
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution licensed to deal in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your units in Sunlight Real Estate Investment Trust, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SUNLIGHT REIT

Sunlight Real Estate Investment Trust

(a Hong Kong collective investment scheme authorized under section 104 of the Securities and Futures Ordinance
(Chapter 571 of the Laws of Hong Kong))
(Stock Code : 435)

Managed by
Henderson Sunlight Asset Management Limited
恒基陽光資產管理有限公司

**CIRCULAR TO UNITHOLDERS IN RELATION TO
GENERAL MANDATE TO BUY BACK UNITS
RE-APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 12 of this circular.

A notice convening the AGM to be held at The Ballroom, 18th Floor, The Mira Hong Kong, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 10 November 2021, at 10:30 a.m. is set out on pages 15 to 17 of this circular. A form of proxy for use by Unitholders at the AGM is enclosed. Whether or not you are able to attend the AGM in person, please complete, sign and date the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Unit Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 10:30 a.m. on Monday, 8 November 2021, or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, or at the poll concerned should you so wish.

5 October 2021

PRECAUTIONARY MEASURES FOR THE AGM

In order to safeguard the health and safety of Unitholders and other attendees and to minimize the risk of spreading of COVID-19, the Manager will implement the following precautionary measures for the AGM :

- (a) compulsory body temperature screening;
- (b) submission of health declaration (a copy of the form is enclosed with this circular);
- (c) mandatory wearing of surgical face masks at all times;
- (d) assignment of a designated seating area to each attendee at the time of entrance; and
- (e) no refreshments, drinks and gifts will be provided.

The Manager reserves the right to deny entry into the AGM venue if such person :

- (i) refuses to comply with measures (a) to (d) above;
- (ii) has a body temperature of over 37.4 degree Celsius; or
- (iii) is subject to health quarantine prescribed by The Government of the HKSAR or has close contact with any person under quarantine.

These precautionary measures take time to complete and therefore, Unitholders are advised to arrive earlier in order to enter the AGM venue on time. The Manager seeks the understanding and cooperation of Unitholders to minimize the risk of spreading COVID-19.

The Manager reminds that attendees should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. For the health and safety of Unitholders and other attendees, the Manager would like to encourage Unitholders, instead of attending the AGM in person, to appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM. Unitholders are welcome to communicate with the Manager on matters relating to Sunlight REIT either in writing to the registered office of the Manager at 30th Floor, Dah Sing Financial Centre, 248 Queen's Road East, Wan Chai, Hong Kong or by email at ir@HendersonSunlight.com.

The Manager will keep the evolving COVID-19 situation under review and will announce closer to the date of the AGM on implementation of additional measures, if necessary.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of Unitholders of Sunlight REIT to be held on 10 November 2021
“Board”	the board of Directors
“Buy-back Mandate”	general mandate proposed to be granted by Unitholders to the Manager to buy back Units on-market on behalf of Sunlight REIT, representing up to a maximum of 10% of the aggregate number of Units in issue at the date of the passing of the relevant resolution granting the general mandate
“Code on Share Buy-backs”	The Code on Share Buy-backs issued by the SFC, as amended, supplemented and/or otherwise modified from time to time
“Compliance Manual”	the compliance manual adopted by the Manager governing the management and operations of Sunlight REIT, as amended, supplemented and/or otherwise modified from time to time
“Director(s)”	director(s) of the Manager
“Henderson Concert Group”	Henderson Land Development Company Limited (恒基兆業地產有限公司) and its subsidiaries (including the Manager), Shau Kee Financial Enterprises Limited and its subsidiaries, and parties who are, or are presumed under the Takeovers Code to be, acting in concert with any of Henderson Land Development Company Limited and Shau Kee Financial Enterprises Limited
“INED(s)”	Independent Non-Executive Director(s)
“Latest Practicable Date”	21 September 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented and/or otherwise modified from time to time
“Manager”	Henderson Sunlight Asset Management Limited (恒基陽光資產管理有限公司), as the manager of Sunlight REIT, or such other person as may from time to time be appointed as the manager of Sunlight REIT
“Ordinary Resolution”	a resolution of Unitholders passed by a simple majority of the votes of those Unitholders present and entitled to vote, whether in person or by proxy, at a duly convened meeting, where the votes shall be taken by way of a poll, but with a quorum of two or more Unitholders holding together not less than 10% of the Units in issue
“REIT(s)”	real estate investment trust(s)
“REIT Code”	Code on Real Estate Investment Trusts issued by the SFC, as amended, supplemented and/or otherwise modified from time to time
“SFC”	Securities and Futures Commission of Hong Kong
“SFC Repurchase Circular”	the circular dated 31 January 2008 issued by SFC to management companies of SFC-authorized REITs in relation to on-market unit repurchases by SFC-authorized REITs
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sunlight REIT”	Sunlight Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorized under section 104 of the SFO
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC, as amended, supplemented and/or otherwise modified from time to time

DEFINITIONS

“Trust Deed”	the amended and restated trust deed dated 10 May 2021 made between the Manager and the Trustee, as may be amended, modified or supplemented from time to time
“Trustee”	HSBC Institutional Trust Services (Asia) Limited (滙豐機構信託服務(亞洲)有限公司), in its capacity as the trustee of Sunlight REIT, or such other person as may from time to time be appointed as the trustee of Sunlight REIT
“Unit(s)”	unit(s) in Sunlight REIT
“Unit Registrar”	Tricor Investor Services Limited (卓佳證券登記有限公司), or such other person as may from time to time be appointed to keep and maintain the register of Unitholders
“Unitholder(s)”	any person(s) registered as holder of a Unit

LETTER FROM THE BOARD



SUNLIGHT REIT
Sunlight Real Estate Investment Trust

(a Hong Kong collective investment scheme authorized under section 104 of the Securities and Futures Ordinance
(Chapter 571 of the Laws of Hong Kong))
(Stock Code : 435)

Managed by
Henderson Sunlight Asset Management Limited
恒基陽光資產管理有限公司

Directors of the Manager :
Chairman and Non-Executive Director
Mr. AU Siu Kee, Alexander

Chief Executive Officer and Executive Director
Mr. WU Shiu Kee, Keith

Non-Executive Director
Mr. KWOK Ping Ho

Independent Non-Executive Directors
Mr. KWAN Kai Cheong
Dr. TSE Kwok Sang
Mr. KWOK Tun Ho, Chester

Registered Office of the Manager :
30th Floor, Dah Sing Financial Centre,
248 Queen's Road East,
Wan Chai,
Hong Kong

5 October 2021

To: Unitholders of Sunlight REIT

Dear Sir/Madam,

**CIRCULAR TO UNITHOLDERS IN RELATION TO
GENERAL MANDATE TO BUY BACK UNITS
RE-APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with requisite information with respect to the resolutions to be proposed at the AGM relating to (i) the grant of a general mandate to the Manager to buy back Units on-market on behalf of Sunlight REIT pursuant to the SFC Repurchase Circular; and (ii) re-appointment of INEDs who have served more than nine years on the Board; and to give you the AGM notice.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO BUY BACK UNITS

Proposed Buy-back Mandate

At the annual general meeting of Unitholders of Sunlight REIT held on 6 November 2020, an Ordinary Resolution was passed to grant a general mandate to the Manager to buy back Units on behalf of Sunlight REIT up to 10% of the aggregate number of Units in issue at the date of the passing of the resolution. Such general mandate will expire at the conclusion of the AGM.

As such, an Ordinary Resolution will be proposed at the AGM to grant a general mandate to the Manager to buy back Units on-market on behalf of Sunlight REIT, representing up to a maximum of 10% of the aggregate number of Units in issue at the date of the passing of such Ordinary Resolution.

The Buy-back Mandate will, if granted, commence on the date of the passing of the Ordinary Resolution approving the Buy-back Mandate and remain effective until the earliest of :

- (a) the conclusion of the next annual general meeting of Sunlight REIT following the passing of such Ordinary Resolution;
- (b) the expiration of the period within which the meeting referred to in (a) above is required to be held under the Trust Deed; and
- (c) its revocation or variation by an Ordinary Resolution.

Sunlight REIT shall comply with the restrictions and notification requirements applicable to listed companies purchasing their own shares on a stock exchange under Rule 10.06 of the Listing Rules, with necessary changes being made, as if the provisions therein were applicable to Sunlight REIT. These restrictions and notification requirements include, but are not limited to, dealing restrictions, restrictions on subsequent issues, reporting requirements and status of purchased shares.

Approval Required

Pursuant to the SFC Repurchase Circular, the Manager proposes to seek Unitholders' approval by way of an Ordinary Resolution at the AGM to grant a general mandate to the Manager to buy back Units on-market on behalf of Sunlight REIT.

Please refer to the section headed "6. Voting on the Proposed Ordinary Resolutions" in this Letter from the Board below, in relation to the voting on the proposed Ordinary Resolution for approving the Buy-back Mandate.

LETTER FROM THE BOARD

3. RE-APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Currently, the Manager has three INEDs, namely Mr. KWAN Kai Cheong (“**Mr. KWAN**”), Dr. TSE Kwok Sang (“**Dr. TSE**”) and Mr. KWOK Tun Ho, Chester (“**Mr. KWOK**”). Each of Mr. KWAN and Dr. TSE has been appointed as an INED since 2006, while Mr. KWOK has been appointed as an INED since 2016. Therefore, both Mr. KWAN and Dr. TSE have served more than nine years on the Board.

The current term of appointment of each of Mr. KWAN and Dr. TSE, which had been approved at the annual general meeting of Unitholders held on 31 October 2018, will expire on 20 December 2021 (“**Current Term**”). Each of them has offered himself for re-appointment as an INED for a further term of three years upon the expiration of the Current Term.

In accordance with the Frequently Asked Questions relating to REITs (FAQ19) issued by the SFC and the Compliance Manual, further appointment of each of Mr. KWAN and Dr. TSE as an INED shall be subject to a separate resolution to be approved by Unitholders. If the resolution for approving the re-appointment of any such INED as set out in the notice of the AGM is passed, such INED shall continue to hold office for a term of three years after the expiration of the Current Term, subject to the retirement requirements under the Articles of Association of the Manager. The biographical details of Mr. KWAN and Dr. TSE are set out in the Appendix to this circular.

The Board has received from each of Mr. KWAN and Dr. TSE confirmations with regard to (i) his independence and (ii) whether he holds cross-directorships or has significant links with other Directors through involvements in other companies or bodies, and that he does not hold seven or more listed company directorships (including directorship on the Board or on the board of directors of the manager of another listed REIT).

In considering the re-appointment of Mr. KWAN and Dr. TSE as INEDs, the Remuneration and Nomination Committee of the Manager has assessed whether they are fit and proper to be re-appointed with reference to the Nomination Policy and the Board Diversity Policy. Since their appointment as INEDs in 2006, Mr. KWAN and Dr. TSE have not been involved in any executive management and operation of the Manager and Sunlight REIT. Having acted as INEDs and held designated positions in various Board committees of the Manager, each of Mr. KWAN and Dr. TSE had expressed independent views, contributed impartial ideas and provided objective advice at Board committees and Board meetings. Mr. KWAN and Dr. TSE also contributed to the Board’s diversity by virtue of their relevant expertise and experience. While both of them have been serving as directors of various other listed companies, they continue to devote sufficient time in discharging their duties and responsibilities. In particular, Mr. KWAN has possessed substantial experience in the financial and accounting industries, while Dr. TSE has extensive experience in the fields of real estate finance and economics, and capital markets and investments.

LETTER FROM THE BOARD

Notwithstanding that Mr. KWAN and Dr. TSE have served on the Board since 2006, the Remuneration and Nomination Committee and the Board are of the view that they are considered to be independent with reference to the factors set out in the Compliance Manual (which are no less exacting than those factors set out in Rule 3.13 of the Listing Rules, to the extent that they may be applicable to REITs) and demonstrate complete independence in character and judgment both as Board members and in their designated roles in the Board committees. The Board believes that they, if being re-appointed, will continue to bring independent and objective views on the affairs of Sunlight REIT to the Board, and their in-depth knowledge of the business of Sunlight REIT and their extensive and professional experience will continue to provide invaluable contribution to the Board.

In relation to the proposed re-appointments of Mr. KWAN and Dr. TSE as INEDs, the Board (including the INEDs) (i) has considered the participation, responsiveness and other contributions from Mr. KWAN and Dr. TSE in addition to their experience and other factors stated above, and (ii) believes that Mr. KWAN and Dr. TSE are still independent and should be re-appointed for a term of three years upon the expiration of their Current Terms, and that their re-appointments as INEDs are in the best interests of Sunlight REIT and Unitholders as a whole. Each of Mr. KWAN and Dr. TSE had abstained from discussions in relation to the proposed re-appointments and voting on the relevant board resolution for approving each of their own re-appointment. Accordingly, the Board recommends Unitholders to vote in favour of the proposed Ordinary Resolutions approving the re-appointment of such INEDs at the AGM.

Please refer to the section headed “6. Voting on the Proposed Ordinary Resolutions” in this Letter from the Board below, in relation to the voting on the proposed Ordinary Resolutions for approving the re-appointment of INEDs.

4. EXPLANATORY STATEMENT

Set out below is an explanatory statement providing further requisite information as required under the SFC Repurchase Circular to Unitholders to enable them to make an informed decision on the Ordinary Resolution on the Buy-back Mandate.

Units in Issue

The Buy-back Mandate will, when approved at the AGM by way of an Ordinary Resolution, allow the Manager to buy back a maximum of 10% of the number of Units in issue at the date of the AGM.

There were 1,672,133,484 Units in issue at the Latest Practicable Date. Subject to the passing of the Ordinary Resolution approving the Buy-back Mandate and assuming there is no change in the number of Units in issue prior to the AGM, the Manager will be allowed under the Buy-back Mandate to buy back a maximum of 167,213,348 Units on behalf of Sunlight REIT.

The number of Units in issue at the date of the AGM (as compared to that at the Latest Practicable Date) will change as a result of (a) the buy-back of Units up to the date of the AGM (if any) pursuant to the buy-back mandate granted by Unitholders at the annual general

LETTER FROM THE BOARD

meeting of Sunlight REIT held on 6 November 2020, if and to the extent that such Units bought back are cancelled before the date of the AGM; and (b) the issue of new Units prior to the date of the AGM as payment for part of the base fee and the variable fee of the Manager pursuant to the Trust Deed, details of which will be made by way of an announcement on the date of issuance. Accordingly, the maximum number of Units that the Manager will be allowed to buy back under the Buy-back Mandate (when approved at the AGM) is expected to be different from 167,213,348 Units.

Reasons for the Buy-back Mandate

The Manager believes that it is in the interests of Sunlight REIT and Unitholders as a whole to seek a general mandate from Unitholders to enable the Manager to make on-market buy-backs of Units on behalf of Sunlight REIT. Depending on market conditions and funding arrangements at the time, buy-backs of Units may lead to an enhancement of the net asset value per Unit and/or distribution per Unit, and will only be made when the Manager believes that such buy-backs will benefit Sunlight REIT and Unitholders as a whole.

The listing of all Units which are bought back by the Manager on behalf of Sunlight REIT shall be cancelled upon purchase. The Manager will ensure that the documents of title in respect of Units bought back are cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase.

Funding for the Buy-back

It is proposed that any buy-backs of Units under the Buy-back Mandate would be financed by available cash flow or working capital of Sunlight REIT and the Manager will only apply fund legally available for such purpose in accordance with the Trust Deed and the applicable laws of Hong Kong.

There might be a material adverse effect on the working capital or gearing position of Sunlight REIT (as compared with the position disclosed in the most recent audited consolidated financial statements) in the event that the Buy-back Mandate is exercised in full at any time during the proposed buy-back period. However, the Manager does not intend to exercise the Buy-back Mandate to such an extent that it would, in the circumstances, have a material adverse effect on the working capital or gearing position of Sunlight REIT.

Disclosure of Interests

To the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors nor any of their associates (as defined in the REIT Code) has any present intention to sell Units to Sunlight REIT in the event that the Buy-back Mandate is approved by Unitholders at the AGM.

At the Latest Practicable Date, no connected person (as defined in the REIT Code) of Sunlight REIT had notified the Manager of having a present intention to sell any Units to Sunlight REIT, or had undertaken not to sell any of the Units held by him/her/it to Sunlight REIT, in the event that the Buy-back Mandate is granted.

LETTER FROM THE BOARD

Directors' Undertaking

The Directors have undertaken to the SFC to exercise the power to make buy-backs of Units pursuant to the Buy-back Mandate only in accordance with the provisions of the Trust Deed, the applicable laws of Hong Kong, the REIT Code, the applicable provisions of the Takeovers Code and of the Code on Share Buy-backs and the guidelines issued by the SFC from time to time.

Unit Prices

The highest and lowest prices at which the Units have traded on the Stock Exchange during each of the twelve months immediately preceding the Latest Practicable Date were as follows :

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2020		
September	3.95	3.41
October	3.58	3.33
November	3.78	3.29
December	3.97	3.69
2021		
January	3.84	3.68
February	4.14	3.72
March	4.20	3.93
April	4.40	4.09
May	4.59	4.23
June	4.65	4.40
July	4.99	4.49
August	5.07	4.68
September (up to and including the Latest Practicable Date)	5.05	4.38

Takeovers Code and Buy-back of Units

If a Unitholder's proportionate interest in the voting rights of Sunlight REIT increases as a result of the Manager exercising the powers to buy back Units on behalf of Sunlight REIT pursuant to the Buy-back Mandate, pursuant to Rule 32 of the Takeovers Code, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Unitholder or group of Unitholders acting in concert, depending on the level of increase of the proportionate interest of the Unitholder or Unitholders, could obtain or consolidate control of Sunlight REIT and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. At the Latest Practicable Date, the Henderson Concert Group was interested in an aggregate of approximately 41% of the total number of Units in issue.

LETTER FROM THE BOARD

In the event of full exercise of the Buy-back Mandate, and assuming that the number of Units which the Henderson Concert Group is interested in remains unchanged, and that there is no change in the total number of Units in issue from the Latest Practicable Date until the date of the AGM, the Henderson Concert Group's interests in Units would be increased to approximately 45.55% and such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Previous Buy-back

The Manager (on behalf of Sunlight REIT) had bought back a total of 700,000 Units on the Stock Exchange during the period of six months immediately preceding the Latest Practicable Date, details of which are as follows :

Date of buy-back	Number of Units bought back	Price paid per Unit	
		Highest (HK\$)	Lowest (HK\$)
21 May 2021	350,000	4.33	4.30
24 May 2021	350,000	4.31	4.29
	<u>700,000</u>		

Save as disclosed above, no Units were bought back by Sunlight REIT (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

Trustee's Confirmation and Consent

The Trustee has confirmed that, in its opinion (a) the Buy-back Mandate complies with the requirements in the Trust Deed and the REIT Code, and (b) subject to Unitholders' approval, the Trustee does not have any objection to buy-backs of Units pursuant to the Buy-back Mandate. The Trustee's confirmation is being furnished for the sole purpose of complying with the SFC Repurchase Circular, and is not to be taken as a recommendation or representation by the Trustee of the merits of the Buy-back Mandate or of any statements or information made or disclosed in this circular.

The Trustee has not made any assessment of the merits or impact of the Buy-back Mandate, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code.

Directors' Recommendation

The Board considers that the granting of the Buy-back Mandate to the Manager is in the interests of Sunlight REIT and Unitholders as a whole. Accordingly, the Board recommends Unitholders to vote in favour of the Ordinary Resolution relating to the Buy-back Mandate to be proposed at the AGM.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The AGM is convened to be held at The Ballroom, 18th Floor, The Mira Hong Kong, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 10 November 2021 at 10:30 a.m., for the purpose of, among other things, considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions set out in the notice of the AGM, which is included on pages 15 to 17 of this circular.

For the purpose of determining entitlements to attend and vote at the AGM (or any adjournment thereof), the register of Unitholders will be closed from Friday, 5 November 2021 to Wednesday, 10 November 2021, both days inclusive, during which period no transfer of Units will be effected. In order to be eligible to attend and vote at the AGM (or any adjournment thereof), completed transfer forms accompanied by the relevant unit certificates must be lodged for registration with the Unit Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 4 November 2021.

Whether or not you are able to attend the AGM in person, please complete, sign and date the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Unit Registrar no later than 10:30 a.m. on Monday, 8 November 2021, or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, or at the poll concerned should you so wish.

6. VOTING ON THE PROPOSED ORDINARY RESOLUTIONS

Under paragraph 3.3 of Schedule A to the Trust Deed, at any general meeting of Unitholders, a resolution put to the meeting shall be decided on a poll (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be decided on a show of hands) and the result of the poll (or a show of hands in the circumstances above) shall be deemed to be the resolution of the meeting. Accordingly, each of the Ordinary Resolutions to be proposed for approving the Buy-back Mandate and the re-appointment of INEDs will be decided on a poll at the AGM or any adjournment thereof.

Further, under paragraph 3.2 of Schedule A to the Trust Deed and paragraph 9.9(f) of the REIT Code, at a meeting of Unitholders, where a Unitholder has a material interest in the business to be conducted, and that interest is different from the interests of other Unitholders, such Unitholder shall be prohibited from voting its Units in respect of the resolution relating to such business, or being counted in the quorum for such meeting.

LETTER FROM THE BOARD

At the Latest Practicable Date, to the best of the Manager's knowledge, information and belief after having made all reasonable enquiries, the Manager is not aware of any Unitholder who is required to abstain from voting in respect of any of the proposed Ordinary Resolution to approve the Buy-back Mandate or the proposed Ordinary Resolutions to approve the re-appointment of INEDs at the AGM or any adjournment thereof.

7. RESPONSIBILITY STATEMENT

The Manager and the Directors, collectively and individually, accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

Yours faithfully,

On behalf of the Board

HENDERSON SUNLIGHT ASSET MANAGEMENT LIMITED

恒基陽光資產管理有限公司

(as manager of Sunlight Real Estate Investment Trust)

AU Siu Kee, Alexander

Chairman and Non-Executive Director

As each of Mr. KWAN Kai Cheong and Dr. TSE Kwok Sang (both being current INEDs) has served more than nine years on the Board on the expiration of their Current Terms, their respective further appointment as an INED shall be subject to a separate resolution to be approved by Unitholders. Their biographical details are set out below to enable Unitholders to make an informed decision on their re-appointments.

Mr. KWAN Kai Cheong, aged 71, was appointed as an INED in 2006. He is currently the Chairman of the Audit Committee and a member of each of the Remuneration and Nomination Committee and the Disclosures Committee of the Manager respectively.

Mr. KWAN is presently the President of Morrison & Company Limited, a business consultancy firm. He is also the Chairman of the board of G.T. Land Holdings Limited, a commercial property company in the People's Republic of China.

Mr. KWAN is a non-executive director of China Properties Group Limited and an independent non-executive director of Win Hanverky Holdings Limited, Greenland Hong Kong Holdings Limited and CK Life Sciences Int'l., (Holdings) Inc.. He is also an independent non-executive director of both HK Electric Investments Manager Limited (as the trustee-manager of HK Electric Investments) and HK Electric Investments Limited. Mr. KWAN was previously an independent non-executive director of Beijing Energy International Holding Co., Ltd. (formerly known as Panda Green Energy Group Limited) from April 2011 until June 2021. All the above being companies/trust listed on the Main Board of the Stock Exchange. Further, Mr. KWAN is a director of Yaohan International Holdings Limited, a company in liquidation (the liquidation proceeding for which has not yet been finalized) and delisted from the Main Board of the Stock Exchange in 2002.

Save as disclosed above, Mr. KWAN did not hold any other directorship in the three years preceding the Latest Practicable Date in public companies the securities of which are listed in Hong Kong or overseas.

Mr. KWAN holds a Bachelor of Accountancy (Honours) degree from the University of Singapore (since renamed National University of Singapore). He is also a fellow of the Institute of Chartered Accountants in Australia, the Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Directors. He completed the Stanford Executive Program in 1992.

Mr. KWAN has entered into a service agreement with the Manager and has been appointed for a specific term expiring on 20 December 2021. All remuneration payable to Mr. KWAN are borne by the Manager out of its own resources. Mr. KWAN is subject to rotation requirements in accordance with the Compliance Manual and Articles of Association of the Manager.

Mr. KWAN does not have any relationship with any directors or senior management of the Manager or substantial Unitholders. At the Latest Practicable Date, Mr. KWAN does not have any interest in Units within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-appointment of Mr. KWAN that need to be brought to the attention of Unitholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as if they were applicable to Sunlight REIT.

Dr. TSE Kwok Sang, aged 64, was appointed as an INED in 2006. He is currently a member of the Audit Committee, Disclosures Committee and Investment Committee of the Manager respectively.

Dr. TSE is currently a Principal Lecturer and Programme Director, Faculty of Business and Economics of The University of Hong Kong.

Dr. TSE has published widely on the subject of real estate finance and economics, financial regulations and capital markets and investments. He is also a member of the CFP Examination Committee. Currently, Dr. TSE is an Ex Officio member of the Executive Committee of the New Territories Heung Yee Kuk and a Justice of the Peace. He is also an independent non-executive director of Wing Lee Property Investments Limited and China Bozza Development Holdings Limited (a company with provisional liquidators appointed for restructuring purposes). For the period from July 2015 until November 2020, Dr. TSE was previously an independent non-executive director of GTI Holdings Limited (a company with provisional liquidators appointed for restructuring purposes). All the above being companies listed on the Main Board of the Stock Exchange.

Save as disclosed above, Dr. TSE did not hold any other directorship in the last three years preceding the Latest Practicable Date in public companies the securities of which are listed in Hong Kong or overseas.

Dr. TSE holds a Ph.D. in Finance from Michigan State University in the United States. He is an associate of the Society of Actuaries and a member of The Hong Kong Institute of Directors.

Dr. TSE has entered into a service agreement with the Manager and has been appointed for a specific term expiring on 20 December 2021. All remuneration payable to Dr. TSE are borne by the Manager out of its own resources. Dr. TSE is subject to rotation requirements in accordance with the Compliance Manual and Articles of Association of the Manager.

Dr. TSE does not have any relationship with any directors or senior management of the Manager or substantial Unitholders. At the Latest Practicable Date, Dr. TSE does not have any interest in Units within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-appointment of Dr. TSE that need to be brought to the attention of Unitholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as if they were applicable to Sunlight REIT.

NOTICE OF ANNUAL GENERAL MEETING



SUNLIGHT REIT

Sunlight Real Estate Investment Trust

(a Hong Kong collective investment scheme authorized under section 104 of the Securities and Futures Ordinance
(Chapter 571 of the Laws of Hong Kong))
(Stock Code : 435)

Managed by
Henderson Sunlight Asset Management Limited
恒基陽光資產管理有限公司

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of the unitholders (“Unitholders”) of Sunlight Real Estate Investment Trust (“Sunlight REIT”) will be held at The Ballroom, 18th Floor, The Mira Hong Kong, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 10 November 2021 at 10:30 a.m. for the following purposes :

- (1) To note the audited consolidated financial statements of Sunlight REIT together with the independent auditor’s report for the year ended 30 June 2021;
- (2) To note the appointment of auditor of Sunlight REIT and the fixing of their remuneration; and

To consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions :

- (3) “**THAT** :
 - (a) the exercise by Henderson Sunlight Asset Management Limited (the “**Manager**”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Manager to buy back units of Sunlight REIT (“**Units**”) on behalf of Sunlight REIT on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with the circular dated 31 January 2008 issued by the Securities and Futures Commission (the “**SFC**”) to management companies of SFC-authorized real estate investment trusts (“**REITs**”) in relation to on-market unit repurchases by SFC-authorized REITs, paragraph (b) below, the amended and restated trust deed dated 10 May 2021 (the “**Trust Deed**”), the applicable laws of Hong Kong, the Code on Real Estate Investment Trusts, the applicable provisions of the Codes on Takeovers and Mergers and Share Buy-backs, the guidelines issued by the SFC from time to time, and applicable rules and regulations, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Units which may be bought back or agreed to be bought back on the Stock Exchange by the Manager on behalf of Sunlight REIT pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of Units in issue at the date of the passing of this resolution, and such approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until the earliest of :
 - (i) the conclusion of the next annual general meeting of Unitholders following the passing of this resolution;
 - (ii) the expiration of the period within which the meeting referred to in (i) above is required to be held under the Trust Deed; and
 - (iii) the revocation or variation of the authority conferred by this resolution by an ordinary resolution of Unitholders at a general meeting.”
- (4) “**THAT** Mr. KWAN Kai Cheong be and is hereby re-appointed as an Independent Non-Executive Director of the Manager.”
- (5) “**THAT** Dr. TSE Kwok Sang be and is hereby re-appointed as an Independent Non-Executive Director of the Manager.”

By order of the Board
HENDERSON SUNLIGHT ASSET MANAGEMENT LIMITED
恒基陽光資產管理有限公司
(as manager of Sunlight Real Estate Investment Trust)
CHUNG Siu Wah
Company Secretary

Hong Kong, 5 October 2021

Notes:

- (a) Pursuant to the Trust Deed, any Unitholder is entitled to appoint proxy to attend and vote in his/her stead at the meeting (or any adjournment thereof), but the number of proxies appointed by any Unitholder (other than HKSCC Nominees Limited or a recognized clearing house within the meaning of the Securities and Futures Ordinance) shall not exceed two. A proxy need not be a Unitholder.
- (b) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be returned to the unit registrar of Sunlight REIT, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (the “**Unit Registrar**”), no later than 10:30 a.m. on Monday, 8 November 2021, or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) or at the poll concerned should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.

NOTICE OF ANNUAL GENERAL MEETING

- (c) In the case of joint Unitholders, the vote of Unitholder who is first-named on the register of Unitholders, whether tendered in person or by proxy, shall be acceptable to the exclusion of the votes of other joint Unitholders. For this purpose, seniority shall be determined by the order in which the names stand in the register of Unitholders.
- (d) For the purpose of determining entitlements to attend and vote at the meeting (or any adjournment thereof), the register of Unitholders will be closed from Friday, 5 November 2021 to Wednesday, 10 November 2021, both days inclusive, during which period no transfer of Units will be effected. In order to be eligible to attend and vote at the meeting (or any adjournment thereof), completed transfer forms accompanied by the relevant unit certificates must be lodged for registration with the Unit Registrar no later than 4:30 p.m. on Thursday, 4 November 2021.
- (e) The voting of the resolutions proposed at the meeting as set out in this notice shall be taken by way of a poll.
- (f) If a Typhoon Signal No. 8 (or above) is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be rescheduled. The Manager will publish an announcement on the websites of Sunlight REIT at www.sunlightreit.com and HKExnews at www.hkexnews.hk to notify Unitholders of the arrangement on the rescheduled meeting.
- (g) Please indicate in advance, not less than one week before the time appointed for holding the meeting, if Unitholders, because of disabilities, need special arrangements to participate in the meeting. Any such request should be made in writing to the Unit Registrar by post or by email at Sunlightreit-ecom@hk.tricorglobal.com. The Manager will endeavour to make the necessary arrangements unless there is unjustifiable hardship in arranging for them.