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# Spring Real Estate Investment Trust

## 春泉產業信託

*(A Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance  
(Chapter 571 of the Laws of Hong Kong))*

**(Stock code: 01426)**

**Managed by**

**Spring Asset Management Limited**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the unitholders (the “**Unitholders**”) of Spring Real Estate Investment Trust (“**Spring REIT**”) will be held at 4:00 p.m. on Friday, 9 August 2024 at Room 2401-2, One Admiralty Centre, 18 Harcourt Road, Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions below as ordinary resolution and special resolution respectively. Words and expressions that are not expressly defined in this notice of extraordinary general meeting shall bear the same meaning as that defined in the unitholder circular dated 23 July 2024.

#### **ORDINARY RESOLUTION**

“**THAT**, conditional upon the Special Resolution being passed:

- (a) approval (where relevant, shall include approval by way of ratification) be and is hereby given for the issuance of the Subject 2024 Manager Fee Units (being those 2024 Manager Fee Units that, if issued to the Manager at any given Issue Date, would cause the aggregate unitholding of the Manager Concert Group to first exceed 30%) to the Manager up to a maximum of 6,469,200 Units; and
- (b) authorisation be granted to the Manager, any director of the Manager, the Trustee and any authorised signatory of the Trustee 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 Trustee or such authorised signatory of the Trustee, as the case may be, may consider expedient or necessary or in the interests of Spring REIT to give effect to all matters in relation to the issuance of the Subject 2024 Manager Fee Units and the transactions contemplated thereunder.”

## SPECIAL RESOLUTION

“**THAT**, subject to the granting of the Whitewash Waiver by the Executive and any conditions that may be imposed thereon:

- (c) approval (where relevant, shall include approval by way of ratification) be and is hereby given for the Whitewash Waiver; and
- (d) authorisation be granted to the Manager, any director of the Manager, the Trustee and any authorised signatory of the Trustee 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 Trustee or such authorised signatory of the Trustee, as the case may be, may consider expedient or necessary or in the interests of Spring REIT to give effect to all matters in relation to the Whitewash Waiver.”

By order of the board of Directors of  
**Spring Asset Management Limited**  
(as manager of Spring Real Estate Investment Trust)  
**Mr. Toshihiro Toyoshima**  
*Chairman of the Manager*

Hong Kong, 23 July 2024

*Registered Office of the Manager:*  
Room 2602, 26/F, LHT Tower  
31 Queen’s Road Central  
Central, Hong Kong

*Notes:*

- (a) A Unitholder who is entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend, on a poll, vote in his/her stead. The person appointed to act as a proxy need not be a Unitholder.
- (b) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the Unit Registrar, Tricor Investor Services Limited at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.
- (c) Where there are joint registered Unitholders of a unit, any one of such Unitholders may vote at the meeting in respect of such unit as if he/she were solely entitled thereto, but if more than one of such Unitholders is present at the meeting, that one of such Unitholders so present whose name stands first on the Register of Unitholders in respect of such unit shall alone be entitled to vote in respect thereof.

- (d) In order to determine which Unitholders will qualify to participate in and vote at the EGM, the Register of Unitholders will be closed from Tuesday, 6 August 2024 to Friday, 9 August 2024, both days inclusive, during which period no transfer of units will be registered. For those Unitholders who are not on the Register of Unitholders, in order to be qualified to participate in and vote at the EGM, all unit certificates accompanied by the duly completed transfer forms must be lodged with the unit registrar of Spring REIT in Hong Kong, Tricor Investor Services Limited at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 5 August 2024.
- (e) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 2:00 p.m. on the date of the EGM, the EGM will be adjourned. The Manager will post an announcement on the website of Spring REIT ([www.springreit.com](http://www.springreit.com)) and the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Unitholders of the date, time and place of the adjourned EGM.

The EGM will be held as scheduled while an Amber or a Red Rainstorm Warning Signal is in force. Unitholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situation.

*As at the date of this notice, the directors of the Manager are Toshihiro Toyoshima (Chairman and non-executive director); Leung Kwok Hoe, Kevin (Chief Executive Officer and executive director) and Chung Wai Fai, Michael (executive director and Chief Financial Officer); Hideya Ishino (non-executive director); and Simon Murray, Lam Yiu Kin, Qiu Liping and Tong Shumeng (independent non-executive directors).*