

SpringREIT

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

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 20 MAY 2015

I/We, being the registered holder(s) of units (“Unitholder(s)”) in Spring Real Estate Investment Trust (“Spring REIT”), hereby appoint the proxy^(Note 1) as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING**^(Note 1) to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of Spring REIT to be held at The Tian & Di Room, 7th Floor, The Landmark Mandarin Oriental Hong Kong, 15 Queen’s Road Central, The Landmark, Central, Hong Kong on Wednesday, 20 May 2015 at 11:00 a.m. (or soon thereafter as the annual general meeting of Unitholders convened to be held at 10:00 a.m. on the same date and at the same place shall have been concluded or adjourned) and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Unitholder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint Unitholders should be stated.)			
Registered Name			
Registered Address			
Registered Holding ^(Note 2)		Signature ^(Note 4)	
Date ^(Note 4)			

Proxy (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Units ^(Note 3)	
Full Address			

Terms defined in the circular of Spring REIT dated 16 April 2015 (the “Circular”) shall have the same meanings when used in this proxy form, unless the context otherwise requires. The full text of each of the Special Resolutions nos. 1 to 8, and Ordinary Resolution no. 9, is set out in the Notice of Extraordinary General Meeting dated 16 April 2015.

	SPECIAL RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To approve the Expanded Investment Scope regarding Property Development and Related Activities, and the Property Development Activities Amendments; and the Manager, any director of the Manager, the Trustee and each duly authorised officer of the Trustee each be and is hereby severally authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee and each duly authorised officer of the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Spring REIT to implement or give effect to such approval.		
2.	To approve the Expanded Investment Scope regarding Relevant Investments, and the Relevant Investments Amendments; and the Manager, any director of the Manager, the Trustee and each duly authorised officer of the Trustee each be and is hereby severally authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee and each duly authorised officer of the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Spring REIT to implement or give effect to such approval.		
3.	To approve the Expanded Investment Scope regarding Property Types, and the Property Types Amendments; and the Manager, any director of the Manager, the Trustee and each duly authorised officer of the Trustee each be and is hereby severally authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee and each duly authorised officer of the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Spring REIT to implement or give effect to such approval.		
4.	To approve the Expanded Investment Scope regarding Geographical Scope and the Geographical Scope Amendments; and the Manager, any director of the Manager, the Trustee and each duly authorised officer of the Trustee each be and is hereby severally authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee and each duly authorised officer of the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Spring REIT to implement or give effect to such approval.		

	SPECIAL RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)
5.	To approve the amendments to the Trust Deed relating to the Distribution Formula Amendments; and the Manager, any director of the Manager, the Trustee and each duly authorised officer of the Trustee each be and is hereby severally authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee and each duly authorised officer of the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Spring REIT to implement or give effect to such approval.		
6.	To approve the amendments to the Trust Deed relating to proxies and voting arrangements; and the Manager, any director of the Manager, the Trustee and each duly authorised officer of the Trustee each be and is hereby severally authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee and each duly authorised officer of the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Spring REIT to implement or give effect to such approval.		
7.	To approve the amendments to the Trust Deed relating to the Manager's power to buy-back Units and to redeem certain entitlements in the case of a rights issue and limitation of liability of the Manager and the Trustee in respect of distribution entitlement, and the limitation of liability of the Manager and the Trustee; and the Manager, any director of the Manager, the Trustee and each duly authorised officer of the Trustee each be and is hereby severally authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee and each duly authorised officer of the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Spring REIT to implement or give effect to such approval.		
8.	To approve the amendments to the Trust Deed relating to the adoption by the Manager of an Incentive Scheme and to issue new Units pursuant to such Incentive Scheme, as specifically set out in part C of Appendix V to the Circular; and the Manager, any director of the Manager, the Trustee and each duly authorised officer of the Trustee each be and is hereby severally authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee and each duly authorised officer of the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Spring REIT to implement or give effect to such approval.		
	ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)
9.	To approve the 2015 Waiver Extension and the New Annual Caps; and the Manager, any director of the Manager, the Trustee and each duly authorised officer of the Trustee each be and is hereby severally authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee and each duly authorised officer of the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Spring REIT to implement or give effect to such approval.		

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 one or more 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 A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "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 deposited at the registered office of the Manager of Room 2801, 28/F, Man Yee Building, 68 Des Voeux Road Central, 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.**