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# SpringREIT

## 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

### INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2016 AND CLOSURE OF REGISTER OF UNITHOLDERS

#### SPRING REAL ESTATE INVESTMENT TRUST

Spring Real Estate Investment Trust (“**Spring REIT**”) is a real estate investment trust constituted by a trust deed entered into on 14 November 2013 as amended by the first supplemental deed dated 22 May 2015 (collectively, the “**Trust Deed**”) between Spring Asset Management Limited, as manager of Spring REIT (the “**Manager**”), and DB Trustees (Hong Kong) Limited, as trustee of Spring REIT (the “**Trustee**”). Units of Spring REIT (the “**Units**”) were first listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 5 December 2013.

#### SPRING ASSET MANAGEMENT LIMITED

Spring REIT is managed by Spring Asset Management Limited, a company incorporated in Hong Kong for the sole purpose of managing Spring REIT. As at 30 June 2016, the Manager is 90.2% owned by Mercuria Investment Co., Limited., (“**Mercuria**”, formerly known as AD Capital Co., Ltd., name changed as of 1 January 2016) which is a private equity investment firm jointly owned by Development Bank of Japan, Itochu Corporation (“**ITOCHU**”), Asuka Holdings Co., Ltd., Sumitomo Mitsui Trust Bank, Limited (“**SMTB**”) and certain minority shareholders.

The board of directors (the “**Board**”) of the Manager is pleased to report the unaudited consolidated interim results and distribution summary of Spring REIT and its special purpose vehicle (together, the “**Group**”) for the six months ended 30 June 2016 (the “**Reporting Period**” or “**1H2016**”).

## RESULTS HIGHLIGHTS

Six Months Ended 30 June	2016	2015	Change
Total Revenue ( <i>US\$ million</i> )	<b>39.38</b>	40.84	-3.6%
Net Property Income ( <i>US\$ million</i> )	<b>30.48</b>	31.41	-3.0%
Net Property Income Margin	<b>77.4%</b>	76.9%	+0.5 ppts
Distributable Income ( <i>US\$ million</i> )	<b>20.42</b>	20.97	-2.6%
Distribution per Unit ( <i>HK cents</i> )	<b>13.0</b>	14.0	-7.1%

As at	30 June 2016	31 December 2015	Change
Gross Assets ( <i>US\$ million</i> )	<b>1,443.88</b>	1,377.19	+4.8%
Appraised Property Value ( <i>US\$ million</i> )	<b>1,354.54</b>	1,283.55	+5.5%
Appraised Property Value ( <i>RMB million</i> )	<b>9,005.00</b>	8,335.00	+8.0%
Net Assets per Unit ( <i>HK\$</i> )	<b>6.41</b>	5.98	+7.2%
Total Borrowings ( <i>US\$ million</i> )	<b>479.79</b>	477.30	+0.5%
Total Borrowings to Gross Asset Value	<b>33.2%</b>	34.7%	-1.5 ppts
Number of Units Outstanding	<b>1,125,370,516</b>	1,120,158,306	+0.5%

## DISTRIBUTION SUMMARY

Distributions	Distribution per Unit	Distribution Yield <sup>2</sup>	Annualized Distribution Yield <sup>2</sup>
<b>2016 Interim Distribution<sup>1</sup></b>	<b>HK13.0 cents</b>	<b>3.9%</b>	<b>7.8%</b>
2015 Final Distribution	HK12.6 cents	4.2%	8.8%
2015 Interim Distribution	HK14.0 cents	4.1%	
2014 Final Distribution	HK12.5 cents	3.4%	7.2%
2014 Interim Distribution	HK13.9 cents	4.4%	
2013 Final Distribution <sup>3</sup>	HK1.6 cents	0.5%	6.8%
2013 Special Distribution	HK7.0 cents	2.2%	N/A

Notes:

1. The record date of 2016 interim distribution is 13 September 2016 (“**Record Date**”) and the payment date is expected to be 23 September 2016.
2. Distribution yield and annualized distribution yield are calculated using closing price of the Units at the end of each relevant financial period.
3. The distribution for the period from 5 December 2013 to 31 December 2013 represented only 27 days of operation. It was paid on 30 September 2014.

## **Total Distributable Income**

Total distributable income (“**TDI**”) is the consolidated profit after tax before transactions with the unitholders of Spring REIT (the “**Unitholders**”) as adjusted to eliminate the effects of certain Adjustments (as defined in the Trust Deed). For details of the Adjustments, please refer to the section headed “Statement of Distributions” in the condensed consolidated financial statements. TDI to the Unitholders for the Reporting Period amounted to approximately USD20.42 million (2015: USD20.97 million).

## **Distribution**

The Board has resolved to declare an interim distribution for the period from 1 January 2016 to 30 June 2016 of HK13.0 cents per Unit (“**2016 Interim Distribution**”) to Unitholders on the register of Unitholders on 13 September 2016. The 2016 Interim Distribution, however, may be subject to adjustment upon issuance of new Units between 1 July 2016 and the Record Date, if any. 2016 Interim Distribution amounts to HK13.0 cents per Unit (2015: HK14.0 cents per Unit), representing a payout ratio of approximately 92% of Spring REIT’s TDI for the Reporting Period.

Based on the closing price of HK\$3.37 per Unit as at 30 June 2016, the 2016 Interim Distribution represents an annualized distribution yield of 7.8%. For details of the distribution, please refer to the section headed “Statement of Distributions” in the condensed consolidated financial statements.

All distribution will be paid in Hong Kong dollars. The exchange rate adopted by the Manager for conversion of USD to HK\$ for the 2016 Interim Distribution is the average mid-price of 7.7594 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 30 June 2016.

The Manager confirms that the 2016 Interim Distribution is composed only of consolidated profit after tax before transactions with the Unitholders and non-cash adjustments for the Reporting Period.

## **Distribution Policy**

In accordance with the Trust Deed, the Manager’s current policy is to distribute to Unitholders at least 90% of TDI in each financial year. The Manager also has the discretion to make distributions over and above the minimum 90% of TDI for any financial year if and to the extent Spring REIT has funds surplus to its business requirements.

## **Closure of Register of Unitholders**

The Record Date of the 2016 Interim Distribution is 13 September 2016, Tuesday. The register of Unitholders is closed for the purpose of determining the identity of Unitholders from 12 September 2016, Monday to 13 September 2016, Tuesday, both days inclusive, during which period no transfer of Units will be registered. The 2016 Interim Distribution is expected to be payable on 23 September 2016, Friday to Unitholders whose names appear on the register of Unitholders on the Record Date.

In order to qualify for the 2016 Interim Distribution, all properly completed transfer forms in respect of transfer of Units (accompanied by the relevant Unit certificates) must be lodged with Spring REIT's unit registrar in Hong Kong, being Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on 9 September 2016, Friday.

## CHAIRMAN'S STATEMENT

Dear Unitholders,

On behalf of the Board, I am pleased to present the unaudited consolidated interim results of the Group for the six months ended 30 June 2016.

### 2016 Interim Results and 2016 Interim Distribution

In 1H2016, the Group maintained a high average occupancy rate for its properties and delivered a set of relatively stable operating results despite slowdown of China's economy and uncertainties in global economic environment. Compared with a year ago, total revenue and net property income edged down 3.6% and 3.0%, respectively, mainly attributable to a depreciation of the average RMB/USD foreign exchange rate of 4.9% over the same period last year, as the Group's financial statements are reported in USD and rental income collected is in RMB.

Excluding such currency translation impact on financial statements, the total revenue and net property income would have shown a slight growth in RMB terms.

According to a market research conducted by Jones Lang LaSalle, occupancy of Grade-A office space in Beijing's Central Business District ("**Beijing CBD**") decreased to 94.4% at the end of June 2016 from a record high of 96.4% at the end of 2015. While the average rent in Beijing CBD remained stable, the Manager would continue to stay alert to the state of the leasing market and will act proactively to maintain good occupancy rate of the properties of Spring REIT, given the relatively soft economic condition in China.<sup>1</sup>

The Board has resolved to declare the 2016 Interim Distribution of HK13.0 cents per Unit for the Reporting Period, as compared to the distribution per unit ("**DPU**") of HK14.0 cents in 1H2015 and HK12.6 cents in 2H2015.

### Business Tax to Value-Added Tax Transformation Pilot Program

As disclosed in the announcements of Spring REIT dated 3 May 2016 and 25 July 2016, the Ministry of Finance and the State Administration of Taxation of the PRC on 23 March 2016 jointly issued Circular Caishui 2016 No. 36 ("**Circular 36**") on the comprehensive rollout of the Business Tax ("**BT**") to Value-Added Tax ("**VAT**") Transformation Pilot Program (the "**B2V Reform**"). Pursuant to Circular 36, with effect from 1 May 2016, the B2V Reform expanded to cover industries including construction, real estate, financial services and lifestyle services.

Based on the advice of a tax advisor, as from 1 May 2016, the 5% BT rate formerly applicable to Spring REIT's rental revenue was replaced by VAT at a rate of 11%, subject to applicable input VAT credits, if any. As announced on 25 July 2016, as far as the B2V Reform is concerned, it is not expected to have a material effect to the net property income, net profit, cash flow and the total distributable income of Spring REIT, and Spring REIT as a whole.

<sup>1</sup> Source: Jones Lang LaSalle Research, June 2016

## **Update on Managing RMB Exposure**

In the annual report of 2015, we discussed extensively our assessment of the RMB exposure of Spring REIT, as well as the entering into a plain vanilla currency option contract in December 2015 that covers the full USD loan amount for one year in order to mitigate the risk of substantial depreciation in RMB.

During 1H2016, after an initial period of heightened volatility and uncertainty, the RMB/USD exchange rate has shown a gradual depreciation trend against the USD.

With the existing currency option expiring in December 2016, the Manager is currently evaluating different strategies to mitigate its foreign exchange exposure while balancing the return to Unitholders, including but not limited to reducing the risk from asset-liability mismatch of Spring REIT. The Manager will continue to prepare for converting part or all of the current USD debt into RMB, or the utilization of basic financial hedging instruments such as currency swaps, forwards and options, so that risk controlling measures can be deployed in a timely manner when deemed necessary.

## **Environmental, Social and Governance**

In accordance with the disclosure requirements set forth in Main Board Listing Rules Appendix 27 — Environmental, Social and Governance Reporting Guide, the Manager is now preparing its first Environmental, Social and Governance (“ESG”) Report, with the assistance from professional advisors. The ESG Report will describe our ESG policies, initiatives and performance for the financial year ended 31 December 2016.

## **Outlook**

Looking into second half of 2016, we expect a relatively tight supply-demand condition in Beijing’s Grade-A office market to continue. Nonetheless, we are alert to various macro developments, such as the potential exit of the United Kingdom (“UK”) as a member of the European Union (“EU”), the expected inclusion of the RMB in the Special Drawing Rights basket of currencies of the International Monetary Fund, and the presidential election of the United States in November, which may have an effect to our operating environment.

In China, subdued economic conditions lingered with gross domestic product (“GDP”) growth slowing further to 6.7% in 1H2016 from 6.8% in 2015. However, the faster-growing service sector — which expanded 7.5% in 1H2016 to account for 54% of GDP — continues to underpin the demand for quality office space. At the same time, there are signs of increased budget constraints facing tenants of Grade-A offices in Beijing, especially for multinational corporations with reduced income generated from their China operations.

In 2H2016, we expect scheduled expiry to be about 20.7% of leased GFA. To achieve good rental rates and high occupancy, we will stay focused on our asset management strategy, including to initiate early discussions with expiring tenants to ensure adequate time is allowed should replacement tenants were needed. Despite a slightly weakened operating environment in 1H2016, we have made good progress in lease renewals and we remain confident in delivering a stable leasing operation in the second half.

Macro uncertainties aside, a relatively benign interest rate outlook could make real estate investments that provide transparent and sustainable income even attractive to investors. In an effort to enhance the long-term value of Spring REIT and to diversify its risk profile, the Manager is actively looking for potential investments with stable long-term rental income stream in other parts of the world, including but not limited to other parts of Asia and Western Europe.

### **Appreciation**

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all the Unitholders for their trust and support, especially at times when external environment is less certain. I would also like to thank the Manager's team and the professional parties for their hard work and dedication.

**Toshihiro Toyoshima**

*Chairman and Non-executive Director*

**Spring Asset Management Limited**

*(as manager of Spring REIT)*

23 August 2016

## MANAGEMENT DISCUSSION AND ANALYSIS

### Property and Market Overview

#### *The Property*

As a result of the measures taken by the Chinese government to stimulate the economy after the global financial crisis in 2007–2008, multinational corporation began seeking growth in the nation’s political and cultural capital. In subsequent years, Beijing’s Grade-A office market experienced an amalgamation of supply and demand towards the area around the intersection of Jianguo Road East and Third Ring Road and extending eastward to East Fourth Ring Road, now known as Beijing CBD. This area is home to prominent tenants from industries ranging from finance, professional services, hi-tech to media. It represented 25.7% of the city’s total Grade-A office of 7.11 million sqm as at 30 June 2016.<sup>1</sup>

Spring REIT’s asset is prominently located at the eastern side of this sprawling business district at the intersection of Jianguo Road (建國路) and West Dawang Road (西大望路), between the East Third Ring Road and the East Fourth Ring Road. Spring REIT’s investment properties include two premium grade office buildings with a total GFA of 120,245 sqm and approximately 600 car parking space at China Central Place, Beijing, China (the “**Property**”).

#### *Property Valuation*

The valuation of the Property as at 30 June 2016 was performed by Knight Frank Petty Limited (the “**Principal Valuer**”) who succeeded the previous principal valuer, Colliers International (Hong Kong) Limited on its retirement pursuant to the provisions of the Code on Real Estate Investment Trusts (the “**REIT Code**”). As of 30 June 2016, the Property was value at RMB9,005.00 million (equivalent to USD1,354.54 million), representing an increase of RMB670 million or approximately 8.0% in RMB terms over the valuation as at 31 December 2015. The valuation of the Property was arrived at using the income capitalization approach and cross-checked by the direct comparison approach. The increase in valuation was attributable mainly to a reduction in capitalization rate of 5.77% (31 December 2015: 6.50%) adopted by the Principal Valuer with considerations to the asset performance of the Property and comparable market transactions.

Appraised Property Values			
	As at 30 June 2016	As at 31 December 2015	Change
RMB/USD	<b>6.6480</b>	6.4937	–2.3%
Appraised Property Value ( <i>US\$ million</i> )	<b>1,354.54</b>	1,283.55	+5.5%
Appraised Property Value ( <i>RMB million</i> )	<b>9,005.00</b>	8,335.00	+8.0%

<sup>1</sup> Source: Jones Lang LaSalle Research, June 2016

## Operating and Financial Review

### Leasing Performance

For the six months ended 30 June 2016, average occupancy rate of the Property remained high at 96% (2015: 95%). Gross average monthly passing rent (inclusive of BT or VAT, as applicable) of the Property increased 1.1% year-on-year to RMB360 per sqm. Net average monthly passing rent (exclusive of BT or VAT, as applicable) increased 0.3% year-on-year to RMB339 per sqm.

Passing Rents and Occupancies			
For the Six Months Ended 30 June	2016	2015	Change
Average Monthly Passing Rent ( <i>RMB/sqm</i> ) <sup>Note</sup>			
— Gross passing rent	<b>360</b>	356	+1.1%
— Net passing rent	<b>339</b>	338	+0.3%
Average Occupancy (%)	<b>96%</b>	95%	+1 ppts

Note:

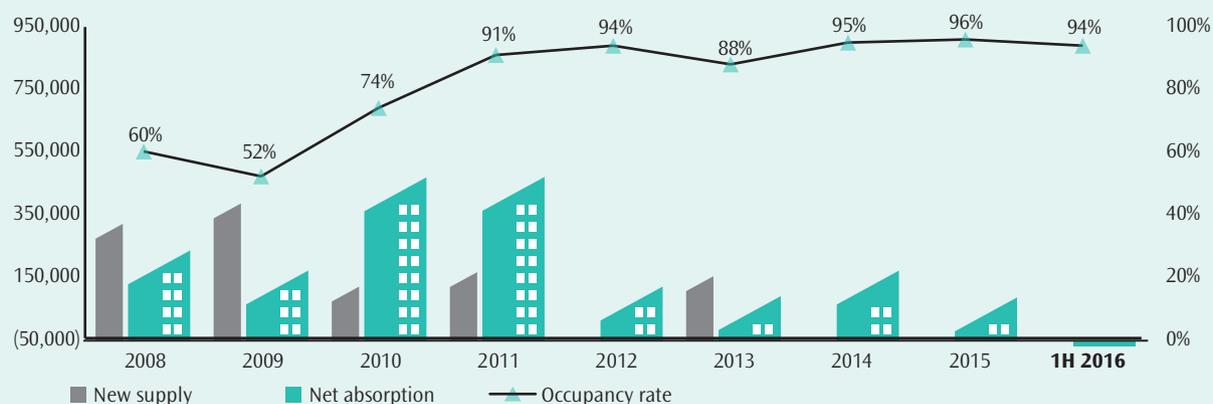
- Under the B2V Reform, effective from 1 May 2016, the 5% BT rate formerly applicable to revenue of leasing of real estate was replaced by VAT at a rate of 11% levied on rental revenue, if there is no further tax circular to change this tax position. With respect to Spring REIT's reporting of passing rent, before the implementation of the B2V Reform, average passing rent of Spring REIT was reported on a BT inclusive basis. After such implementation, average passing rent of Spring REIT is reported on a net of VAT basis.
- In the table above, gross passing rent represents effective passing rent on a gross basis, inclusive of BT or VAT, as applicable. Net passing rent represents effective passing rent on a net basis, exclusive of BT or VAT, as applicable. Changes in net passing rent can be observed to compare the changes in underlying passing rent before and after the B2V Reform.

The Group's leasing performance was stable in 1H2016 despite the Beijing CBD Grade-A office market experienced weaker demand from multinational corporations, as cautious outlook over their operations in China slowed expansion plans and restrained budgets. Meanwhile, demand from domestic companies remained healthy, in particularly from financial, professional services, and technology industries that are benefiting from China's shift to a services-led economy.<sup>1</sup>

<sup>1</sup> Source: Jones Lang LaSalle Research, June 2016

## Grade-A Office Market in Beijing CBD

The chart below shows, the new supply (left) and net absorption (left) and occupancy (right) in Beijing CBD.



Source: Jones Lang LaSalle Research, June 2016

In 1H2016, new and renewed leases equivalent to 24.3% of leased GFA (as at 30 June 2016) were signed and became effective. In the second half of 2016, 20.7% of the leased GFA is scheduled to expire. The Manager will continue to execute a proactive leasing strategy with an aim to maintain a relatively stable passing rent and occupancy rate.

## Lease Expiry Profile (Expiring leases as a % of leased GFA)

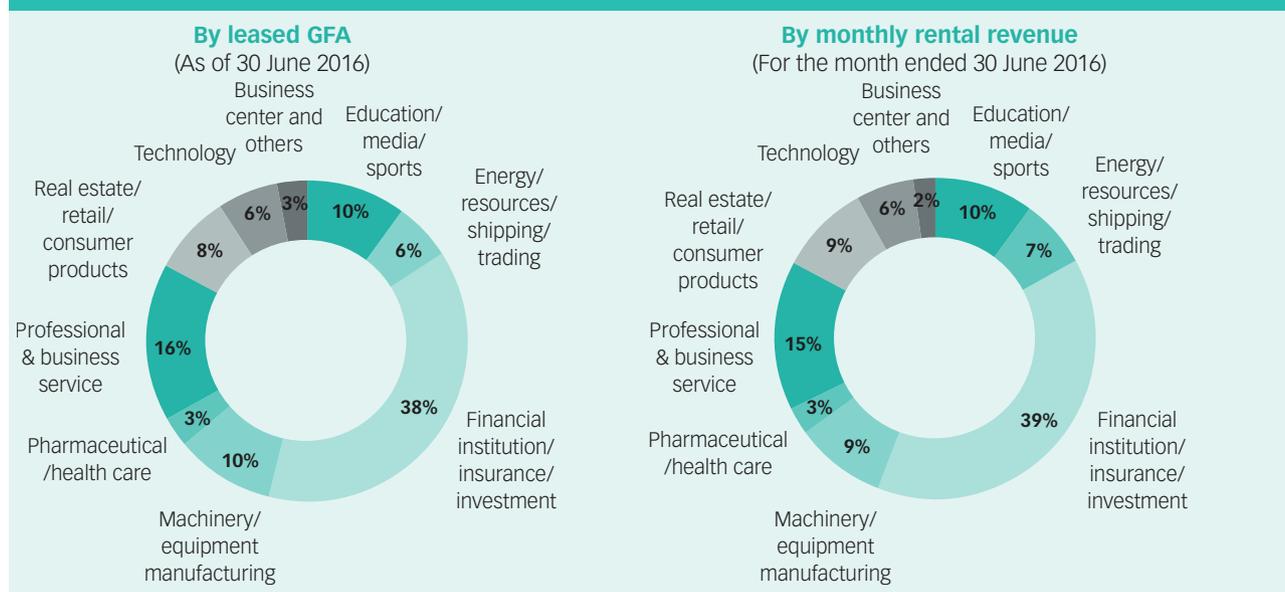
Year	Expiring area as % of leased GFA at end-June 2016
2H 2016	20.7%
2017	26.6%
2018	21.0%
2019 & beyond	31.7%

In 2017, two projects with total GFA of 140,400 sqm are expected to come into the Beijing CBD market, and one of which having already started pre-leasing activity and secured around 28% commitment rate. The majority of the new supply from the Zhongfu Plot, being the only large-scale land plot under development in Beijing CBD, is expected to materialize from 2019 onwards.<sup>1</sup>

<sup>1</sup> Source: Jones Lang LaSalle Research, June 2016

## Tenant Mix Analysis

The charts below provide a breakdown of the mix of office tenants of the Property by industry sector as a percentage of leased GFA as at 30 June 2016 and as a percentage of monthly rental revenue for the month ended 30 June 2016.



## Financial Performance

The monthly average exchange rate of RMB/USD depreciated 4.9% in the first six months of 2016, compare with that of the six months ended 30 June 2015.

Primarily due to the depreciation of RMB against USD, total revenue of the Group decreased slightly by 3.6% year-on-year for the Reporting Period to USD39.38 million (2015: USD40.84 million). Excluding this effect, revenue would have shown a slight growth in RMB terms, reflecting the Group's stable leasing performance.

Property operating expenses fell 5.6% year-on-year to USD8.90 million for the Reporting Period (2015: USD9.43 million). Property operating expenses mainly comprise withholding tax, business and other taxes (excluding stamp duty), and property tax, which accounted for 85.5% of the total property operating expenses. Property management fee, payable at 2.0% of total revenue, accounted for 8.9% of the property operating expenses. Since most property operating expenses are denominated in RMB, the depreciation in RMB also reduced the property operating expenses in USD terms. Furthermore, as BT (which was previously included as a property operating expense) was no longer applied after B2V reform, total property operating expense further decreased.

As a result of the above, net property income declined 3.0% to USD30.48 million (2015: USD31.41 million). Net property income margin remained largely stable at 77.4% for the Reporting Period (2015: 76.9%).

Fair value gain of investment property was USD101.60 million for the Reporting Period (2015: USD9.67 million), which reflected a 8.0% increase in fair value of investment property in RMB terms. The valuation of the Property was appraised by the Principal Valuer using the income capitalization approach and cross-checked by the direct comparison approach. The increase in valuation was attributable mainly to a reduction in capitalization rate of 5.77% (31 December 2015: 6.50%) adopted by the Principal Valuer with considerations to the asset performance of the Property and comparable market transactions.

Attributable to the fair value gain of investment property, profit for the Reporting Period, before transactions with Unitholders reached USD101.05 million (2015: USD22.82 million), an increase of 342.8%.

TDI to Unitholders for the Reporting Period, being the consolidated profit after tax before transactions with Unitholders as adjusted to eliminate the effects of certain Adjustments (as defined in the Trust Deed), edged down 2.6% to USD20.42 million (2015: USD20.97 million).

### *Finance Costs*

Total finance costs was at USD21.74 million for the Reporting Period (2015: USD13.44 million). The increase was primarily due to a foreign exchange loss of USD11.22 million (2015: a gain of USD0.34 million) when USD bank borrowings are translated to RMB which is the functional currency of Spring REIT's subsidiary, RCA01. Such foreign exchange loss was non-cash in nature and did not affect the TDI for the Reporting Period.

With the completion of refinancing in April 2015, the Group's new 5-year term loan carried a contractual interest rate of 3-month USD London Interbank Offered Rate ("USD LIBOR") plus 2.75%, which was 75 basis points lower than that of the previous 3-year term loan. Primarily due to a lower effective interest rate, partly offset by a higher average USD LIBOR during the Reporting Period, the Group's interest expense on bank borrowings amounted to USD10.52 million for the Reporting Period, 7.9% lower than the USD11.42 million in first half of 2015.

For the six months ended 30 June	2016	2015
Interest expense on bank borrowings (US\$ million)	<b>10.52</b>	11.42
Foreign exchange gains on bank borrowings (US\$ million)	<b>11.22</b>	-0.34
Other incidental borrowing costs (US\$ million)	-	2.36
Total Finance costs (US\$ million)	<b>21.74</b>	13.44

### *Hedging Instruments*

On 17 December 2015, the Group entered into a currency option contract to hedge the risk of a substantial depreciation in RMB against USD. The currency option has a notional principal amount of USD480.00 million with a strike rate of USD1 to RMB7.5 for a period of 1 year. As at 30 June 2016, the fair value of this currency option was approximately USD2.26 million. A decrease in net fair value of USD4.86 million was recorded for the Reporting Period as a result of time value decrease. The tenure of this currency option may not exactly match that of the Group's bank borrowings.

As market conditions continue to evolve, the Manager will continue to closely monitor the currency as well as the interest rate markets and adopt strategies that, if necessary, reduce the currency and interest rate risks.

### ***Debt Positions***

In 2015, Spring REIT, through RCA01, drew down a five-year floating rate secured term loan facility of USD480.00 million (“**2015 Term Loan Facility**”) to early repay a previous term loan of USD465.00 million. The 2015 Term Loan Facility bears an interest margin of 2.75% per annum over 3-month USD LIBOR.

The 2015 Term Loan Facility was recognized at USD479.79 million in the financial results as at 30 June 2016. It was initially measured at fair value, net of transaction costs incurred. Subsequently, it is carried at amortized cost with any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowing using the effective interest method.

As at 30 June 2016, the gearing ratio, i.e. total borrowings to gross assets value, was 33.2%, compared with 34.7% as at 31 December 2015.

### ***Pledged Assets***

As at 30 June 2016, Spring REIT’s investment property, rent receivables, restricted bank accounts, currency option, RCA01’s ordinary shares and all future trade receivables were pledged to secure the 2015 Term Loan Facility. In addition, RCA01’s restricted bank accounts were charged to, or otherwise subject to the control of, the security agent to secure the 2015 Term Loan Facility.

Throughout the Reporting Period, both Spring REIT and RCA01 have in material respects complied with all the terms and provisions of the relevant finance and security documents.

### ***Cash and Asset Positions***

As at 30 June 2016, the Group’s unrestricted cash amounted to USD32.79 million, compared with USD30.86 million as at 31 December 2015, representing an increase of 6.3%. The Group also had total undrawn bank loan facilities of USD20.00 million (2015: USD20.00 million). With these financial resources, Spring REIT has sufficient liquid assets to satisfy its working capital and operating requirements. The cash is generally placed in short-term deposits mostly denominated in USD. The Group’s liquidity and financing requirements are being reviewed regularly.

As at 30 June 2016, the gross asset value of the Group was USD1,443.88 million, an increase by 4.8% as compared with USD1,377.19 million recorded on 31 December 2015, attributable to a fair value gain on investment property, partly offset by exchange loss on translation.

### *Net Assets Attributable to Unitholders*

During the Reporting Period, net assets attributable to Unitholders increased to USD929.84 million from USD864.22 million as at 31 December 2015.

The net asset value per Unit as at 30 June 2016 was HK\$6.41 (31 December 2015: HK\$5.98). This represented a 90.2% premium to the closing price of the Units of HK\$3.37 on 30 June 2016.

### *New Units Issued*

As at 30 June 2016, the total number of issued Units was 1,125,370,516. A total of 5,212,210 new Units were issued for the payment of 80% of the Manager's base fees during the Reporting Period.

Date	Particulars	No. of Units
31 December 2015	Beginning balance of total number of Units in issue.	1,120,158,306
21 March 2016	Issue of new Units to the Manager at the price of HK\$3.216 per Unit (being the Market Price as defined in the Trust Deed) as payment of 80% of the Manager's base fee for the 3 months period ended 31 December 2015.	+2,679,924
10 May 2016	Issue of new Units to the Manager at the price of HK\$3.358 per Unit (being the Market Price as defined in the Trust Deed) as payment of 80% of the Manager's base fee for the 3 months period ended 31 March 2016.	+2,532,286
30 June 2016	Ending balance of total number of Units in issue.	1,125,370,516

### *Capital Commitments*

As at 30 June 2016, the Group's capital commitments were not significant.

### *Employees*

Spring REIT is managed by the Manager and did not directly employ any staff during the Reporting Period.

## **CORPORATE GOVERNANCE**

With the objective of establishing and maintaining high standards of corporate governance, certain policies and procedures with a built-in set of checks and balances have been put in place to promote the operation of Spring REIT in a transparent manner. The corporate governance policies of Spring REIT have been adopted with due regard to the requirements under Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), with necessary changes, as if those rules were applicable to real estate investment trusts in Hong Kong.

The Manager was established for the sole purpose of managing Spring REIT. The Manager is committed to maintaining good corporate governance practices and procedures. The current corporate governance principles emphasize on accountability to all Unitholders, resolution of conflict of interest issues, transparency in reporting, and compliance with relevant procedures and guidelines. The Manager has adopted a compliance manual (the “**Compliance Manual**”) for use in relation to the management and operation of Spring REIT, which sets out the key processes, systems and measures, and certain corporate governance policies and procedures to be applied for compliance with all applicable legislations and regulations.

Throughout the Reporting Period, both the Manager and Spring REIT have in material terms complied with the provisions of the Compliance Manual, the corporate governance policy, the Trust Deed, the REIT Code and applicable provisions of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) and the Listing Rules.

### **Authorization Structure**

Spring REIT is a collective investment scheme constituted as a unit trust and authorized by Securities and Futures Commission (the “**SFC**”) under section 104 of the SFO and regulated by the SFC pursuant to applicable provisions of the SFO, the REIT Code and the Listing Rules. The Manager has been authorized by the SFC under section 116 of the SFO to conduct the regulated activities of asset management. As at the date of this announcement, Mr. Lau Jin Tin, Don (the Executive Director of the Manager), Mr. Nobumasa Saeki (the Executive Director of the Manager) and Mr. Chung Wai Fai (the Senior Vice President of the Manager) are the responsible officers of the Manager pursuant to the requirements under section 125 of the SFO and Paragraph 5.4 of the REIT Code. Mr. Lau Jin Tin, Don, an Executive Director, was appointed by the SFC as an approved person of the Manager pursuant to sections 104(2) and 105(2) of the SFO.

DB Trustees (Hong Kong) Limited, in its capacity as trustee of Spring REIT, is registered as a trust company under section 77 of the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong). The Trustee is qualified to act as a trustee for collective investment schemes authorized under the SFO pursuant to the REIT Code.

## **Purchase, Sale or Redemption of Units**

During the Reporting Period, there was no repurchase, sale or redemption of the Units by the Manager on behalf of Spring REIT or any of the special purpose vehicles that are owned and controlled by Spring REIT.

## **Public Float of the Units**

Based on information that is publicly available and within the knowledge of the Manager, Spring REIT maintained a public float of not less than 25% of the issued and outstanding Units as of 30 June 2016.

## **Review of Interim Results**

The consolidated interim results of Spring REIT for the Reporting Period have been reviewed by the Disclosures Committee and Audit Committee of the Manager in accordance with their respective terms of reference.

The consolidated interim results of Spring REIT for the Reporting Period have been reviewed by Spring REIT's auditor in accordance with International Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the International Auditing and Assurance Standards Board.

## **Issuance of the Interim Report**

The interim report of Spring REIT for the six months ended 30 June 2016 will be published on the respective websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and Spring REIT at [www.springreit.com](http://www.springreit.com), and will be sent to Unitholders on or before 31 August 2016.

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, 23 August 2016

*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).*

## FINANCIAL INFORMATION

### CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2016

		Six months ended 30 June	
		2016	2015
		(Unaudited)	(Unaudited)
	Note	US\$'000	US\$'000
<b>Revenues</b>	6	<b>39,376</b>	40,840
Property operating expenses	7	<b>(8,900)</b>	(9,426)
<b>Net property income</b>		<b>30,476</b>	31,414
General and administrative expenses	8	<b>(4,493)</b>	(4,793)
Fair value gain of investment property	13	<b>101,601</b>	9,669
Other losses, net	9	<b>(5,071)</b>	(318)
<b>Operating profit</b>		<b>122,513</b>	35,972
Finance income		<b>272</b>	282
Finance costs on interest-bearing borrowings	10	<b>(21,740)</b>	(13,438)
<b>Profit for the period, before transactions with Unitholders</b>		<b>101,045</b>	22,816
Distributions paid to Unitholders:			
— 2014 final distribution		—	(17,931)
— 2015 final distribution ( <i>note i</i> )		<b>(18,238)</b>	—
		<b>82,807</b>	4,885
Represented by:			
Change in net assets attributable to Unitholders, excluding issuance of new units		<b>63,410</b>	5,588
Amount arising from exchange reserve movements regarding translations of financial statements		<b>19,397</b>	(703)
		<b>82,807</b>	4,885

#### Notes:

- (i) 2015 final distribution of US\$18,238,000 for the year ended 31 December 2015 was paid during the six months ended 30 June 2016. Total distribution for the six months ended 30 June 2016 is presented in the statement of distributions.
- (ii) Earnings per unit, based upon profit for the period, before transactions with Unitholders and the weighted average number of units in issue, are set out in note 12.

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2016**

	<b>Before transactions with Unitholders (Unaudited) US\$'000</b>	<b>Transactions with Unitholders (Note i) (Unaudited) US\$'000</b>	<b>After transactions with Unitholders (Unaudited) US\$'000</b>
<b>For the six months ended 30 June 2016</b>			
Profit for the period	101,045	(81,648)	19,397
Other comprehensive income: <i>Items that may be reclassified to the condensed consolidated income statement</i>			
Exchange losses on translation of financial statements	(19,397)	–	(19,397)
<b>Total comprehensive income for the period</b>	<b>81,648</b>	<b>(81,648)</b>	<b>–</b>
	(ii)		
	<i>Note</i>		
	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>
<b>For the six months ended 30 June 2015</b>			
Profit for the period	22,816	(23,519)	(703)
Other comprehensive income: <i>Items that may be reclassified to the condensed consolidated income statement</i>			
Exchange gains on translation of financial statements	703	–	703
<b>Total comprehensive income for the period</b>	<b>23,519</b>	<b>(23,519)</b>	<b>–</b>
	(ii)		

*Notes:*

- (i) Transactions with Unitholders comprise the distributions paid to Unitholders of US\$18,238,000 (2015: US\$17,931,000), and change in net assets attributable to Unitholders, excluding issuance of new units, of an increase of US\$63,410,000 (2015: US\$5,588,000).
- (ii) In accordance with the Trust Deed, Spring REIT is required to distribute not less than 90% of total distributable income to the Unitholders for each financial year. Accordingly, the units contain contractual obligations of Spring REIT to pay cash distributions. The Unitholders' funds are therefore classified as a financial liability rather than equity in accordance with International Accounting Standard 32 "Financial Instruments: Presentation". Consistent with Unitholders' funds being classified as a financial liability, the distributions to Unitholders and change in net assets attributable to Unitholders, excluding issuance of new units, are part of finance costs which are recognized in the condensed consolidated income statement. Accordingly, the total comprehensive income, after transactions with Unitholders is zero.

**STATEMENT OF DISTRIBUTIONS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2016**

	<i>Note</i>	<b>2016</b> <b>(Unaudited)</b> <b>US\$'000</b>	2015 (Unaudited) US\$'000
<b>Profit for the period, before transactions with Unitholders</b>		<b>101,045</b>	22,816
Adjustments:			
— Fair value gain of investment property	<i>13</i>	<b>(101,601)</b>	(9,669)
— Fair value losses of derivative financial instruments	<i>9</i>	<b>4,862</b>	85
— Manager's fee payable in units in lieu of cash		<b>2,196</b>	2,212
— Amortization of transaction costs for the bank borrowings		<b>2,492</b>	3,296
— Derecognition of loan arrangement fee upon early repayment of previous bank borrowings	<i>10</i>	—	2,358
— Unrealized foreign exchange losses/(gains)		<b>11,427</b>	(124)
<b>Distributable income for the period (note i)</b>		<b>20,421</b>	20,974
Total distribution of the period (note ii)		<b>18,828</b>	20,135
Percentage of total distribution over distributable income for the period		<b>92%</b>	96%
<b>Distributions per unit to Unitholders for the period</b>			
— Interim Distribution per unit (notes iii and iv)		<b>HK13.0 cents</b>	HK14.0 cents

*Notes:*

- (i) Under the terms of the Trust Deed, the distributable income represents the profit for the period before transactions with Unitholders, adjusted to eliminate the effects of certain adjustments (as defined in the Trust Deed) which have been recorded in the condensed consolidated income statement for the period.
- (ii) In accordance with the terms of the Trust Deed, Spring REIT is required to distribute to Unitholders not less than 90% of its total distributable income for each financial year. The Manager also has the discretion to make distributions over and above the minimum 90% of Spring REIT's total distributable income if and to the extent Spring REIT has funds surplus to meet its business requirements.
- (iii) Interim distribution per unit of HK13.0 cents for the six months ended 30 June 2016 is calculated based on the interim distribution to be paid to Unitholders of US\$18,828,000 for the first half of 2016 and 1,125,370,516 units in issue as at 30 June 2016, without taking into account any consideration or subdivision of units which may have occurred between the dates of declaration of the distribution and 13 September 2016 (the "Record Date"). Distributions to Unitholders for the six months ended 30 June 2016 represent a payout ratio of 92% (2015: 96%) of Spring REIT's total distributable income for the period. The interim distribution for the six months ended 30 June 2016 is expected to be paid on 23 September 2016. Such interim distribution per unit, however, is subject to adjustment upon the issuance of new units between 1 July 2016 and Record Date, if any.
- (iv) All distributions to Unitholders are determined and paid in HK\$.

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
*AS AT 30 JUNE 2016*

		As at <b>30 June 2016</b> (Unaudited) <i>US\$'000</i>	As at 31 December 2015 (Audited) <i>US\$'000</i>
	<i>Note</i>		
<b>Non-current asset</b>			
Investment property	13	<u>1,354,543</u>	<u>1,283,552</u>
Total non-current asset		<u>1,354,543</u>	<u>1,283,552</u>
<b>Current assets</b>			
Trade and other receivables	14	3,524	1,455
Derivative financial instruments	15	2,255	7,117
Restricted bank balances	16	50,765	54,208
Cash and cash equivalents	16	<u>32,794</u>	<u>30,857</u>
Total current assets		<u>89,338</u>	<u>93,637</u>
<b>Total assets</b>		<u>1,443,881</u>	<u>1,377,189</u>
<b>Current liabilities</b>			
Trade and other payables	17	12,941	13,258
Rental deposits	17	<u>21,308</u>	<u>22,406</u>
Total current liabilities		<u>34,249</u>	35,664
<b>Non-current liabilities, excluding net assets attributable to Unitholders</b>			
Interest-bearing borrowings	18	<u>479,793</u>	<u>477,301</u>
<i>Total liabilities, excluding net assets attributable to Unitholders</i>		<u>514,042</u>	<u>512,965</u>
<b>Net assets attributable to Unitholders</b>		<u>929,839</u>	<u>864,224</u>
Units in issue ( <i>'000</i> )	19	<u>1,125,371</u>	<u>1,120,158</u>
Net asset value per unit attributable to Unitholders			
In US\$		0.83	0.77
In HK\$		6.41	5.98

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AND NET ASSETS ATTRIBUTABLE TO UNITHOLDERS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2016**

	<b>Reserves (Unaudited) US\$'000</b>	<b>Net assets attributable to Unitholders (Unaudited) US\$'000</b>
<b>As at 1 January 2016</b>	—	<b>864,224</b>
Profit for the six months ended 30 June 2016, before transactions with Unitholders	—	<b>101,045</b>
Exchange losses on translation of financial statements	<b>(19,397)</b>	—
Amount arising from exchange reserve movements	<b>19,397</b>	<b>(19,397)</b>
Distribution paid to Unitholders — 2015 final distribution	—	<b>(18,238)</b>
Change in net assets attributable to Unitholders for six months ended 30 June 2016, excluding issues of new units	—	<b>63,410</b>
Issuance of units	—	<b>2,205</b>
<b>As at 30 June 2016</b>	<b>—</b>	<b>929,839</b>
As at 1 January 2015	—	894,154
Profit for the six months ended 30 June 2015, before transactions with Unitholders	—	22,816
Exchange gains on translation of financial statements	703	—
Amount arising from exchange reserve movements	(703)	703
Distribution paid to Unitholders — 2014 final distribution	—	(17,931)
Change in net assets attributable to Unitholders for six months ended 30 June 2015, excluding issues of new units	—	5,588
Issuance of units	—	2,610
As at 30 June 2015	—	902,352

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 1 GENERAL INFORMATION

Spring REIT is a Hong Kong collective investment scheme authorized under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Spring REIT was established on 25 November 2013 and its units are listed on the main board of The Stock Exchange of Hong Kong Limited on 5 December 2013. Spring REIT is governed by the Trust Deed entered into between Spring Asset Management Limited (the “**Manager**”) and DB Trustees (Hong Kong) Limited (the “**Trustee**”) on 14 November 2013 as amended by First Supplemental Deed dated 22 May 2015 (together the “**Trust Deed**”), and the Code on Real Estate Investment Trusts issued by the Securities and Futures Commission of Hong Kong. The addresses of the registered offices of the Manager, Spring Asset Management Limited, and the trustee of the Spring REIT, DB Trustees (Hong Kong) Limited, are Room 2801, 28/F, Man Yee Building, 68 Des Voeux Road Central, Hong Kong and 52/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, respectively.

The principal activity of Spring REIT and RCA01, its wholly owned subsidiary (together, the “**Group**”) is to own and invest in income-producing real estate assets.

The condensed consolidated interim financial information is presented in United States dollars (“**US\$**”). The functional currency of Spring REIT is Hong Kong dollars (“**HK\$**”), the distribution of Spring REIT is determined and paid in HK\$.

## 2 BASIS OF PREPARATION

The condensed consolidated interim financial information for the six months ended 30 June 2016 has been prepared in accordance with International Accounting Standards (“**IAS**”) 34 “Interim financial reporting” issued by the International Accounting Standards Board. The condensed consolidated interim financial information should be read in conjunction with the Group’s annual financial statements as at 31 December 2015, which have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”).

## 3 ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2015 as described in those annual financial statements.

### **Amendment and improvements adopted by the Group**

The Group has adopted, for the first time, the following amendment and improvements issued by the International Accounting Standard Board that are relevant to the Group’s operations and mandatory for annual accounting periods beginning 1 January 2016.

*Amendment and improvements effective in 2016 which are relevant to the Group’s operations:*

IAS 1 Amendment	Disclosure Initiative
Annual Improvements Project	Annual Improvements to IFRSs 2012–2014 cycle

The adoption of these amendment and improvements does not have a material impact on the accounting policies or results and the financial position of the Group.

## New standards and amendments which are not yet effective

The following new standards and amendments are in issue but not yet effective, and have not been early adopted by the Group:

		<b>Effective for Accounting periods beginning on or after</b>
IAS 7 Amendment	Disclosure Initiative	1 January 2017
IAS 12 Amendment	Recognition of Deferred Tax Assets for Unrealized Loss	1 January 2017
IFRS 9	Financial Instruments	1 January 2018
IFRS 15	Revenue from Contracts with Customers	1 January 2018
IFRS 16	Leases	1 January 2019
IFRS 10 and IAS 28 Amendment	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

The Group will apply the above new standards and amendments as and when they become effective. The Group has already commenced an assessment of the impact of these new standards and amendments, and anticipated that the adoption of new standards and amendments would not result in a material effect on the Group's operating result or financial position.

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty are discussed below:

### (a) Estimates of fair value of investment property

The fair value of each investment property is individually determined at each reporting date by independent valuer using valuation techniques. Details of the judgement and assumptions have been disclosed in note 13.

### (b) Estimates of fair values of derivatives

Fair values of derivative financial instruments have been arrived at using valuations provided by the counterparty banks for each reporting year with reference to market data such as interest rates and exchange rates. Actual results may differ when assumptions and selections of valuation technique changes.

### (c) Taxation

The Group is a foreign enterprise established outside the PRC. The Group is subject to various taxes in the PRC. Significant judgement is required in determining the provision for taxation including deferred taxation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes or writes back liabilities for anticipated tax issued based on estimates of whether additional taxes will be due or reversal to be made. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the taxation and deferred tax.

## 5 FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

### 5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange and interest rate risk), credit risk and liquidity risk.

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2015.

There have been no changes in the risk management policies since the year end.

## 6 REVENUES AND SEGMENT INFORMATION

The Group holds an investment property in the PRC and is principally engaged in property investment. Revenue mainly consists of rental income from tenants. The chief operating decision-maker has been identified as the managing director of the Manager. Management determines the operating segments based on the Group's internal reports, which are then submitted to the managing director for performance assessment and resources allocation. Given that management reviews the operating results of the Group on an aggregate basis, no segment information is therefore presented.

The Group's revenues from tenants are derived solely from its operation in the PRC and the non-current assets of the Group are also mainly located in the PRC.

An analysis of revenues of the Group is as follows:

	Six months ended 30 June	
	2016	2015
	(Unaudited)	(Unaudited)
	US\$'000	US\$'000
Rental income ( <i>note i</i> )	37,699	39,463
Car park income	319	341
Other income ( <i>note ii</i> )	1,358	1,036
	<u>39,376</u>	<u>40,840</u>

*Notes:*

- (i) With effect from 1 May 2016, the business tax formerly applicable to the Group was replaced by the value-added tax ("VAT"). VAT is a tax detached from selling price and pursuant to the IFRS, the rental income from 1 May 2016 onwards is presented in the financial statements as excluding any VAT collected by Spring REIT on behalf of the relevant tax authorities. Relevant business tax of rental income borne by the Group before 1 May 2016 was included in property operating expenses (*note 7*).
- (ii) Other income mainly represents compensation paid by tenants for early termination of lease.

## 7 PROPERTY OPERATING EXPENSES

	Six months ended 30 June	
	2016 (Unaudited) US\$'000	2015 (Unaudited) US\$'000
Property management fee	796	813
Property tax (note i)	1,901	1,997
Business and other tax (note ii)	1,822	2,317
Withholding tax (note iii)	3,976	4,092
Leasing commission	339	141
Others	66	66
	<u>8,900</u>	<u>9,426</u>

### Notes:

- (i) Property taxes represent real estate tax and land use tax.
- (ii) Business and other taxes represent business tax, urban construction and maintenance tax, education surcharge and stamp duty. With effect from 1 May 2016, the business tax formerly applicable to the Group was replaced by the VAT.
- (iii) Withholding tax in the PRC is calculated based on the rental revenues at a rate of 10%.

## 8 GENERAL AND ADMINISTRATIVE EXPENSES

	Six months ended 30 June	
	2016 (Unaudited) US\$'000	2015 (Unaudited) US\$'000
Manager's fee (note i)	3,579	3,777
Trustee fee	119	124
Valuation fee	8	18
Legal and other professional fees (note ii)	763	848
Others	24	26
	<u>4,493</u>	<u>4,793</u>

### Notes:

- (i) The breakdown of the Manager's fee was set out in note 11.
- (ii) Legal and other professional fees mainly comprise advisory fees and other professional fees.

## 9 OTHER LOSSES, NET

	Six months ended 30 June	
	2016	2015
	(Unaudited)	(Unaudited)
	US\$'000	US\$'000
Derivative financial instruments at fair value through profit or loss:		
Net fair value losses	4,862	85
Foreign exchange losses	206	217
Other miscellaneous loss	3	16
	<u>5,071</u>	<u>318</u>

## 10 FINANCE COSTS ON INTEREST-BEARING BORROWINGS

	Six months ended 30 June	
	2016	2015
	(Unaudited)	(Unaudited)
	US\$'000	US\$'000
Interest expense on bank borrowings ( <i>note i</i> )	10,519	11,421
Foreign exchange losses/(gains) on bank borrowings ( <i>note ii</i> )	11,221	(341)
Other incidental borrowing costs ( <i>note iii</i> )	–	2,358
Total	<u>21,740</u>	<u>13,438</u>

### Notes:

- (i) Interest expenses on bank borrowings comprised contractual loan interest and amortized loan arrangement fee, which were recognized using the effective interest rate method.
- (ii) Foreign exchange losses and gains on bank borrowings arise upon translating the bank borrowings denominated in foreign currencies to Renminbi (“RMB”). The exchange losses and gains on bank borrowings during the six months ended 30 June 2016 and 2015, were mainly arisen from appreciation and depreciation of RMB against US\$ respectively.
- (iii) Other incidental borrowing costs in 2015 represent derecognition of unamortized loan arrangement fee. In April 2015, the Group early repaid a bank borrowing, resulting in a derecognition of loan arrangement fee upon early repayment of bank borrowings of US\$2,358,000 during the six months ended 30 June 2015.

## 11 MANAGER'S FEE

	<b>Six months ended 30 June</b>	
	<b>2016</b> <b>(Unaudited)</b> <i>US\$'000</i>	2015 <b>(Unaudited)</b> <i>US\$'000</i>
Base fee	2,747	2,834
Variable fee	832	943
	<u>3,579</u>	<u>3,777</u>

Pursuant to the Trust Deed, the Manager is entitled to receive remuneration for its services as manager of Spring REIT, which is the aggregate of:

- (i) Base Fee at 0.4% per annum of the value of the Deposited Property (as defined in the Trust Deed).
- (ii) Variable Fee at 3.0% per annum of the Net Property Income (as defined in the Trust Deed) (before deduction therefrom of the base fee and variable fee).
- (iii) Based on the election made by the Manager dated 9 December 2015 in relation to the Manager's elections 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 2016 in accordance with the Trust Deed.

## 12 EARNINGS PER UNIT

	<b>As at</b> <b>30 June</b> <b>2016</b> <b>(Unaudited)</b> <i>US\$'000</i>	As at 30 June 2015 <b>(Unaudited)</b> <i>US\$'000</i>
Profit for the period, before transactions with Unitholders	<u>101,045</u>	<u>22,816</u>
Weighted average number of units for the period for calculating basic earnings per unit	<b>1,122,383,752</b>	1,111,867,172
Adjustment for units issuable in respect of the Manager's fee	<u>2,427,696</u>	<u>2,415,054</u>
Weighted average number of units for the period for calculating diluted earnings per unit	<b>1,124,811,448</b>	1,114,282,226
Basic earnings per unit based upon profit before transactions with Unitholders	<u><b>US9.0 cent</b></u>	<u>US2.1 cent</u>
Diluted earnings per unit based upon profit before transactions with Unitholders	<u><b>US9.0 cent</b></u>	<u>US2.1 cent</u>

Distribution per unit is presented in the statement of distributions on page 20 of the condensed consolidated interim financial information.

## 13 INVESTMENT PROPERTY

Detail of the movements of investment property is as follows:

	<b>For the period ended 30 June 2016 (Unaudited) US\$'000</b>	For the year ended 31 December 2015 (Audited) US\$'000
At beginning of the period/year	1,283,552	1,306,583
Exchange differences recognized in other comprehensive income	(30,610)	(58,574)
Changes in fair value recognized in consolidated income statement	<u>101,601</u>	<u>35,543</u>
At end of the period/year	<u><u>1,354,543</u></u>	<u><u>1,283,552</u></u>

The investment property comprises office towers 1 & 2 and approximately 600 car parking spaces located at No. 79 and 81 Jianguo Road, Beijing, the PRC. Land use rights have been granted to RCA01, a wholly owned subsidiary of the Trust, for a 50-year term expiring on 28 October 2053.

As at 30 June 2016 and 31 December 2015, the Group had no unprovided contractual obligations for future repairs and maintenance of the investment property.

As at 30 June 2016 and 31 December 2015, the investment property was pledged to secure the Group's bank borrowings (note 18).

### Valuation process

The Group's investment property was valued by an independent professionally qualified valuer not connected to the Group who holds a recognized relevant professional qualification and have recent experience in the locations and segments of the investment property valued.

The Manager reviewed the valuations performed by the independent valuer for financial reporting purpose. Discussions of valuation processes and results are held between the Manager and the independent valuer at least once every six months, in line with the Group's interim and annual reporting dates. As at 30 June 2016, the fair values of the investment property have been determined by Knight Frank Petty Limited (2015: Colliers International (Hong Kong) Limited). The independent valuer adopted the income capitalisation approach and cross-checked by the direct comparison approach (2015: income capitalization approach and discounted cash flow method) for the valuation.

There were no transfer between levels 1, 2 and 3 during the period.

### Valuation techniques

The income capitalization approach estimates the values of the properties on an open market basis by capitalizing rental income on a fully leased basis having regard to the current passing rental income from existing tenancies and potential future reversionary income at the market level. In calculating the rental income, no deduction has been made from the passing rental income which is exclusive of property management fee. In this valuation method, the total rental income is divided into a current passing rental income over the existing lease term (the term income) and a potential future reversionary rental income over the residual land use term (the reversionary income). The term value involves the capitalization of the current passing rental income over the existing lease term. The reversionary value is taken to be current market rental income upon the expiry of the lease over the residual land use rights term and is capitalized on a fully leased basis. It is then discounted back to the date of valuation. In this approach, the independent qualified valuer has considered the term yield and reversionary yield. The term yield is used for capitalization of the current passing rental income as at the date of valuation whilst the reversionary yield is used to convert reversionary rental income.

The direct comparison approach is based on comparing the properties to be valued directly with other comparable properties which recently changed hands.

Description	Fair value measurements at 30 June 2016 using		
	Quoted prices	Significant other	Significant
	in active	observable	unobservable
	markets for	inputs	inputs
identical assets	(Level 2)	(Level 3)	
(Level 1)	(Level 2)	(Level 3)	
US\$'000	US\$'000	US\$'000	
Recurring fair value measurements			
investment property	-	-	<u>1,354,543</u>
	<u>-</u>	<u>-</u>	<u>1,354,543</u>
	Fair value measurements at 31 December 2015 using		
	Quoted prices	Significant other	Significant
	in active	observable	unobservable
	markets for	inputs	inputs
	identical assets	(Level 2)	(Level 3)
	(Level 1)	(Level 2)	(Level 3)
	US\$'000	US\$'000	US\$'000
Recurring fair value measurements			
investment property	-	-	<u>1,283,552</u>
	<u>-</u>	<u>-</u>	<u>1,283,552</u>

There were no transfers between Levels 1, 2 and 3 during the six months period ended 30 June 2016.

Key unobservable inputs used to determine fair values are as follows:

#### Income capitalization approach

##### (i) Capitalization rate

This is estimated based on the market lease over market value on comparable. The higher the capitalization rates used, the lower the fair values of the investment property. In the 30 June 2016 valuation, a capitalization rate of 5.77% (31 December 2015: 6.50%) is used in the income capitalization approach.

##### (ii) Base rent

Base rent is the standard rent payable under the lease exclusive of any other charges and reimbursements. This was estimated based on the market lease comparable. The higher the base rent used, the higher the fair values of the investment property. For the period ended 30 June 2016, the average gross monthly office unit base rent of RMB405 per square meter exclusive of VAT is used in the valuation. The corresponding amount inclusive of VAT is RMB450 per square meter (31 December 2015: RMB430).

As at 30 June 2016, if the market value of investment property had been 5% higher/lower with all other variables held constant, the carrying value of the Group's investment property would have been US\$67.7 million (31 December 2015: US\$64.2 million) higher/lower.

## 14 TRADE AND OTHER RECEIVABLES

	As at 30 June 2016 (Unaudited) US\$'000	As at 31 December 2015 (Audited) US\$'000
Rent receivables	304	53
Deferred rent receivables	2,161	1,000
VAT recoverable	133	–
Prepayment	926	402
	<u>3,524</u>	<u>1,455</u>

### Notes:

- (i) Trade and other receivables are denominated in RMB and the carrying amounts of these receivables approximate their fair values.

Monthly rentals are payable in advance by tenants in accordance with the leases while daily gross receipts from car parks are received from the car park operators in arrears. There were no specific credit terms given to the tenants.

- (ii) The Group's exposure from outstanding rent receivables is generally fully covered by the rental deposits from the corresponding tenants (note 17).
- (iii) As at 30 June 2016 and 31 December 2015, the Group's rent receivables and all future rent receivables were pledged to secure the Group's bank borrowing (note 18).

## 15 DERIVATIVE FINANCIAL INSTRUMENTS

	As at 30 June 2016 (Unaudited) US\$'000	As at 31 December 2015 (Audited) US\$'000
<b>Current</b>		
Fair value of the currency option	<u>2,255</u>	<u>7,117</u>

### Notes:

The Group has entered into a currency option as part of its financial risk management but did not account for these as accounting hedges under IAS 39. Plain vanilla currency option was used to hedge the relevant foreign exchange rate risk.

The aggregated notional principal amount of the currency option as at 30 June 2016 was US\$480 million (31 December 2015: US\$480 million) and will be mature on 16 December 2016 (31 December 2015: 16 December 2016).

The Group recorded fair value losses on derivative financial instruments for the six months ended 30 June 2016 amounting to US\$4,862,000 (30 June 2015: US\$85,000) (note 9) which were charged to the condensed consolidated income statement.

The maximum exposure to credit risk at the reporting date is the carrying value of the derivative financial instruments.

## 16 RESTRICTED BANK BALANCES AND CASH AND CASH EQUIVALENTS

	As at <b>30 June 2016</b> (Unaudited) <i>US\$'000</i>	As at 31 December 2015 (Audited) <i>US\$'000</i>
Restricted bank balance	<b>50,765</b>	54,208
Cash and cash equivalents	<b>32,794</b>	30,857
	<b>83,559</b>	85,065

Restricted bank balances and cash and cash equivalents are denominated in the following currencies:

	As at <b>30 June 2016</b> (Unaudited) <i>US\$'000</i>	As at 31 December 2015 (Audited) <i>US\$'000</i>
US\$	<b>48,918</b>	51,153
RMB	<b>33,564</b>	32,644
HK\$	<b>1,077</b>	1,268
	<b>83,559</b>	85,065

Restricted bank balances were related to bank accounts restricted under the bank borrowing facility agreements and were charged to the facility agent, the Australia and New Zealand Banking Group Limited, to secure the Group's bank borrowings (note 18). Prior consent from facility agent must be obtained before transfer and withdrawal of funds in the restricted bank accounts.

The conversion of RMB denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government. Included in the unrestricted bank balances, there was an amount in RMB equivalent to US\$5,000 as at 30 June 2016 (31 December 2015: US\$1,000).

## 17 RENTAL DEPOSITS AND TRADE AND OTHER PAYABLES

	As at 30 June 2016 (Unaudited) US\$'000	As at 31 December 2015 (Audited) US\$'000
Rental deposits ( <i>note i</i> )	<u>21,308</u>	<u>22,406</u>
<b>Trade and other payables:</b>		
Rental receipts in advance	7,431	6,870
Provision for withholding tax	–	698
Provision for other taxes ( <i>note ii</i> )	17	391
Accrued expenses and other payables	<u>5,493</u>	<u>5,299</u>
	<u>12,941</u>	<u>13,258</u>

Notes:

- (i) Rental deposits are classified as current liabilities on the basis that it is expected to be realized in the Group's normal rental business operating cycle. The ageing analysis is as follows:

	As at 30 June 2016 (Unaudited) US\$'000	As at 31 December 2015 (Audited) US\$'000
Within 1 year	8,092	9,603
Over 1 year	<u>13,216</u>	<u>12,803</u>
	<u>21,308</u>	<u>22,406</u>

- (ii) Provision for other taxes represents provision for business tax, urban construction and maintenance tax, education surcharge and stamp duty.

The carrying amounts of rental deposits and trade and other payables approximate their fair values.

## 18 INTEREST-BEARING BORROWINGS

	As at 30 June 2016 (Unaudited) US\$'000	As at 31 December 2015 (Audited) US\$'000
<b>Non-current</b>		
Bank borrowings	<u>479,793</u>	<u>477,301</u>

The exposure of the Group's borrowings to interest rate changes and the contractual re-pricing dates at the end of the reporting period are as follows:

	<b>As at 30 June 2016 (Unaudited) US\$'000</b>	As at 31 December 2015 (Audited) US\$'000
6 months or less	<b><u>479,793</u></b>	<u>477,301</u>

The carrying amounts of bank borrowings approximate their fair value, as the interest-bearing borrowings were at floating interest rate.

The Group's bank borrowings are denominated in US\$.

*Notes:*

- (i) The term loan facility will be repayable in full on 29 April 2020. The borrowing bears interest of 2.75% above 3-month LIBOR. The Group had also entered into a US\$20 million uncommitted revolving facility, which is to be used to facilitate the general working capital needs of the Group in the future. Both the term loan facility and uncommitted revolving facility are guaranteed by the Trustee. The subsidiary of the Group's shares were pledged to secure the Group's term loan facility and uncommitted revolving facility.
- (ii) As at 30 June 2016 and 31 December 2015, the Group's investment property (note 13), rent receivables and all future rent receivables (note 14), restricted bank accounts (note 16) and subsidiary of the Group's share were pledged to secure the Group's term loan facilities. As at 30 June 2016 and 31 December 2015, the Group's currency option (note 15) was pledged to secure the Group's term loan facilities.

## 19 UNITS IN ISSUE

	<i>Number of units</i>
Balance as at 31 December 2015	1,120,158,306
New units issued for Manager's fee	<u>5,212,210</u>
Balance as at 30 June 2016	<u><u>1,125,370,516</u></u>

Traded market value of units as of 30 June 2016 was HK\$3.37 per unit. Based on 1,125,370,516 units in issue, the market capitalization was US\$488.78 million.

## 20 FUTURE MINIMUM RENTAL RECEIVABLES

As at 30 June 2016, the analysis of the Group's aggregate future minimum rental receivable under non-cancellable leases is as follows:

	<b>As at 30 June 2016 (Unaudited) US\$'000</b>	As at 31 December 2015 (Audited) US\$'000
Within 1 year	<b>61,984</b>	59,452
After 1 year, but within 5 years	<b>91,304</b>	47,616
After 5 years	<b>164</b>	204
	<b><u>153,452</u></b>	<u>107,272</u>

*Note:* Most of the operating leases are on fixed terms and of terms of 3 years (2015: 3 years).

## 21 APPROVAL OF THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

The condensed consolidated interim financial information was authorized for issue by the Manager on 23 August 2016.