



Spring Real Estate Investment Trust

春泉產業信託

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

(Stock code: 01426)

Managed by
Spring Asset Management Limited

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 9 AUGUST 2024

I/We ^(Note 1) _____ (Name) of _____

_____ (Address)

being the registered holder(s) of ^(Note 2) _____ units of and in Spring
Real Estate Investment Trust (“Spring REIT”) hereby appoint ^(Note 3) _____

_____ (Name) of _____

_____ (Address) or failing
him/her, THE CHAIRMAN OF THE MEETING ^(Note 3) to act as my/our proxy/proxies to attend and act on my/our behalf at the Extraordinary
General Meeting of unitholders of Spring REIT (“Unitholders”) to be held at Room 2401-2, One Admiralty Centre, 18 Harcourt Road, Hong Kong
on Friday, 9 August 2024 at 4:00 p.m. and at any adjournment thereof and to vote for me/us on the undermentioned resolutions as indicated below.

Terms defined in the circular of Spring REIT dated 23 July 2024 (the “Circular”) shall have the same meanings when used in this form of proxy,
unless the context otherwise requires. The full text of the Ordinary Resolutions, is set out in the Notice of Extraordinary General Meeting dated
23 July 2024.

Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
<p>THAT, conditional upon the Special Resolution being passed:</p> <p>(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</p> <p>(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.</p>		
<p>Special Resolution</p> <p>THAT, subject to the granting of the Whitewash Waiver by the Executive and any conditions that may be imposed thereon:</p> <p>(a) approval (where relevant, shall include approval by way of ratification) be and is hereby given for the Whitewash Waiver; and</p> <p>(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 Whitewash Waiver.</p>		

Dated the _____ day of _____ 2024

Unitholder's signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) are to be inserted in BLOCK letters.
2. Please insert the number of units registered in your name(s) or insert the number of units for this proxy. If no number is inserted, this form of proxy will be deemed to relate to all the units in Spring REIT registered in your name(s).
3. A Unitholder entitled to attend at the Extraordinary General Meeting (or at any adjournment thereof) is entitled to appoint no more than two proxies to attend in its/his/her stead. Any Unitholder being a corporation may by resolution of its directors (or other governing body) authorise any person to act as its representative at any meeting of Unitholders and a person so authorised shall at such meeting be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise as if it were an individual Unitholder. The person appointed to act as proxy or corporate representative need not be a Unitholder. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, please insert the name and address of the proxy desired in the space provided and strike out the words "or, failing him/her, THE CHAIRMAN OF THE MEETING".
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE A "✓" IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE A "✗" IN THE APPROPRIATE 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, **unless your proxy is the Chairman of the Extraordinary General Meeting, in which case you will be deemed to have abstained from voting on that resolution.** Your proxy (except the Chairman of the Extraordinary General Meeting, who will always abstain) 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.
5. This form of proxy must be in writing under the hand of you or your attorney duly authorised in writing or, in the case of a corporation, must be either under the common seal or under the hand of an officer or attorney duly authorised in accordance with its constitutional documents.
6. In order to be valid, this form of proxy and any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at Spring REIT's 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 appointed for holding the Extraordinary General Meeting or any adjournment thereof. Delivery of this form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting (as the case may be) and, in such event, this form of proxy shall be deemed to have been revoked.
7. Where there are joint registered Unitholders of a unit, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint registered Unitholders and for this purpose, seniority shall be determined by the order in which the name stands in the register of Unitholders in respect of such unit.
8. The voting of the above ordinary resolutions at the Extraordinary General Meeting will be taken by way of poll. On a poll, votes may be given either personally or by proxy and ever Unitholder who is present in person, by corporate representative or by proxy shall have one vote for every unit of which is the Unitholder.
9. Any alternation made to this form of proxy must be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

- I. "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which may include but is not limited to your name and/or address.
- II. Your Personal Data is supplied to Spring REIT and/or Spring Asset Management Limited (as manager of Spring REIT) ("Manager") on a voluntary basis. Failure to provide sufficient information may render the Manager not able to process your instructions and/or requests as stated in this form of proxy.
- III. Your Personal Data may be disclosed or transferred by Spring REIT or the Manager to companies controlled by Spring REIT, or subsidiaries of the Manager, or the Unit Registrar, and/or other companies or bodies for any of the purposes stated in this form of proxy, and retained for such period as may be necessary for verification and record purposes.
- IV. You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of the Unit Registrar.