

**HENDERSON SUNLIGHT ASSET
MANAGEMENT LIMITED**

Anti-fraud Policy

Background

As the manager of Sunlight Real Estate Investment Trust (“Sunlight REIT”), Henderson Sunlight Asset Management Limited and Henderson Sunlight Property Management Limited (collectively the “Company”) are committed to and have placed a high priority on upholding a high standard of business integrity, honesty and transparency in all its business dealings. All employees are expected to uphold and share this commitment and priority. The Company strictly prohibits any form of fraud, and devotes substantial effort to the prevention, deterrence, detection and investigation of all forms of fraud. This Anti-fraud Policy (the “Policy”) is established to facilitate the development of procedures that will aid in the detection and investigation of fraud against Sunlight REIT/ the Company.

This Policy should be read in conjunction with all other Company policies related to the subject matters contained herein including the Code of Conduct and Whistleblowing Policy.

This Policy has been approved and adopted by the Board of Sunlight REIT.

Scope of Policy

This Policy applies to all employees (including full-time, part-time and temporary staff) of the Company. We also encourage all of our business partners, including tenants, consultants, suppliers, contractors and outside agencies to abide by the principles of this Policy.

Actions Constituting Fraud

Fraud commonly encompasses deceptive conduct with the intention of making some form of financial or personal gain, and/or causing another person suffer a loss. It includes, but is not limited to, deception, bribery and corruption, money laundering, forgery, extortion, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts, and collusion.

Examples of general types of fraudulent behaviour include but not limited to:

- Obtaining financial advantage or any other benefit by deception or abuse of authority granted by virtue of his/her official position or duty;
- Unauthorized trading activities involving conflict of interest and/or gaining of personal interests;
- Improper use of business information not released to the public and/or commercially sensitive information;
- Theft, unauthorized use and/or disposal of Sunlight REIT and the Company assets or resources;
- False accounting and/or misleading disclosures; and
- False invoicing or false expense claims.

Fraud tarnishes the reputation of Sunlight REIT and the Company, and undermines their relationships with regulators, customers and business partners. It may lead to criminal prosecution of or regulatory action against Sunlight REIT, the Company and/or their employees, resulting in the imposition of criminal or civil penalties, including fines and imprisonment, and could damage the business of Sunlight REIT.

Prohibition

Employees are strictly prohibited from using illegal or improper means to obtain benefit of any person (whether in private or public office).

In addition to complying strictly with the provisions in this Policy, employees must exercise common sense and judgment in assessing whether any arrangement could be perceived to be fraud, illegal or otherwise inappropriate.

Management Responsibilities

The Board is committed to maintaining an honest, open and ethical culture within the Company and is accountable to the implementation of the anti-fraud efforts of the Company which includes values, code of conduct, risk management, internal controls, communication and training, oversight and monitoring. Directors and senior management of the Company are responsible for ensuring the effective implementation and in particular, the monitoring and investigation of any material fraudulent activities committed.

In addition, senior management is responsible to ensure that there is effective

fraud risk management framework in place. Senior management is responsible for developing and maintaining effective internal controls to prevent and detect fraud, while ensuring that these controls are being complied with. Each member of the management team should be familiar with the types of fraud that might occur within his or her area of responsibility, and be alert for any indication of fraud.

Fraud Risk Assessment

The Company conducts systematic fraud risk assessments annually. The assessments involve the review of various types of fraud, including fraudulent reporting, possible loss of assets and corruption resulting from the various ways through which fraud and misconduct can occur. In the above review process, the following elements should be assessed and considered:

- 1) Incentives and Pressures — the assessment of fraud risk considers incentives and pressures, such as financial or personal problems.
- 2) Opportunities — the assessment of fraud risk considers opportunities for unauthorized acquisition, use, or disposal of assets, alteration of reporting records, or committing any other inappropriate acts.
- 3) Attitudes and Rationalizations — the assessment of fraud risk considers how management and other personnel might engage in or justify inappropriate actions.

Fraud risks are assessed by risk ratings which are scored in terms of consequence and likelihood of occurrence, while control measures should be imposed for fraud risks identified. For details of the risk scoring mechanism and responsibilities for fraud risk assessment and control, please refer to the Risk Analysis section under the Risk Management Policy (available to all staff of the company under: <O:\Policy and Guidelines\Compliance\Risk Management Policy>) and Appendix 2 respectively.

Reporting of Irregularities

If an employee becomes aware of any actual or suspected breach of this Policy or the Code of Conduct, he/she must report such incidents in accordance with the reporting and escalation procedures established by the Company. Please refer to the Whistleblowing Policy (Appendix 1) which provides a mechanism for employees and those who deal with the Company to raise concerns on any

suspected impropriety, misconduct or malpractice through confidential reporting channels.

Employees and other parties who deal with the Company are encouraged to report any concerns regarding fraud. Procedures are in place to ensure that such suspected or alleged cases are logged, investigated and appropriate action is taken. Suspected or alleged cases are to be treated confidentially to the extent possible, and employees raising legitimate concerns in good faith are to be protected. Retaliation of any kind against any employee for making good faith reports about actual or suspected violation of this Policy or Code of Conduct is not permitted.

Employees must cooperate fully and openly with any investigation into alleged or suspected fraudulent activity or breach of this Policy or Code of Conduct. Failure to cooperate or to provide truthful information may also lead to the employee being subject to disciplinary action, up to and including dismissal.

To facilitate the formal review and assessment, Internal Audit Department (IAD) will keep a register recording both suspected and actual incidents, and report the relevant information to the Audit Committee on a quarterly basis.

Recovery of Losses

The recovery of losses should be a major objective of any fraud investigation. Repayment of losses should be sought in all cases. Where necessary, external specialists can be involved or legal advice should be sought.

Disciplinary Action

All employees are required to adhere to this Policy, as well as any additional requirements set by the Company in the Code of Conduct or by local law (which may be stricter than those set out in this Policy), the breach of which may lead to disciplinary action that might ultimately result in termination of employment and/or personal civil or criminal sanctions. If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed by the Corporate Services Department - Human Resources Team and, if necessary, by legal consultant, and be approved by the Chief Executive Officer before any such

action is taken.

Corrective Actions

Management will take corrective actions to resolve substantiated cases of fraud, and will implement internal control improvement measures to prevent recurrence of similar fraudulent activities.

Implementation, Monitoring and Review of the Policy

The Audit Committee has the overall responsibility for implementation and monitoring of this Policy, including the Whistleblowing Policy. In addition, the Internal Audit Department has been delegated with the day-to-day responsibilities for administration, periodic review and update of this Policy. Any material changes to the Policy are subject to endorsement by the Audit Committee and approval by the Board of Sunlight REIT.

Communication and Training

The Company will make this Policy available to all employees (whether in hard copy or online) and to provide briefings to new employees thereon. It is the responsibility of every department head to communicate this Policy to employees. Department heads should ensure that all employees reporting to them understand and comply with the prohibitions in this Policy and understand the escalation procedure for reporting actual or suspected breaches of this Policy and suspicious activity. Key employees are to receive regular training relating to fraud risks faced by Sunlight REIT and the Company, as well as compliance with laws, regulations and standards of conduct which are relevant for the business. It is every employee's responsibility to counter fraud.

Access to Policy

The Policy and the Whistleblowing Policy are saved on server and available to all staff of the Company under:

O:\Policy and Guidelines\Anti-fraud Policy

Appendix 1

Whistleblowing Policy

1. Objective and Scope

This Whistleblowing Policy (the “Policy”) is set out to encourage employees and the business partners (e.g., tenants, consultants, suppliers, contractors, outside agencies, etc.) who deal with Sunlight Real Estate Investment Trust (“Sunlight REIT”) or Henderson Sunlight Asset Management Limited and Henderson Sunlight Property Management Limited (collectively the “Company”) to report promptly any actual or suspected improprieties, misconducts, malpractices and irregularities identified.

This Policy is primarily concerned with situations where the interests of Sunlight REIT and/or the Company are at risk. This Policy does not apply to staff grievances and complaints about any employee’s personal situation, of which they should be referred to the Corporate Services Department - Human Resources Team or the senior management of relevant departments.

2. Principles of Ethics

It is not possible to give an exhaustive list of the activities that constitute impropriety, misconduct, malpractice or irregularity covered by this policy. The Company expects all employees to observe and apply principles of ethics in conducting the business of Sunlight REIT. Behaviour that is not in line with the principles of ethics could constitute impropriety, misconduct, malpractice or irregularity that should be reported.

The principles of ethics include but are not confined to:

- Absence of fraudulent or corrupt conduct;
- Compliance with the Company’s policies and procedures;
- Compliance with laws, rules and regulations;
- Compliance with financial controls and reporting requirements;
- Compliance with the health, safety and environment requirements;
- Protection of information, records and assets; and
- Prompt response to incidents and obligation to report.

Employees who have doubts in observing and applying the principles of ethics are encouraged to seek advice from the senior management of the Company. Concealment of any violation of the principles of ethics is strictly prohibited.

3. Protection and Confidentiality

Persons reporting genuinely and appropriately under this Policy are assured of fair treatment. The Company reserves the right to take appropriate actions against anyone who initiates or threatens to initiate retaliation against those who have raised concerns under this Policy. Management will support all employees and encourage them to raise concerns without fear of reprisals. The Company will make every effort, within its capacity, to keep the identity of person who raises concerns in confidential. In order not to jeopardize the investigation, the person who raises a concern is also required to keep confidential the fact that he or she has filed a report, the nature of concerns and the identities of those involved.

Should an investigation lead to a criminal prosecution, it may become necessary for the person who raises the concern to provide evidence or be interviewed by the relevant authorities. The Company will endeavor to advise the person in advance if his or her identity may become apparent or need to be disclosed.

4. Reporting

4.1 The Content of the Allegation

To assist the Company in response to the allegation, the allegation should be factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter. The allegation should, to the extent possible, contain the following information:

- The alleged event, matter or issue which is the subject of the allegation;
- The name of each person and organization involved;
- If the allegation involves a specific event or events, the approximate date and location of each event; and

4.2 Reporting Channels

If an employee has any concerns about impropriety, misconduct, malpractice or irregularity, he/she can report to the Internal Audit Department verbally through a dedicated hotline or in writing by post or email.

4.2.1 Dedicated Hotline

Hotline number: 3669 2834

The hotline adopts voice mail system which is available twenty-four hours a day, seven days a week. To the extent possible, the designated staff of the Internal Audit Department will answer the telephone during office hours. After office hours, calls are transferred to the voice mailbox for processing on the following business day.

4.2.2 Post or Email

The report can also be made to the Internal Auditor of the Company in writing:

- i) by post in a sealed envelope clearly marked "To be opened by addressee only" at:

**Internal Auditor
Henderson Sunlight Asset Management Limited
30/F, Dah Sing Financial Centre,
248 Queen's Road East,
Wan Chai, Hong Kong**

- ii) by email to:

reportcase@hendersonsunlight.com

All written reports can be made in the standard form attached in Appendix 1a.

Internal Audit Department will acknowledge the receipt of reported case of voicemail or mail or email to the person who reported a case on the following business day the latest if the report made is not anonymous.

It is encouraged that the reports are not being made anonymously in order to facilitate for further investigations and follow-up. Internal Audit Department has open, regular and unrestricted access to the Audit Committee and the Chief Executive Officer (“CEO”); the independence of its organizational status can assure the information provided is treated in strict confidence.

If the complaint is lodged against the Internal Auditor, the report should be made by post to the CEO at the same address who will report to the Chairman of the Audit Committee.

5. Investigations

Once a report has been received, Internal Auditor will examine the concerns and assess the actions to be taken. This may involve any internal enquiry or a more formal investigation. If necessary, external specialists, such as forensic experts or legal experts, may be engaged to assist with an investigation. For the cases of suspected corruption or other criminal offences, Internal Auditor will notify the CEO and seek legal advice and report to the Independent Commission Against Corruption (“ICAC”) or other relevant authorities (with notification to the Chairman of the Audit Committee before reporting to the ICAC/authorities). Once the matter is referred to the authorities, the Company will not be able to take further action on the matter.

If the employee’s concern falls more properly within the grievance procedure, then the concern will be transferred to the Corporate Services Department - Human Resources Team or the senior management of relevant departments, and the employee will be informed of this.

The results of any investigation will be submitted to the CEO or the Chairman of the Audit Committee (as deemed appropriate by the Internal Auditor) to determine the appropriate corrective actions. The corrective actions may include disciplinary actions, termination of employment,

and/or other appropriate actions.

The result of the investigation may be communicated in writing to the person who reported a case where deemed appropriate. Information provided to a person is subject to privacy considerations of those against whom the allegations are made and the Company's confidentiality practices. The Internal Auditor will review the need to communicate to the person who reported the case. The detailed investigation report will not be provided. If the person is not an employee, he or she must sign a confidentiality agreement prior to receiving information on the outcome of the investigation.

Please refer to Appendix 1b for detailed investigation procedures.

6. Untrue Allegation

In making a disclosure, individual employee should exercise due care to ensure the accuracy of the information. The Company reserves the right to take appropriate action against any relevant person to recover any loss or damage, for any untrue allegations made maliciously, with an ulterior motive, or for personal gain.

7. Retention of Records

Full records will be kept for all reported cases for a period not exceeding seven years (or whatever other period may be specified by any relevant legislation). In the event a reported case leads to an investigation, the party responsible will ensure that all relevant information relating to the case is retained, including details of corrective actions taken.

8. Summary of Reported Cases

The Internal Auditor will summarize all reported cases with respective follow-up actions and report to the Audit Committee on a quarterly basis.

Appendix 1a

Whistleblowing Report Form

The Company is committed to maintaining good corporate governance, emphasizing accountability and high degree of transparency which enable our stakeholders to have trust and faith in Sunlight REIT and the Company to take care of their needs and to fulfill its social responsibility.

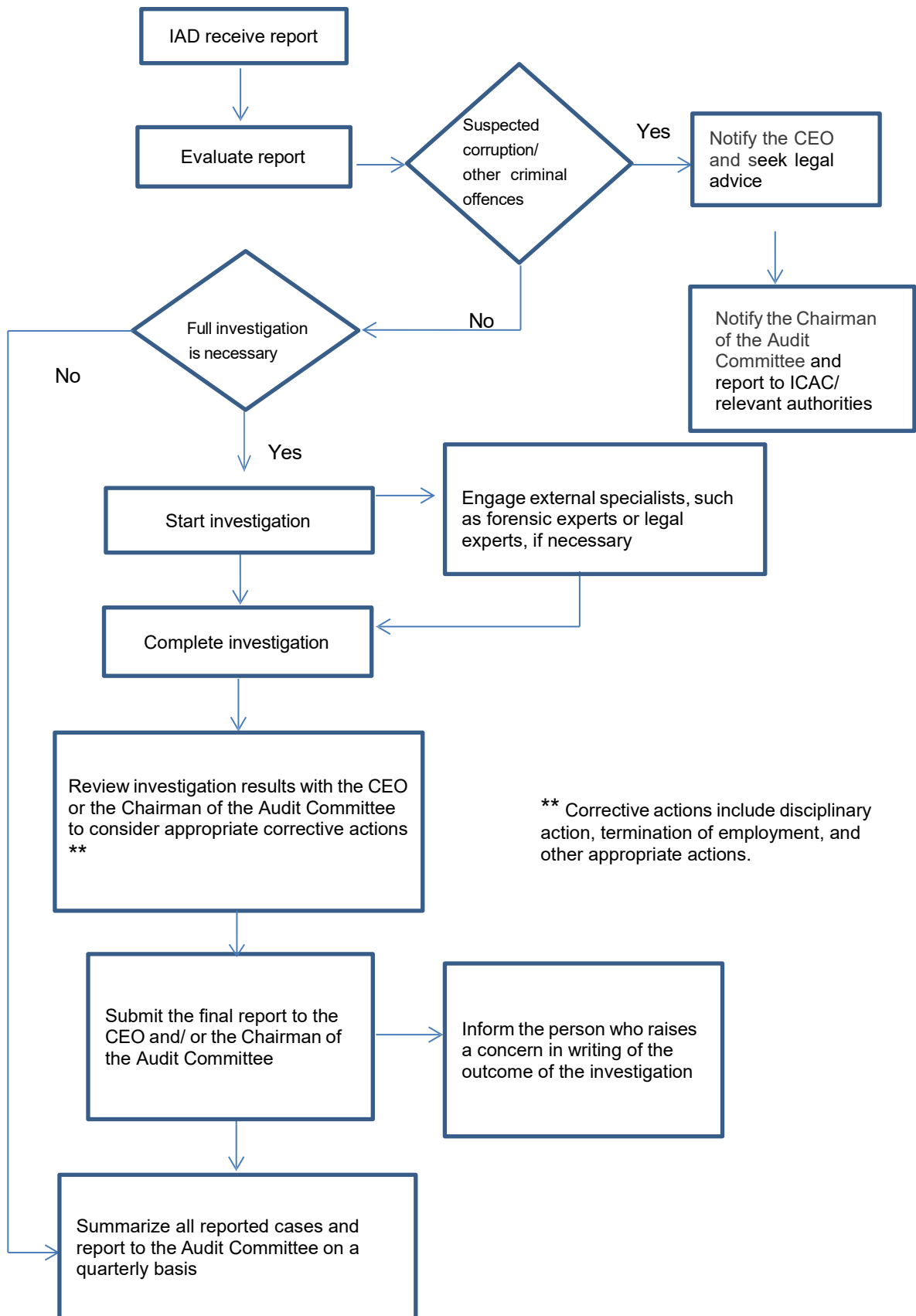
The Whistleblowing Policy has been established to encourage and assist relevant employees and business partners (e.g., tenants, consultants, suppliers, contractors, outside agencies, etc.) who deal with the Company to disclose information relevant to impropriety, misconduct, malpractice or irregularity through a confidential reporting channel (to the extent possible). The Company will handle this report with care and will treat the concerns raised fairly and properly.

If you wish to make a written report, please use the report form below. You may send the report, in a sealed envelope clearly marked "To be opened by addressee only" and addressed to the Internal Auditor of the Company, by post to the relevant address below or by email to reportcase@hendersonsunlight.com

To: Internal Auditor	
Henderson Sunlight Asset Management Limited 30/F, Dah Sing Financial Centre, 248 Queen's Road East, Wan Chai, Hong Kong (If the complaint is lodged against the Internal Auditor, the report should be made by post to the CEO at the same address who will report to the Chairman of the Audit Committee.)	
Your Name / Contact Telephone Number and Email We encourage you to provide your name with this report form. Concerns expressed anonymously are much less effective to follow up.	Name: _____ Employee <input type="checkbox"/> Business Partner <input type="checkbox"/> (please specify: _____) Address: _____ _____ Tel No.: _____ Email: _____ Date: _____
Details of concerns: Please provide full details, such as name, date and place and reason for the concerns (continue on separate sheet if necessary) together with any supporting evidence / documents.	
<u>Personal Information Collection Statement</u> All personal data collected will only be used for purposes which are directly related to the case you reported. It is strongly recommended that the report should not be made anonymously. The personal data submitted will be held and kept confidential. If necessary, the information provided may be disclosed to law enforcement authorities or other concerned units. Where relevant, under the Personal Data (Privacy) Ordinance of Hong Kong, you shall have the right to request access to and correction of your personal data. If you wish to exercise these rights, requests should be made in writing to the Internal Auditor at address shown in this form. Your personal data will not be kept longer than is necessary for the fulfillment of the investigation purposes, unless the retention is otherwise permitted or required by law.	

Appendix 1b

Investigation Procedures



Appendix 2

Responsibilities in fraud risk assessment

Responsibilities	Parties
Reviewing and updating fraud risk registers for respective departments/ operating units annually, or quarterly as deemed necessary. Incorporating the fraud risks into the departmental risk register of top 5 risks where necessary.	Heads of department (excluding Internal Audit)/ operating unit
Reviewing the fraud risk register and risk register of top 5 risks submitted by each department / operating unit and preparing Summary Results of Fraud Risk Assessment and consolidated risk register.	Risk Manager
Reporting the Summary Results of Fraud Risk Assessment and consolidated risk register to the Risk Taskforce for overall consideration.	Risk Manager
Reviewing departmental fraud risk registers, Summary Results of Fraud Risk Assessment, and consolidated risk register as part of annual appraisal exercise on Sunlight REIT's risk management system and reporting the results to the Audit Committee.	Internal Auditor