with the terms of the Trust Deed and pursuant to a waiver granted by the SFC as disclosed in the offering circular for Spring REIT (the "**Offering Circular**") dated 25 November 2013, issued in connection with the initial public offering and listing of the Units (the "**Waiver**"). Accordingly, the Issue does not require the approval of the Unitholders and does not require a valuation of the real estate held under Spring REIT.

As disclosed in the Offering Circular, the Waiver was granted by the SFC subject to the following conditions:

- (i) the number of Units issued to the Manager as payment of all or part of the Manager's remuneration for each financial year of Spring REIT shall be counted as part of the 20% (or such lower percentage as permitted by the Code on Real Estate Investment Trusts (the "**REIT Code**") from time to time) of outstanding Units that the Manager may issue in each financial year without Unitholders' approval, pursuant to Paragraph 12.2 of the REIT Code;
- (ii) in respect of each financial year, the maximum number of Units that may be issued to the Manager as payment of all or part of the Manager's remuneration for that financial year shall, in the aggregate, be limited to such number of Units as represents 3% of the total number of Units outstanding as at the last day of the immediately preceding financial year plus the number of Units, if any, issued in that financial year for the purpose of financing any acquisition of real estate by Spring REIT;

- (iii) any issue of Units to the Manager as payment of all or part of the Manager's remuneration shall be made strictly in accordance with the requirements of the Trust Deed and the applicable rules; and
- (iv) in the event that any payment of all or part of the Manager's remuneration in the form of Units exceeds the relevant thresholds set out in Paragraph 12.2 of the REIT Code and condition (ii) (above), and Unitholders' approval is not obtained for the issue of Units for such purpose, then payment of that excess part of the Manager's remuneration shall be made by Spring REIT to the Manager in cash.

Accordingly, the Issue will be counted as part of: (i) the 20% of outstanding Units that the Manager may issue in the financial year ending 31 December 2015 without requirement for the Unitholders' approval pursuant to Paragraph 12.2 of the REIT Code, and (ii) the maximum number of Units permitted to be issued to the Manager as payment of all or part of the Manager's remuneration for the financial year ending 31 December 2015, as per condition (ii) (above).

TOTAL NUMBER OF UNITS ISSUED TO THE MANAGER IN RESPECT OF THIS FINANCIAL YEAR

The 2,338,431 Units comprising the Issue, being the total number of Units issued to the Manager so far as payment of Base Fee in respect of the financial year ending 31 December 2015, represents 0.21% of the Units outstanding as at 31 December 2014 (being the last day of the immediately preceding financial year), being less than 3.0% of the Units outstanding as at that date. For the period from 1 January 2015 to the date of this announcement, no Unit has been issued for the purpose of financing any acquisition of real estate by Spring REIT.

UNITHOLDING INTERESTS OF THE MANAGER

The Manager held 10,916,677 Units immediately before the Issue. Immediately after the Issue of the 2,338,431 Units, the Manager holds 13,255,108 Units, representing approximately 1.19% of the 1,114,886,108 Units in issue.

GENERAL

The announcement is made pursuant to Paragraph 10.4(k) of the REIT Code.

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, 8 May 2015

As of the date of this announcement, the Directors of the Manager are Toshihiro Toyoshima (Chairman and non-executive Director); Lau Jin Tin, Don (executive Director) and Nobumasa Saeki (executive Director); Hideya Ishino (non-executive Director); and Simon Murray, Liping Qiu and Lam Yiu Kin (independent non-executive Directors).