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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, 29 May 2024 at 10:30 a.m. for the purposes of considering and, if thought fit, passing with or without modification, the following resolutions as Ordinary Resolutions:

(1) “**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 trust deed dated 26 May 2006 constituting Sunlight REIT (as amended and restated from time to time) (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;
- (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 Sunlight REIT 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.”
- (2) “**THAT** Mr. KWAN Kai Cheong be and is hereby re-appointed as an Independent Non-Executive Director of the Manager.”
- (3) “**THAT** Dr. TSE Kwok Sang be and is hereby re-appointed as an Independent Non-Executive Director of the Manager.”
- (4) “**THAT** Mr. KWOK Tun Ho, Chester 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, 23 April 2024

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 or postponement 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the “**Unit Registrar**”) as soon as possible but in any event, not less than 48 hours before the time appointed for holding of the meeting, or any adjourned or postponed 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 or postponement thereof) or at the poll concerned should you so wish. In the event that you attend the meeting or adjourned or postponed meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.
- (c) 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 AGM (or any adjournment or postponement thereof), the register of Unitholders will be closed from Friday, 24 May 2024 to Wednesday, 29 May 2024, 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 or postponement thereof), all transfer documents accompanied by the relevant unit certificates must be lodged for registration with the Unit Registrar not later than 4:30 p.m. on Thursday, 23 May 2024.
- (e) The voting of the resolution proposed at the AGM as set out in this notice shall be taken by way of a poll.
- (f) If a Typhoon Signal No. 8 (or above), or ‘extreme conditions caused by a super typhoon’, or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the AGM, 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.

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

- (g) Please indicate in advance, not less than one week before the time appointed for holding the AGM, 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.

At the date of this notice, the board of directors of the Manager comprises : (1) Chairman and Non-Executive Director : Mr. AU Siu Kee, Alexander; (2) Chief Executive Officer and Executive Director : Mr. WU Shiu Kee, Keith; (3) Non-Executive Director : Mr. KWOK Ping Ho; and (4) Independent Non-Executive Directors : Mr. KWAN Kai Cheong, Dr. TSE Kwok Sang, Mr. KWOK Tun Ho, Chester and Ms. Helen ZEE.