An investment in the Units involves significant risks. Prospective investors should consider carefully, together with all other information contained in this Offering Circular, the risk factors described below before deciding to invest in the Units.

As an investment in a collective investment scheme is meant to produce returns over the long term, investors should not expect to obtain short-term gains.

Investors should be aware that the price of the Units, and the income from them, may rise or fall. Investors should note that they may not get back their original investment and that they may not receive any distributions. The occurrence of any of the following events could harm us. If any of these events occurs, the trading price of the Units could decline and you may lose all or part of your investment.

Before deciding to invest in the Units, prospective investors should seek professional advice from their advisors regarding their prospective investment in the context of their particular circumstances.

RISKS RELATING TO SPRING REIT

The outlook for financial markets and the world economy is uncertain and Spring REIT may be adversely affected by any economic slowdown

The global financial crisis which unfolded in 2008 resulted in a marked slowdown in world economic growth, economic contractions in certain markets, more commercial and consumer delinquencies, weakened consumer confidence and increased market volatility. The outlook for financial markets and the world economy is uncertain. In the near term, economic downturns may result in a reduction in business activity and income levels in the PRC and the rest of the world. An economic decline in the PRC and/or the rest of the world could lead to decreases in leasing demand, rental levels and occupancy rates of commercial real estate in Beijing, and thus adversely affect Spring REIT's results of operations and future growth.

Adverse economic conditions could adversely affect Spring REIT if they result in:

- a negative impact on the ability of the tenants to pay their rents in a timely manner or to continue their leases;
- a negative impact on Spring REIT's ability to attract new and/or retain tenants and maintain high occupancy and rental rates;
- an increased likelihood that one or more of (i) Spring REIT's lending banks or (ii) Spring REIT's insurers may be unable to honor or renew their commitments to Spring REIT, or that Spring REIT may not be able to obtain sufficient funding for its operations or refinance its indebtedness when required; or
- an increase in counterparty risk (being the risk of monetary loss which Spring REIT may be exposed to if any of its counterparties encounters difficulty in meeting its obligations under the terms of its respective transactions).

Any economic slowdown and any of the above factors could have a material adverse effect on Spring REIT's business, financial condition, results of operations and prospects.

Spring REIT may be unable to renew leases or re-lease vacant space at the same or higher rental rates or at all upon lease expirations or early terminations

As of June 30, 2013, leases representing approximately 28%, 31% and 12% of the Leased Office GFA of the Property were scheduled to expire in the six months ending December 31, 2013, and the years ending December 31, 2014 and 2015, respectively. In addition, leases may be terminated before expiration, especially during an economic downturn. There is no assurance that Spring REIT will be able to renew these leases or secure replacement tenants for the vacant space at the same or higher rental rates. If Spring REIT is unable to renew leases or re-lease a significant portion of available space, Spring REIT may experience long periods of vacancy at the Property. In addition, the current rental yield may not be sustained. Spring REIT may have to lower rental rates to secure tenants which would also negatively affect revenue. As a result, Spring REIT's business, financial condition, results of operations, cash flows, prospects and its ability to satisfy its debt service obligations could be materially adversely affected.

Spring REIT's operations may be adversely affected if the Property Manager fails to operate and manage the Property in an efficient and effective manner or terminates the Property Management Agreement before expiration or decides not to renew the Property Management Agreement upon expiration

The Property Manager is appointed by RCA01 as its agent to conduct the day-to-day operation and management of the Property under the Property Management Agreement. The Property Manager is responsible for providing lease management services, building management services and cash management services in respect of the Property, and obtaining and maintaining all approvals and permits necessary for the operation and management of the Property. Among other things, the Property Manager manages the execution of lease agreements and the collection of rents and the payment of costs and expenses concerning the operation of the Property. The failure of the Property Manager to manage the Property in an efficient and effective manner may have a negative impact on the overall operation of the Property, such as lower quality of building management services and lower rental incomes from poor lease management, which in turn may materially adversely affect the underlying value of the Property and Spring REIT's business, financial condition, results of operations and prospects.

Furthermore, if the Property Manager terminates the Property Management Agreement before expiration or decides not to renew the Property Management Agreement upon expiration on August 31, 2015, the REIT Manager may not be able to replace the Property Manager in a timely manner, or on terms similar to those under the Property Management Agreement. During any period where there is no property manager in place, Spring REIT would face a substantial disruption to its operations. As a result, Spring REIT's business, financial condition, results of operations and prospects could be materially adversely affected.

Currency fluctuations, especially in the value of RMB, could affect the amount of distributions to Unitholders and the market value and sale price of the Units

The revenue received from the Property is denominated in RMB, which will have to be converted into (i) U.S. dollars to make principal and interest payments under the Term Loan Facility and (ii) Hong Kong dollars for the payment of the distributions to the Unitholders. Accordingly, Spring REIT is exposed to risks associated with exchange rate fluctuations, which may adversely affect Spring REIT's results of operations due to the translation of currencies. The value of the RMB against the U.S. dollar, Hong Kong dollar and other foreign currencies fluctuates and is affected by changes in the PRC and international political and economic conditions and many other factors. The value of the distributions received by a Unitholder may be adversely affected by fluctuations in the exchange rates between the RMB, U.S. dollar, Hong Kong dollar and any other currencies that may be adopted from time to time. Although the RMB has appreciated against the U.S. dollar and the Hong Kong dollar in the past few years, there is no assurance that the value of the RMB will not decrease in the future. A depreciation of the RMB may result in a decrease in the market value of the Units and the value of the proceeds denominated in Hong Kong dollars that a Unitholder would receive upon sale of the Units in Hong Kong.

A decrease in the fair value of the Property at revaluation could result in a decrease in the net profit of Spring REIT for the relevant period and trigger certain events which may lead to adverse consequences under the Term Loan Facility and the REIT Code

Under Spring REIT's accounting policies, any decrease in the fair value of the Property would result in non-cash charges to the statement of comprehensive income, and may give rise to a substantial decline in net profit for the relevant period.

If any decrease in the fair value of the Property results in a breach of the loan-to-value covenants in the Term Loan Facility, Spring REIT may be required to apply cash flow from the Property to prepay the Term Loan Facility in part to remedy such breach, and any failure or inability to do so may cause an event of default under the Term Loan Facility. As a result, Spring REIT's business, financial condition, results of operations and prospects could be materially adversely affected.

In addition, Spring REIT's borrowings are limited by the REIT Code to no more than 45.0% of its total gross asset value and a downward revaluation of assets may result in a breach of this borrowing limit requirement. Upon the completion of the Global Offering, the aggregate amount of existing borrowings of Spring REIT will represent approximately 33.9% (based on the Maximum Offer Price) and 34.1% (based on the Minimum Offer Price) of the total gross asset value of Spring REIT, based on the unaudited pro forma statement of financial position of Spring REIT set out in Appendix II to this Offering Circular. A downward revaluation of assets may result in a breach of the borrowing limit under the REIT Code. In the event of such a breach, Spring REIT would not be able to incur further borrowings or draw down on its loan facilities, and the REIT Manager would be required to use its best endeavors to reduce excess borrowings, which may constrain its operational flexibility including the ability to make new investments or acquisitions. The REIT Manager is required to inform Unitholders and the SFC of the magnitude of the breach, the cause of the breach, the proposed method of rectification and the progress of the rectification on a regular basis.

The results of operations and value of Spring REIT may be adversely affected by fluctuations in interest rates

Fluctuations in interest rates may increase Spring REIT's interest costs incurred under the Term Loan Facility and they may adversely affect the financial position of Spring REIT and the ability of Spring REIT to make distributions to Unitholders. The Term Loan Facility has a floating interest rate of three-month LIBOR plus 3.5% per annum. For details of the Term Loan Facility, see the section headed "Material Agreements and Other Documents Relating to Spring REIT—US$515,000,000 Secured Term Loan Facility Agreement" in this Offering Circular. In addition, fluctuations in interest rates may have an adverse effect on the level of activity in the property market and as a result may have a material adverse effect on the business, financial condition, results of operations, value of the Property and prospects of Spring REIT.

Spring REIT will operate principally through its interest in RCA01 and relies on income earned from the Property to make distributions and there are various risks relating to RCA01's ability to make distributions. Spring REIT may not be able to make distributions to Unitholders in a timely manner or at all or the level of distributions may fall

Spring REIT will operate principally through its interest in RCA01, the real estate investment of which currently consists solely of the Property. RCA01 relies on the income earned from the Property to make distributions to Spring REIT. Any negative performance or results of operations with respect to the Property will adversely affect the overall performance of Spring REIT and the ability of Spring REIT to make distributions to Unitholders in a timely manner or at all. If the Property and any other properties which Spring REIT acquires in the future do not generate sufficient operating profit, Spring REIT's business, financial condition, results of operations, prospects and its ability to make distributions to the Unitholders may be materially adversely affected.

The ability of RCA01 to make distributions to Spring REIT will depend on a variety of factors including revenue, operating expenses, capital expenditure and debt servicing commitments. There can be no assurance that RCA01 will have sufficient revenue, cash flow and distributable profits in any future period to enable dividends to be paid or advances to be made to Spring REIT, nor is there any assurance that the level of distributions can be maintained or will increase over time. If RCA01 does not have sufficient revenue, cash flow and distributable profits to make distributions to Spring REIT, Spring REIT may be required to obtain financing to satisfy the payment of distributions to Unitholders. If Spring REIT is unable to obtain financing on terms that are acceptable or at all, the amount of distributions to Unitholders could be adversely affected. If Spring REIT obtains financing to support the making of distributions to Unitholders, additional finance costs may be incurred which will, in turn, reduce the distributable income of Spring REIT.

Spring REIT's ability to make distributions to Unitholders may be adversely affected by increases in operating expenses without a corresponding increase in revenue in the same period

Spring REIT's results of operations and ability to make distributions to Unitholders could be adversely affected if its operating expenses increase without a corresponding increase in revenue. Factors which could lead to an increase in operating expenses include, but are not limited to, the following:

- increases in taxes and other statutory charges;
- changes in statutory laws, regulations or government policies which increase the cost of compliance with such laws, regulations or policies;
- changes in direct or indirect tax policies, laws or regulations;
- increases in sub-contracted service costs;
- increases in repair and maintenance costs;

- increases in the rate of inflation;
- defects affecting Spring REIT's properties;
- environmental pollution in connection with Spring REIT's properties;
- increases in insurance premium;
- increases in the cost of utilities;
- costs and expenses not covered by the existing insurance policies; and
- increases in labor costs.

Spring REIT's results of operations may be adversely affected if it fails to retain or replace certain key personnel of the REIT Manager and the Property Manager

Spring REIT's success depends, in part, upon the continued service and performance of the key executive officers and certain other key senior personnel of the REIT Manager and the Property Manager. These persons may leave the REIT Manager or the Property Manager in the future, and also may thereafter compete with it and Spring REIT. The loss of any of these individuals and the inability to recruit suitable replacements could have a material adverse effect on Spring REIT's business, financial condition, results of operations and prospects.

Spring REIT's portfolio growth depends on its ability to obtain external sources of capital

In order to maintain Spring REIT's qualification as a REIT, it is required under the REIT Code to annually distribute at least 90% of its audited annual net income after tax, subject to certain adjustments. In addition, the REIT Manager has the discretion to distribute additional amounts. For more details on Spring REIT's distribution policy, see the section headed "Distribution Policy" in this Offering Circular. Therefore, Spring REIT may not be able to fund future capital needs, including any necessary acquisition financing, from its operating cash flow. Consequently, it may need to rely on external sources of funding to expand its portfolio, which may not be available in a timely manner on commercially acceptable terms or at all. In addition, the amount of funds that Spring REIT can borrow is subject to the loan-to-value covenants under the Term Loan Facility and the borrowing limit of 45.0% of the total gross asset value of Spring REIT under the REIT Code. If Spring REIT cannot obtain capital from external sources or on commercially acceptable terms in a timely manner, it may not be able to acquire properties when strategic opportunities exist. As a result, the business, financial condition, results of operations and prospects of Spring REIT could be materially adversely affected.

The REIT Manager may not be able to achieve its key objectives for Spring REIT and its stated strategies for accomplishing such objectives may change

The REIT Manager's key objectives for Spring REIT are to provide the Unitholders with stable distributions and the potential for sustainable long-term growth in the distributions and enhancement in the value of the real estate assets. While the REIT Manager has formulated specific strategies outlined in the section headed "Strategy" in this Offering Circular to accomplish these key objectives, there can be no assurance that it will be able to successfully implement such strategies, or that it will be able to do so in a timely and cost effective manner. Unitholders and potential investors should also note that, subject to the requirements of the REIT Code, the Trust Deed, the Listing Agreement and applicable laws and regulations, the REIT Manager has absolute discretion to determine the strategies of Spring REIT and therefore the strategies outlined in the section headed "Strategy" in this Offering Circular may change.

Spring REIT and the REIT Manager are both newly established entities and do not have established operating histories for investors to rely on in making an investment decision

The REIT Manager was incorporated on January 29, 2013 and Spring REIT was established on November 14, 2013. Accordingly, neither Spring REIT nor the REIT Manager has an operating history by which its respective past performance may be judged and investors may find it difficult to evaluate their business and prospects. In particular, RCA01's historical financial information included in this Offering Circular may not necessarily reflect Spring REIT's results of operations, financial condition and cash flows in the future or what its results of operations, financial condition and cash flows would have been had it been a separate, stand-alone entity during each of the periods presented. Further, there can be no assurance that the REIT Manager will be able to successfully operate Spring REIT as a REIT or as a publicly listed entity.

The REIT Manager's operations are subject to regulation and its licensing conditions

The REIT Manager is required to be licensed under the SFO for the regulated activity of asset management. No assurance can be given that the REIT Manager will be operated and managed in accordance with its licensing and approval conditions. In particular, the departure of any of the three responsible officers of the REIT Manager may result in the loss of the REIT Manager's license to act as the manager of Spring REIT. There can be no assurance that the REIT Manager will be able to retain new qualified responsible officers in a timely manner or to appoint new qualified responsible officers on commercially acceptable terms in order to maintain the REIT Manager's license. In the event that the REIT Manager ceases to be licensed under the SFO, Spring REIT may need to appoint other licensed or approved management companies. The loss of the services of the REIT Manager may materially adversely affect the business, financial condition, results of operations and prospects of Spring REIT if a competent successor cannot be found. In the event that no other management companies duly licensed or approved are willing to replace the existing REIT Manager, the Trustee may terminate Spring REIT.

Spring REIT may face risks associated with debt financing and the debt covenants in the financing agreements could limit or adversely affect Spring REIT's operations

Spring REIT's level of debt and the covenants imposed on it by its current or future financing agreements (whether directly or through RCA01) could have significant adverse consequences, including, but not limited to, the following: (i) its cash flow may be insufficient to meet its required principal and interest payments; (ii) it may be unable to borrow additional funds as needed or on commercially acceptable terms; (iii) it may be unable to refinance its indebtedness upon maturity or the refinancing terms may be less favorable than the terms of the original indebtedness; (iv) it may default on its obligations and the lenders or mortgagees may foreclose on its properties, and require a forced sale of the mortgaged property, or foreclose on its interests in the entities that own the properties and require a forced sale of those entities; (v) it is subject to restrictive covenants under the Term Loan Facility and may be subject to similar covenants in future loan agreements, which limit or may limit or otherwise adversely affect Spring REIT's or RCA01's operations, such as their ability to incur additional indebtedness, acquire properties, make certain other investments, make capital expenditures, or make distributions from RCA01 to Spring REIT and from Spring REIT to Unitholders; (vi) it is subject to a prescribed debt service coverage ratio under the Term Loan Facility and may be required to hold funds in a prescribed account or apply the funds on deposit in the prescribed account towards the prepayment of the loan if it fails to comply with such debt service coverage ratio; (vii) it may violate covenants under the Term Loan Facility and in future loan documents, which would entitle the lenders to accelerate its debt obligations; and (viii) its default under any one of its loan agreements could result in a cross default under other indebtedness. If any one or more of these events were to occur, Spring REIT's business, financial condition, results of operations, cash flow, prospects and its ability to satisfy its debt service obligations and make distributions to Unitholders could be materially adversely affected.

If payments under the current or future bank borrowings of Spring REIT are not made when required, the lending banks may declare a default and enforce the security. Also, if certain covenants under the relevant loan agreements are breached, the lending bank may declare an event of default, demand the immediate repayment of all outstanding loans and other sums payable under such loan agreements and enforce the security. Further, Spring REIT may, from time to time, require debt financing to achieve the REIT Manager's investment strategies. Spring REIT will be subject to risks normally associated with debt financing. Payments of principal and interest on borrowings may leave Spring REIT with insufficient cash resources to operate the Property or make distributions to Unitholders necessary to maintain its REIT qualification. As a result, the business, financial condition, results of operations and prospects of Spring REIT could be materially adversely affected.

Spring REIT's investments or acquisitions in the future may not be successful, which may adversely affect the results of operations of Spring REIT

Spring REIT may invest in or acquire other commercial and commercial-related real estate assets in the future. These assets may expose Spring REIT to additional local real estate market conditions, such as competition and supply and demand conditions. The success of any investment or acquisition will depend on a number of factors, including Spring REIT's ability to identify suitable acquisition targets, complete and integrate successfully the acquisition into Spring REIT's business, and execute the acquisition strategies. As a result, there can be no assurance that Spring REIT's investments or acquisitions in the future will be successful, which in turn may incur loss and materially adversely affect the business, the results of operation, financial condition and prospects of Spring REIT.

There are potential conflicts of interest between Spring REIT and AD Capital and the Property Manager

AD Capital may influence the affairs of Spring REIT through its control over RCA Fund and the REIT Manager. RCA Fund, a fund managed by AD Capital pursuant to a management agreement between AD Capital and RCA Fund (acting through its general partner, RCAC), is expected to hold, immediately following the completion of the Global Offering, 658,500,000 Units (constituting 60.0% of the total number of Units in issue) (assuming that the Over-allotment Option is not exercised) or 592,575,000 Units (constituting 54.0% of the total number of Units in issue) (assuming the Over-allotment Option is exercised in full). AD Capital will therefore have the ability to influence RCA Fund's right as a Unitholder in respect of the affairs of Spring REIT (in so far as such matters are subject to the vote by the Unitholders and RCA Fund is not required to abstain from voting), including in relation to approval of significant corporate transactions, such as acquisitions or disposals. In addition, the REIT Manager is a wholly-owned subsidiary of AD Capital and some of its non-executive Directors are also directors and/or senior executives of AD Capital. AD Capital may exercise influence over the activities of Spring REIT through the REIT Manager.

The principal activities of AD Capital include investment in, among other things, real estate assets and although, prior to the completion of the Global Offering, the Property is currently AD Capital's only real estate investment in the PRC, there can be no assurance that AD Capital will not invest in real estate assets in Beijing or elsewhere in the PRC in the future. Moreover, AD Capital may in the future manage or invest in other real estate investment trusts or other vehicles which may compete with Spring REIT. There can be no assurance that conflicts of interest will not arise between Spring REIT and AD Capital in the future.

The Property Manager is currently 40% owned by AD Capital and 60% by third parties. If the Property Manager were to manage a property which competes with the Property, there can be no assurance that the Property Manager will not favor those properties owned by AD Capital or such third parties over the Property when providing management services to Spring REIT, which could lead to lower occupancy rates and/or lower rental income for the Property as a whole and thus materially adversely affect the business, financial condition, results of operations and prospects of Spring REIT and distributions to Unitholders.

The representations, warranties and indemnities granted in favor of Spring REIT by RCA Fund are subject to limitations

The representations, warranties and indemnities granted in favor of Spring REIT by RCA Fund pursuant to the Reorganization Agreement and the Deed of Tax Covenant are subject to limitations as to their scope and as to the amount and timing of claims which can be made thereunder. Generally, a claim for a breach of any representation, warranty or undertaking by RCA Fund under the Reorganization Agreement must be made within three years from the date of Completion and a tax-related claim under the Deed of Tax Covenant must be made within seven years from the date of Completion. In addition, the aggregate maximum liability of RCA Fund in respect of all claims made under the Reorganization Agreement and the Deed of Tax Covenant shall not exceed the aggregate value of the Units issued to RCA Fund under the Reorganization Agreement at the final Offer Price. Based on the Offer Price range stated in this Offering Circular of between HK$3.81 and HK$4.03, the maximum liability of RCA Fund in this respect is expected to be between HK$3,810 million and HK$4,030 million. There is no assurance that any breaches by RCA Fund of such representations, warranties and indemnities can be identified and a claim made within such limitation periods or that Spring REIT will be compensated for all losses or liabilities suffered or incurred as a result of such breaches by RCA Fund.

RCA Fund and AD Capital may not be able to meet their respective obligations under the Reorganization Agreement and the Deed of Tax Covenant

To support its obligations under the Reorganization Agreement and the Deed of Tax Covenant, RCA Fund has undertaken to retain 15% of the Units in issue immediately upon completion of the Global Offering for a period of three years from the date of Completion (being the limitation period for general claims under the Reorganization Agreement), and thereafter 10% of the Units in Spring REIT in issue at the completion of the Global Offering for the next two years (to support, in part, the remaining limitation period for tax claims under the Deed of Tax Covenant). There is no assurance that the Units retained by RCA Fund will be sufficient to satisfy any claims made against RCA Fund under the Reorganization Agreement and the Deed of Tax Covenant since the Units retained represent only a portion of the aggregate Units issued to RCA Fund pursuant to the Reorganization Agreement, the retention period for such Units does not cover the entire limitation period for claims under the Deed of Tax Covenant and the value of such Units will depend on the prevailing market price of such Units. In addition, AD Capital has agreed to guarantee to the Trustee the performance by RCA Fund of its indemnification and retention obligations under the Reorganization Agreement and the Deed of Tax Covenant. However, there is no assurance that AD Capital will have the financial resources to satisfy any claims made pursuant to that guarantee.

Spring REIT may engage in hedging transactions, which can limit gains and increase exposure to losses, and not offer full protection against interest rate and exchange rate fluctuations

Spring REIT may enter into hedging transactions to protect itself from the effects of interest rate fluctuations on floating rate debt and exchange rate fluctuations. Hedging transactions may include entering into hedging instruments, purchasing or selling futures contracts, purchasing put and call options or entering into forward agreements. However, hedging activities may not always have the desired beneficial effect on the results of operations or financial condition of Spring REIT. The REIT Manager currently does not have any immediate plans to enter into any other hedging transactions, apart from the plain vanilla interest rate caps entered into by RCA01 in February 2013 to economically hedge the interest rate risk arising from the Term Loan Facility with principal amount of US$515 million. For more information on the hedging transactions RCA01 has entered into, please see the section headed "Management's Discussion and Analysis of Financial Condition and Results of Operations — Quantitative and Qualitative Disclosure about Market Risk" in this Offering Circular. No hedging activity can completely insulate Spring REIT from risks associated with changes in interest rates and exchange rates. Moreover, hedging could fail to protect or adversely affect Spring REIT because, among other things:

- the available hedging may not correspond directly with the risk for which protection is sought;
- the duration or nominal amount of the hedge may not match the duration of the related liability;
- the party owing money in the hedging transaction may default on its obligation to pay;
- the credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs the ability of Spring REIT to sell or assign its side of the hedging transaction; and
- the value of the derivatives used for hedging may be adjusted from time to time in accordance with accounting rules to reflect changes in fair value. Downward adjustments and the significant loss in value of hedging instruments due to a write down to fair value would reduce the NAV of Spring REIT.

Hedging involves risks and typically involves costs, including transaction costs, which may reduce overall returns. These costs increase as the period covered by the hedging increases and during periods of rising and volatile interest rates. These costs will also limit the amount of cash available for distributions to the Unitholders.

The outbreak of an infectious disease or any other serious public health concerns in Asia and elsewhere could adversely impact the business, financial condition and results of operations of Spring REIT

The outbreak of infectious diseases such as Influenza A (H1N1), avian influenza (H5N1 and H7N9), Severe Acute Respiratory Syndrome (SARS), Middle East Respiratory Syndrome Coronavirus (MERS-CoV) or other serious public health concerns in Beijing or Asia, together with any resulting restrictions on travel and/or the imposition of quarantines, could have a negative impact on economic and business activities in Beijing and Asia and could thereby adversely impact the revenues and performance of Spring REIT. In particular, there have been a number of outbreaks of H7N9 bird flu in several provinces in the PRC. A further spread of H7N9 bird flu may have a negative impact on the economic and business activities in China and thereby adversely affect Spring REIT's results of operation. There can be no assurance that any precautionary measures taken against infectious diseases will be effective. A future outbreak of an infectious disease or any other serious public health concerns in Asia and elsewhere could have a material adverse effect on the business, financial condition, results of operations and prospects of Spring REIT.

Spring REIT's internal control policies and procedures may not be effective

The REIT Manager has established corporate governance policies and operational procedures that seek to prevent misconduct and fraud in the operation and financial management of Spring REIT. However, there can be no assurance that these policies and procedures will be effective and that there will not be any misconduct and fraud by the management and employees of the REIT Manager. In addition, Spring REIT is managed by management teams based in mainland China, Hong Kong and Tokyo, which may increase the risk of violations of these policies and procedures. If Spring REIT's internal control policies and procedures are not effective, Spring REIT's business, financial condition, results of operations and prospects may be adversely affected.

RISKS RELATING TO THE PROPERTY

Spring REIT presently relies on the Property for all of its revenue

Spring REIT presently relies on the Property for all of its revenue. This concentration may entail a higher level of risk as compared to some other REITs and listed real estate corporations that have more than one property, in particular those with properties which are spread over several different locations or which have a more diverse range of investments. Any circumstance that adversely affects the operations or business of the Property, or its attractiveness to tenants, may adversely affect the revenue generated by the Property, and Spring REIT will not have income from other properties to mitigate any ensuing loss arising from such circumstances. As a result, the business, financial condition, results of operations and prospects of Spring REIT could be materially adversely affected. In addition, a concentration of investment in the Property causes Spring REIT to be highly susceptible to market conditions in the PRC as a whole and Beijing and its CBD in particular.

RCA01 is subject to taxes that may increase or be imposed in the future, which may adversely affect Spring REIT's financial condition

RCA01 is subject to the various types of taxes in the PRC on the income and gains derived from the operation of the Property, such as income tax (including withholding tax and capital gains tax), business tax, real estate tax, land use tax and stamp duty. In the event of a disposal of the Property, the income and gains derived by RCA01 may also be subject to various types of taxes in the PRC, including income tax, business tax, land appreciation tax, stamp duty and local surcharge implications in the PRC. For more information on the taxes that RCA01 is subject to, please see the section headed "Taxation — PRC Taxation of RCA01" in this Offering Circular. There is no assurance that these existing taxes and the taxation bases will not vary in the future.

Further, certain taxes in the PRC such as the real estate tax are subject to the discretion or practice of local tax bureaus, and thus the amount of taxes payable may vary. If the tax assessed in respect of the Property increases, the business, financial position, results of operations, prospects and distributions of Spring REIT could be adversely affected.

The Appraised Value is based on various assumptions and the price at which Spring REIT is able to sell the Property may be different from the Appraised Value or the initial acquisition price of the Property

The Independent Property Valuer's Valuation Report is contained in Appendix IV to this Offering Circular. In conducting its valuation of the Property, the Independent Property Valuer primarily adopted discounted cash flow and the income capitalization approach. The valuation was based on certain assumptions and required a subjective determination of certain factors relating to the Property, such as its relative market position, its financial and competitive strengths, location and its physical condition.

There can be no assurance that the assumptions are accurate measures of the market or that the Property was valued accurately. Further, the Appraised Value of the Property is not an indication of, and does not guarantee, a sale price at that value at present or in the future. The price at which Spring REIT may sell the Property in the future may be lower than the Appraised Value or the initial acquisition price of the Property. These factors may have a material adverse effect on the business, financial condition, results of operations and prospects of Spring REIT.

The survey exercise carried out by the Property Consultant on the Property may not have identified all material defects, breaches of laws and regulations and other deficiencies

In connection with the acquisition of the Property by Spring REIT by way of acquisition of RCA01, due diligence reviews, surveys and inspections of the Property have been conducted by the Property Consultant. A letter from the Property Consultant in relation to its due diligence survey report is set out in Appendix V to this Offering Circular. The due diligence survey comprised, among other things: (i) visual inspection of the Property; (ii) visual inspection of the current building layouts and usage against the latest approved building plans; (iii) visual inspection of major accessible building elements, including the façade, units, external walls, roofs, corridors, lavatories, electrical and mechanical plant rooms; and (iv) visual inspection of all major building services installations, including mechanical ventilation, air conditioning, fire services, electricity, lifts and plumbing.

Nevertheless, the due diligence process with respect to the physical condition of the Property has been limited. There can be no assurance that such reviews, surveys or inspections (or the relevant review, survey or inspection reports on which Spring REIT, the REIT Manager and the Listing Agent have relied) would have revealed all defects or deficiencies affecting the Property. In particular, there can be no assurance as to the absence of: (i) latent or undiscovered defects or deficiencies; or (ii) inaccuracies or deficiencies in such reviews, surveys or inspection reports.

If the Property has any other material latent property or equipment defects which have not been identified, Spring REIT may incur additional capital expenditures, liabilities and expenses, other than those disclosed in this Offering Circular. Costs or liabilities arising from such property or equipment defects may involve significant and potentially unpredictable patterns and levels of expenditure, which may have a material adverse effect on Spring REIT's business, financial condition, results of operations and prospects.

The land which the Property occupies or parts thereof may be resumed compulsorily by the PRC Government when the use term of the land expires or before the end of such use term where a legitimate public interest for requisition of such land is established

The PRC Government has the power to resume compulsorily any land in the PRC when the use term of the land expires or before the end of such use term where a legitimate public interest for requisition of such land is established. In such event, the existing occupier of the land would no longer have any right to occupy the land and any immoveable assets on the land would cease to be owned by the existing occupier. In the event of any compulsory resumption of property in the PRC before the end of its use term, the land user will be compensated by the PRC Government. However, if the land use right in respect of the Property was so resumed compulsorily by the PRC Government, the level of compensation paid to RCA01 as the owner of the Property may be less than the price which Spring REIT paid for its interest in the Property. This may have a material adverse effect on the business, financial condition, results of operations and prospects of Spring REIT.

The Property may face increased competition from other properties in Beijing and other cities in the PRC

The office building property sector in the CBD of Beijing is a competitive market. Spring REIT competes for tenants with developers, owners and operators of office buildings in the CBD of Beijing, including Office Tower 3 in China Central Place, which is owned by Beijing Guohua. New supply of office buildings in the CBD will result in additional competition for tenants, and approximately 1.1 million sq.m. of Grade A office space in Beijing is anticipated to enter into the market from 2013 to 2016 according to DTZ. Any renovations and upgrading of competing office building properties may also reduce the competitiveness of older or existing properties such as the Property, which was constructed more than six years ago.

In addition, one of the key attractions of the Property is its location within the CBD of Beijing. As other business districts in Beijing develop and become popular with businesses, the Property may become less attractive to existing and potential tenants. Such developments could cause existing tenants in the Property to relocate away from the Property, and Spring REIT may have to lower rental rates at the Property in order to retain existing tenants or attract new tenants.

Further, Spring REIT's competiveness and attractiveness depend, to a large extent, on the local conditions of Beijing and the CBD in Beijing, such as environment and transportation. Severe environmental pollution such as severe smog and air pollution and traffic congestion problems in Beijing may adversely affect the competiveness and attractiveness of Beijing as an office location for corporations. If a significant number of tenants relocate their offices to other cities in the PRC, or to areas outside the CBD in Beijing, as a result of the local conditions in Beijing and the CBD in Beijing, Spring REIT's business, financial condition, results of operation and prospects may be materially adversely affected.

There can be no assurance that new or existing competing properties will not offer lower rental rates or greater convenience, service, amenities or environmental conditions in the market in which the Property operates. An inability to compete effectively could result in the loss of tenants and rental income, and a material adverse effect on Spring REIT's business, financial condition, results of operations and prospects.

The Property is in part dependent upon the maintenance and development of the other parts and the brand name of China Central Place, which are not within the REIT Manager's control

The Property is part of China Central Place in Beijing, a mixed-use development consisting of (i) three Premium Grade office buildings; (ii) Shin Kong Place, one of the largest department stores in China by sales, and other shopping areas in China Central Mall, China Central Square and China Central Commercial Street, (iii) two five-star luxury hotels, The Ritz-Carlton Hotel Beijing and JW Marriott Hotel Beijing, and (iv) residential and serviced apartment buildings and a clubhouse. The real estate assets of China Central Place other than the Property are not owned by Spring REIT. The attractiveness and competitiveness of the Property are partially dependent on the quality of maintenance and development level of the other parts of China Central Place, which are outside the REIT Manager's control. The failure by the respective owners and operators to manage or develop the other parts of China Central Place appropriately may adversely affect the attractiveness and marketability of the Property. In addition, the operations of the Property may also be affected or disrupted by the redevelopment or renovation or physical damage to the other parts of China Central Place. Further, there is no assurance that any of Shin Kong Place, The Ritz-Carlton Hotel Beijing or JW Marriott Hotel Beijing will not relocate to other places in Beijing. Furthermore, any degradation or adverse market developments relating to the China Central Place brand name or any negative publicity affecting China Central Place could adversely affect the results of operations of the Property. Any of these events may adversely affect the prestige and marketability of China Central Place as a whole and the Property in particular, which in turn could materially adversely affect the business, financial condition, results of operations and prospects of Spring REIT.

Renovation or redevelopment works or physical damage to the Property may disrupt the operations of the Property and require capital expenditures periodically beyond the REIT Manager's current estimates

The quality and design of the Property have a direct influence over the demand for space in, and the rental rates of, the Property. The Property may need to undergo renovation or redevelopment works from time to time to maintain its competitiveness and may also require additional capital expenditure, special repair or maintenance expenses in respect of faults or problems that may develop or physical damage resulting from fire or other causes or because of new planning laws or regulations. As a result, Spring REIT may incur periodic capital expenditures for refurbishment and renovation of the Property in order to remain competitive or be income-producing. The costs of maintaining commercial property and the risk of significant and potentially unexpected maintenance or repair requirements tend to increase over time as the building ages. The business and operations of the Property may suffer some disruption and it may not be possible to collect the full or any rental income on space affected by such renovation and redevelopment works. As a result, Spring REIT's business, financial condition, results of operations and prospects may be materially adversely affected.

Existing or planned amenities and transportation infrastructure near the Property may be closed, relocated, terminated, delayed or abandoned

There is no assurance that existing or planned amenities, transportation infrastructure and public transportation services near the Property will not be closed, relocated, terminated, delayed or abandoned. If such an event were to occur, it may adversely impact the accessibility of the Property and the attractiveness and marketability of the Property to tenants. As a result, it may lead to decreases in rental rates and occupancy rates of the Property, which in turn could materially adversely affect the business, financial condition, results of operations and prospects of Spring REIT.

The loss of key tenants or any breach of their obligations under the lease agreements may have an adverse effect on Spring REIT's financial condition and results of operations

In the event that any key tenant experiences a downturn in their businesses, it may be unable to make timely rental payments. Spring REIT's claims for unpaid rent against a bankrupt tenant may not be paid in full. In addition, Spring REIT would incur time and expense relating to any eviction proceedings and would be unable to collect rent during such proceedings. Further, when key tenants decide not to renew their leases or terminate early, Spring REIT may not be able to re-let the space at all or on similar terms. As a result of these events, Spring REIT's cash flow, rental income, and profit could decrease and it may not be able to make distributions to Unitholders. Furthermore, loss of major tenants, especially tenants who are international or national leading brands, may adversely affect the attractiveness and prestige of the Property and thus Spring REIT's business, financial condition, results of operations and prospects.

Factors that affect the ability of such major tenants to meet their obligations include, but are not limited to:

- their financial position;
- the local economic conditions impacting business operations;
- the ability of such major tenants to compete with their competitors;
- where such major tenants have sub-leased the Property, the failure of the sub-tenants to pay rent; and
- material losses in excess of insurance proceeds.

RISKS RELATING TO THE REAL ESTATE INDUSTRY

The real estate industry may be adversely affected by laws and regulations

The real estate industry is subject to extensive governmental regulations. As with other property owners in the PRC, Spring REIT must comply with various requirements mandated by the PRC laws and regulations, including the policies and procedures established by local authorities designed for the implementation of such laws and regulations. In particular, the PRC Government exerts considerable direct and indirect influence on the development of the PRC real estate sector by imposing industry policies and other economic measures, such as control of foreign exchange, taxation, financing and foreign investment. Among other things, these measures include raising benchmark interest rates of commercial banks, placing additional limitations on the ability of commercial banks to make loans to property developers, imposing additional taxes and levies on property sales, restricting foreign investment in the PRC property sector and restricting domestic individuals to purchase properties in some cities in China. For additional information on the PRC laws and regulations relating to the real estate market, please refer to Appendix VI to this Offering Circular. Many of the real estate industry policies carried out by the PRC Government are unprecedented and are expected to be refined and improved over time. This refining and adjustment process may not necessarily have a positive effect on Spring REIT's operations and future business development. The REIT Manager cannot assure that the PRC Government will not adopt additional and more stringent industry policies and regulations in the future. If Spring REIT fails to adapt its operations to comply with new policies and regulations that may come into effect from time to time with respect to the real estate industry, or such policy changes disrupt Spring REIT's business prospects or cause Spring REIT to incur additional costs, Spring REIT's business, financial condition, results of operations and prospects may be adversely affected.

Spring REIT may be adversely affected by the illiquidity of property investments

Spring REIT invests solely in real property, which entails a higher level of risk than a portfolio which has a diverse range of investments. Property investments, particularly investments in high value properties such as those in which Spring REIT may from time to time consider to invest, are relatively illiquid. In particular, the market for acquiring or disposing of office building properties has historically not been very active in Beijing and is affected by many factors, such as general economic conditions, availability of financing, interest rate and other factors, including supply and demand, that are beyond Spring REIT's control. In addition, office buildings may not readily be converted to alternative uses if they were to become unprofitable due to competition, age, decreased demand or other factors. The conversion of an office building to a building with an alternative use would also generally require substantial capital expenditures. Such factors, together with the fact that the lease agreements usually continue following a sale of an office building property, may limit the number of possible purchasers, thus affecting the ability of Spring REIT to dispose of its indirect interest in the Property when required or considered desirable to do so.

The divestment of Spring REIT's interest in the Property may include, but is not limited to, a disposal of Spring REIT's shareholding in RCA01 or a direct sale of the Property held by RCA01. The PRC Legal Advisor has confirmed that, given that Spring REIT will have valid ownership of all of the issued shares in RCA01 upon Completion and RCA01 has valid and marketable title to the Property, there are no restrictions or regulatory approval requirements under PRC laws that may impede or restrict the sale of Spring REIT's shareholding in RCA01 or the sale of the Property by RCA01 (except that RCA01 must obtain written consent from the mortgagee of the Property or discharge the mortgage over the Property prior to such sale). However, given that the underlying asset of Spring REIT is a real estate asset, Spring REIT's ability to promptly sell its interest in RCA01 or to vary its investment portfolio in response to changing economic, financial and investment conditions may be limited. For example, Spring REIT may be unable to liquidate its assets on short notice or may be required to substantially reduce the price that may otherwise be sought for such assets, to ensure a quick sale. In addition, under the REIT Code, Spring REIT is prohibited from disposing of its properties for at least two years from the time such properties are acquired, unless the rationale of the sale has been clearly communicated to Unitholders and a Special Resolution passed to consent to such sale. Further, Spring REIT and RCA01 may face difficulties in securing timely and commercially acceptable financing in asset-based lending transactions secured by real property due to the illiquid nature of real estate assets. These factors could have a material adverse effect on Spring REIT's business, financial condition, results of operations and prospects, with a consequential adverse effect on Spring REIT's ability to make expected distributions to Unitholders.

Spring REIT may suffer material losses not covered by insurance or in excess of insurance proceeds

The Property could suffer physical damage caused by fire or other causes and Spring REIT or RCA01 may suffer public liability claims, resulting in losses (including loss of rent), which may not be fully compensated for by insurance proceeds. In addition, Spring REIT has not obtained insurance covering certain types of losses, such as losses from war and nuclear contamination. Should an uninsured loss or a loss in excess of insured limits occur, Spring REIT or RCA01 could be required to pay compensation and/or lose the capital invested in the Property as well as anticipated future revenue from the Property. Nonetheless, Spring REIT or RCA01 would remain liable for any debt or other financial obligation, such as committed capital expenditures, related to the Property. It is also possible that third-party insurance carriers will not be able to maintain reinsurance sufficient to cover any losses that may be incurred. Any material uninsured loss could materially adversely affect Spring REIT's business, financial condition, results of operations and prospects.

In addition, when its current insurance policies expire, Spring REIT will have to seek renewal of the policies and negotiate acceptable terms for coverage, exposing it to the volatility of the insurance markets, including the possibility of increased premiums. The REIT Manager will regularly monitor the state of the insurance market, but it cannot anticipate what coverage will be available on commercially reasonable terms in future policy years. Any material increase in insurance premiums or decrease in available coverage in the future could adversely affect Spring REIT's business, financial condition and results of operations.

Spring REIT may incur significant costs or liabilities related to environmental matters

Spring REIT's operations are subject to various environmental laws, including those relating to air pollution control, water pollution control, waste disposal, noise pollution control, fire services control and the storage of dangerous goods. Under these laws, an owner or operator of real property may be subject to liability, including a fine or imprisonment, for air pollution, noise pollution or the presence or discharge of hazardous or toxic chemicals at that property. In addition, Spring REIT may be required to incur capital expenditures to comply with these environmental laws. The presence of any contamination, air pollution, noise pollution or dangerous goods without a valid license or the failure to remedy contamination, air pollution, noise pollution or dangerous goods or non-compliance with fire services control measures may expose Spring REIT to liability or materially adversely affect its ability to lease the real property or to borrow using the real property as collateral, which may materially adversely affect the business, financial condition, results of operations and prospects of Spring REIT.

There is uncertainty about the amount of the land grant premium which Spring REIT will have to pay and additional conditions which may be imposed if the REIT Manager decides to seek an extension of the land use rights for the Property upon expiration in 2053 of the current land use rights and there can be no assurance that such extension will be obtained as there are currently no precedents for any such extension

The Property is held by RCA01 under a land use right granted by the PRC Government for a 50-year term expiring in 2053. Upon the expiration of such term, the land use right as well as the ownership of the Property (including all buildings and structures situated on the land) will revert to the PRC Government unless the land user applies for an extension of the term of the land use right. If such an application is granted, the holder of the land use rights will be required, among other things, to pay a land grant premium. As none of the land use rights granted by the PRC Government to date has run their full term, there is no precedent to provide any indication of the amount of land grant premium which Spring REIT will have to pay and additional conditions which may be imposed if the REIT Manager decides to seek an extension of the land use right for the Property upon the expiration thereof, or if an extension would be granted at all. In addition to the potential impact at the time of expiration in 2053, this uncertainty may also adversely affect the value of the Property and the willingness of lenders to accept a charge over the Property as security for borrowings by Spring REIT. As a result, the business, financial condition, results of operations and prospects of Spring REIT may be materially adversely affected.

RISKS RELATING TO THE PRC

The PRC Government has implemented property control measures in relation to the PRC property market

To discourage speculation in the PRC property market, the PRC Government has implemented a variety of control measures. To date, the PRC Government has placed emphasis on regulating investments in the residential property market. However, there can be no assurance that the PRC Government will not extend such control measures to regulate the commercial property market. Although the various control measures are intended to promote more balanced property developments in the long term, these measures could adversely affect the demand for the Property if extended to the commercial property market. In addition, there is no assurance that the PRC Government will not introduce additional measures from time to time to regulate the growth of the PRC property market. The extension of the existing measures and the introduction of any new measures may materially and adversely affect Spring REIT's business, financial condition, results of operations and prospects.

Changes in the political, economic and social conditions in the PRC may have a material adverse effect on Spring REIT's financial condition and results of operations

The political, economic and social conditions in the PRC differ from those in most developed countries in many respects, including: (i) economic and political structure; (ii) level of development; (iii) growth rate; (iv) control of foreign exchange; and (v) allocation of resources.

While the PRC Government has implemented economic reform measures emphasizing utilization of market forces in the development of the PRC economy and the PRC economy has experienced significant growth in the past 30 years, growth has been uneven, both geographically and among different sectors of the economy. In addition, the PRC Government continues to regulate industries' development by imposing top-down policies and control over the PRC's economic growth through various means such as the allocation of resources, monetary policy, control over foreign currency denominated payment obligations and the provision of preferential treatment to particular industries and companies. The REIT Manager cannot predict whether changes in the PRC's political, economic and social conditions will have any material adverse effect on Spring REIT's business, financial condition, results of operations or prospects.

RMB is not a freely convertible currency and the PRC Government's control of foreign currency conversion may limit Spring REIT's foreign exchange transactions including distributions to Unitholders

The revenue received from the Property is denominated in RMB, which will have to be converted into (i) U.S. dollars to make principal and interest payments under the Term Loan Facility and (ii) Hong Kong dollars for distribution payments to the Unitholders. Conversion of RMB is subject to strict government regulation in the PRC. Under the existing foreign exchange regulations in the PRC, rental income received by RCA01 may be converted into foreign currency without the requirement for further approval from SAFE subject to compliance with certain procedural requirements and the payment of relevant PRC taxes by RCA01. There is no assurance that the government policies regarding conversion of RMB into foreign currencies will continue in the future.

In addition, RMB proceeds originating from the Property can only be converted into foreign currencies and remitted offshore after complying with the relevant administrative procedures, which include, among other things, the presentation of tax filing forms affixed with the seal of the PRC tax authorities and lease agreements. As advised by the PRC Legal Advisor, there are no legal or other impediments for RCA01 to exchange RMB proceeds originating from the Property into foreign currencies and to remit them outside the PRC, provided that such remittance is made in accordance with the administrative procedures set out under the relevant PRC laws. If such governmental policies, or the manner in which they are applied, are changed or if tax filing forms cannot be obtained from the PRC tax authorities in a timely manner, RCA01's ability to make principal and interest payments under the Term Loan Facility may be limited, which may have a material adverse effect on Spring REIT's business, financial condition, results of operations or prospects, or limit Spring REIT's ability to make distribution payments to the Unitholders. In the event that a problem arises in the future with respect to the repatriation of proceeds originating from the Property out of the PRC, the REIT Manager will consider an alternative arrangement at the time, including credit facilities or the establishment of reserves, in order to meet its obligation to make distributions on a timely basis.

Interpretation of PRC laws and regulations involves uncertainty

As the Property is located in the PRC, its operation is governed principally by laws and regulations in the PRC. The PRC legal system is based on written statutes and prior court decisions are not binding on the PRC courts. Since 1979, the PRC Government has promulgated laws and regulations in relation to economic matters such as foreign investment, corporate organization and governance, commerce, taxation and trade, with a view to developing a comprehensive system of commercial law. However, as these laws and regulations are continually evolving in response to changing economic and other conditions and because of the limited volume of published cases and their non-binding nature, any particular interpretation of the PRC laws and regulations may not be definitive.

The land and real estate laws of the PRC, including laws relating to land title and building ownership and laws applicable to landlords and tenants, are still under development and reform. In recent years, the National People's Congress, the State Council, the Ministry of Land and Resources and the Ministry of Housing and Urban-Rural Development have promulgated a number of laws and regulations and departmental rules relating to legal problems in respect of land and real estate. In addition, the local people's congresses and local governmental authorities in many provinces and cities have also promulgated various local regulations and rules. There may be uncertainties in the interpretation and application of these laws, regulations, departmental rules and local regulations and rules, which may have a material adverse effect on Spring REIT's business, financial condition, results of operations and prospects.

The building standards applicable in the PRC may become more stringent and Spring REIT may incur significant costs to ensure conformity with such amended standards

The Property has passed the examination process and obtained completion certifications certifying that it can be handed over for occupation or use in accordance with the building standards that currently apply to the Property. However, the building standards that apply to the Property, or that would have applied to the Property were it built in the future, may become more stringent in the future. There can be no assurance that the Property will remain in conformity with the latest building standards from time to time in the PRC. Compliance with the latest amended building standards may be required retrospectively, which could entail significant costs for Spring REIT. In addition, if the Property does not meet the most recent requirements for building standards and materials, it may be less desirable than developments which have been built in accordance with the latest standards, which may affect the ability to sell or let the Property and consequently may materially affect the business, financial condition, results of operations and prospects of Spring REIT.

The PRC's political policies and foreign relations could affect the Property

Investment in properties in the PRC entails risks of a nature and degree not typically encountered in property investments in developed markets. In the PRC, there is a high risk of nationalization, expropriation, confiscation, punitive taxation, currency restriction, political changes, government regulation, political, economic or social instability or diplomatic developments which could adversely affect the value of investments made in the PRC, including the Property, and for which Spring REIT may not be fairly compensated.

RISKS RELATING TO AN INVESTMENT IN THE UNITS

The sale or possible sale of a substantial number of Units by RCA Fund and/or any of the transferees of its Units (following the expiry of the applicable lock-up arrangements) in the public market could have adverse effects on the Unit price of Spring REIT

Following the Global Offering, Spring REIT will have 1,098,000,000 Units in issue, of which 658,500,000 Units will be held by RCA Fund, assuming the Over-allotment Option is not exercised. If RCA Fund and/or any of the transferees of its Units (following the expiry of the applicable lock-up arrangements) sells or is perceived as intending to sell a substantial number of its Units, the market price for the Units could be adversely affected.

The Units have never been publicly traded and the Global Offering may not result in an active or liquid market for the Units

Prior to the Global Offering, there has been no public market for the Units and an active public market for the Units may not develop or be sustained after the Global Offering. Although the Units will be listed on the Hong Kong Stock Exchange following the completion of the Global Offering, this does not guarantee that a trading market for the Units will develop or, if a market does develop, the liquidity of that market. The REIT Manager is required under the Trust Deed to use best efforts to ensure that a minimum of 25% (or such other percentage specified or permitted by the SFC from time to time) of the outstanding Units are held by the public. There can be no assurance as to the percentage of Units which will be held by the public or as to the number of Unitholders in Spring REIT at any time.

An investment in the Units presents taxation risk

Spring REIT, as a collective investment scheme constituted as a unit trust and authorized under section 104 of the SFO, is exempt from Hong Kong profits tax, although the Property is subject to taxation in the PRC. Any change in the tax status of Spring REIT, RCA01 or any other entities which are controlled by Spring REIT, or in taxation legislation in the PRC, Hong Kong or the Cayman Islands generally or any other jurisdiction affecting the Unitholders could affect the value of the investments held by Spring REIT or affect Spring REIT's ability to achieve its investment objectives or alter after-tax returns to the Unitholders. REITs in Hong Kong may differ in significant aspects, including tax treatment, from REITs in other jurisdictions. If there is any doubt as to tax position, investors should consult their own tax advisors.

Unitholders will be structurally subordinated to all existing and future claims of creditors of RCA01

The claims of creditors of RCA01 will have priority to the assets of RCA01 over the claims of Spring REIT (other than to the extent that Spring REIT is an unsubordinated creditor of RCA01). RCA01 has incurred indebtedness under the Term Loan Facility and such indebtedness is secured against certain assets of RCA01 including its interest in the Property. In addition, RCA01 may in the future incur additional secured or unsecured indebtedness. Secured creditors of RCA01 would have prior rights of claim over the secured assets to other creditors of RCA01, and all creditors of RCA01 would rank ahead of the claims of Spring REIT (other than to the extent that Spring REIT is an unsubordinated creditor of RCA01).

Unitholders have no right to require the redemption of their Units

Unitholders have no right to require the redemption of their Units. Therefore, there can be no assurance that a Unitholder will be able to dispose of its Units at the Offer Price or any price, or at all. Accordingly, Unitholders may only be able to liquidate or dispose of their Units through a sale of such Units to third parties on the secondary market.

The price of the Units may decline after the Global Offering

The Offer Price of the Units will be determined by agreement between the REIT Manager, RCA Fund and the Sole Global Coordinator (on behalf of the Underwriters) and may not be indicative of the market price for the Units after completion of the Global

Offering. The Units may trade at prices significantly below the Offer Price after the Global Offering and the price of the Units may be volatile. The price of the Units will depend on many factors, which may change from time to time, including but not limited to: (i) the perceived prospects of Spring REIT's business and investments and the PRC real estate market; (ii) differences between Spring REIT's actual financial and operating results and those expected by investors and analysts; (iii) changes in Spring REIT's revenues or earnings estimates or analysts' recommendations or projections; (iv) changes in general economic or market conditions both domestically and internationally; (v) the market value of Spring REIT's assets; (vi) changes in market valuations of similar companies; (vii) increases in interest rates; (viii) the perceived attractiveness of the Units against those of other equity securities, including those not relating to the real estate sector; (ix) the future size and liquidity of the market for the Units and the Hong Kong REIT market generally; (x) any future changes to the regulatory system, including the tax system, both generally and specifically in relation to Hong Kong REITs and owners and operators of property in Beijing or elsewhere; (xi) the ability on Spring REIT's part to implement successfully its investment and growth strategies and to retain its key personnel; and (xii) broad market fluctuations, including weakness of the equity market and increases in interest rates.

For these reasons, among other things, Units may trade at prices that are higher or lower than the attributable net asset value per Unit. If Spring REIT retains operating cash flow for investment purposes, as working capital reserves or for other purposes, these retained funds, while increasing the value of its underlying assets, may not correspondingly increase the market price of the Units. Any failure on Spring REIT's part to meet market expectations with regard to future earnings and cash distributions may adversely affect the market price for the Units. In addition, there is no guarantee provided to investors. Unitholders may not get back their full investment amount. If Spring REIT is terminated or liquidated, it is possible that investors may lose all or a part of their investment in the Units.

The forward-looking and certain other information in this Offering Circular may prove inaccurate

This Offering Circular contains forward-looking statements regarding, among other things, forecast of net profits and distribution levels for the period from the Listing Date to December 31, 2013. These forward-looking statements are based on a number of assumptions regarding the REIT Manager's strategies and environment in which Spring REIT or the REIT Manager will operate in the future, which are subject to significant uncertainties and contingencies, many of which are outside of Spring REIT's control. Moreover, Spring REIT's revenue is dependent on a number of factors, including the ability of the REIT Manager to fully implement its strategies, the receipt of dividends and distributions, directly or indirectly, from RCA01 as well as rent from the Property. Such rent, dividends and distributions may decrease for a number of reasons, including the lowering of occupancy and rental rates, and insolvency or delay in rent payment by tenants, which may adversely affect Spring REIT's ability to achieve the forecasted distributions as some or all events and circumstances assumed may not occur as expected, or events and circumstances which are not currently anticipated may arise. Because such statements and financial information reflect the REIT Manager's current view concerning future events, such statements and financial information necessarily involve risks, uncertainties and assumptions. These statements speak only as of the date they are made and reflect only the REIT Manager's views as at that time and the REIT Manager undertakes no obligation to update them in light of new information, circumstances or future developments. While the REIT Manager has no reason to doubt the reasonableness of its assumptions on which the forward-looking statements are based, there are known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Spring REIT or the REIT Manager to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements and financial information.

Property yield on real estate to be held by Spring REIT is not equivalent to yield on the Units

Generally, property yield depends on net property income and is calculated as the amount of revenue generated by the properties, less the expenses incurred in maintaining, operating, managing and leasing the properties compared against the current value of the properties. Distribution yield on the Units, however, depends on the distributions payable on the Units, after taking into account other expenses including (i) taxes, (ii) interest cost for any debt facilities, (iii) REIT management fees and trustee's fees and (iv) other operating costs including administrative fees of Spring REIT and RCA01, as compared with the purchase price of the Units.

The NAV per Unit will be diluted if further issues are priced below the NAV per Unit

The Trust Deed contemplates new issues of Units, the offering price for which may be above, at or below the then current NAV per Unit. The distribution per Unit may be diluted if new Units are issued and the use of proceeds from such issue of Units generates insufficient cash flow to cover the dilution.

Unitholders' interests will be diluted because all or part of the REIT Manager's compensation may be paid in Units

All or part of the REIT Manager's compensation may be paid in Units in lieu of cash, in which event Unitholders will experience dilution in their holdings of Units. In addition, if at the time of a payment in the form of Units to the REIT Manager, the issue price of the Units is below Spring REIT's NAV, Unitholders will experience further dilution. See the section headed "The REIT Manager — Fees, Costs and Expenses of the REIT Manager" in this Offering Circular.

Certain rights in relation to Units in which a person has an interest or is deemed to have an interest may be suspended under the provisions of the Trust Deed

The Trust Deed contains provisions that require relevant persons to disclose to the REIT Manager information in relation to the acquisition or disposal of interests in the Units. If the REIT Manager believes a person has not complied with such disclosure of interest provisions in the Trust Deed, irrespective of whether such person is a holder of Units, the REIT Manager may, in its absolute discretion, take certain actions in respect of all or a part of the Units in which such person holds or is deemed to hold an interest. Such actions may include suspending the voting rights of such Units, suspending the payment of distributions on such Units, imposing an administrative fee for such non-compliance, suspending the registration and/or declining to register any transfer of such Units.

The Units may be delisted from the Hong Kong Stock Exchange

The Hong Kong Stock Exchange imposes certain requirements for the continued listing of securities, including the Units, on the Hong Kong Stock Exchange. Investors cannot be assured that Spring REIT will continue to meet the requirements necessary to maintain the listing of Units on the Hong Kong Stock Exchange or that the Hong Kong Stock Exchange will not change the listing requirements. Spring REIT may be terminated if the Units are delisted from the Hong Kong Stock Exchange.

Certain laws, rules and regulations affecting companies listed on the Hong Kong Stock Exchange do not generally apply to REITs listed on the Hong Kong Stock Exchange or to holdings of Units and only limited information may be available in relation to the interests held by significant holders and other connected persons of Spring REIT

Unitholders' rights differ from, and may be less protected in certain respects than, those granted to shareholders of companies listed on the Hong Kong Stock Exchange, as more fully described below.

Although the REIT Code contains provisions which are intended to address certain issues under the listing rules of the Hong Kong Stock Exchange, not all listing rules apply to REITs, including Spring REIT, as such entities are not "listed issuer(s)" within the meaning of those rules. For example, in accordance with the REIT Code, interests in Units held by connected persons of Spring REIT are required to be disclosed in the annual report of Spring REIT. However, as the SFO does not state that the rules on disclosure of interests set out in Part XV of the SFO apply to Units, and the provisions of the Trust Deed requiring Unitholders to disclose their interests in Spring REIT do not have the force of law, this may render it difficult for the REIT Manager to enforce such provisions.

Spring REIT cannot be privatized by way of the scheme of arrangement or compulsory acquisition mechanisms provided under the Companies Ordinance

Spring REIT is not a company and the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) is not applicable to Spring REIT. Therefore, the scheme of arrangement mechanism and the compulsory acquisition mechanism as provided under the Companies Ordinance which may be used to privatize a company listed on the Hong Kong Stock Exchange and to which the Companies Ordinance applies cannot be used to privatize Spring REIT.

Unitholders may be unable to recover in claims brought against the REIT Manager as the REIT Manager is not an entity with significant assets

Unitholders may in the future have claims against the REIT Manager in connection with the carrying on of its duties as manager of Spring REIT (including in relation to the Global Offering and this Offering Circular).

Under the terms of the Trust Deed, the REIT Manager is entitled to be indemnified out of and have recourse to the Deposited Property against any action, cost, claim, expense or demand to which it may be put as the manager of Spring REIT unless occasioned by the fraud, negligence, willful default or breach of the Trust Deed by the REIT Manager. To the extent that a claim is made by Unitholders against the REIT Manager in respect of the fraud, negligence, willful default or breach of the Trust Deed by the REIT Manager, Unitholders may be unable to recover significant damages or any damages as the REIT Manager is not an entity with significant assets.

The Trustee may retire or be removed in the future, which may have an adverse effect on the management and operation of Spring REIT

The Trustee may retire or be removed in the future. Although, pursuant to the REIT Code, the Trustee shall not retire except upon the appointment of a new trustee whose appointment has been approved by the SFC and the retirement of the Trustee shall take effect at the same time as the new trustee takes up office, such retirement of the Trustee may incur disruption to the regular management and operation of Spring REIT. For more details on the retirement and removal of the Trustee, please refer to the section headed "The Trust Deed and Related Matters" in this Offering Circular. There is no assurance that the new trustee will be found and appointed in a timely manner or the terms of the new trust deed will be the same or similar to the current Trust Deed.