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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

NOTICE OF EXTRAORDINARY GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE EGM

In view of the COVID-19 outbreak, the Manager will implement the following precautionary measures for the EGM to safeguard the health and safety of Unitholders and other attendees :

- (a) compulsory body temperature screening;
- (b) submission of health declaration;
- (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 EGM 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 EGM 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 EGM, taking into account their own personal circumstances. Instead of attending the EGM in person, Unitholders are encouraged to appoint the Chairman of the EGM as their proxy to vote at the EGM. The Manager will keep the evolving COVID-19 situation under review and will announce closer to the date of the EGM on implementation of additional measures, if necessary.

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) 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, 5 May 2021 at 10:30 a.m. for considering and, if thought fit, passing, with or without modifications, the following resolutions, of which Resolutions no. 1 to 4 are intended to be proposed as special resolutions, and Resolution no. 5 is intended to be proposed as an ordinary resolution.

SPECIAL RESOLUTIONS

1. **“THAT :**

- (a) pursuant to Clause 36.1 of the Trust Deed, approval be and is hereby given for the Property Development Amendments as set out in Appendix I to the Circular;
- (b) approval be and is hereby given for the increase of Property Development Cap (as defined in the Circular) to 25% (or such other higher percentage as may be permitted under the REIT Code) of the gross asset value of Sunlight REIT at any time; and
- (c) Henderson Sunlight Asset Management Limited as the manager of Sunlight REIT (the **“Manager”**), any director of the Manager and HSBC Institutional Trust Services (Asia) Limited as the trustee of Sunlight REIT (the **“Trustee”**) and any duly authorized officer of the Trustee each be and is hereby authorized to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Sunlight REIT to implement or give effect to the amendments of the Trust Deed referred to in paragraph (a) and/or paragraph (b) above.”

2. **“THAT :**

- (a) pursuant to Clause 36.1 of the Trust Deed, approval be and is hereby given for the Miscellaneous Fees Amendments as set out in Appendix II to the Circular; and
- (b) the Manager, any director of the Manager and the Trustee and any duly authorized officer of the Trustee each be and is hereby authorized to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Sunlight REIT to implement or give effect to the amendments of the Trust Deed referred to in paragraph (a) above.”

3. **“THAT :**

- (a) pursuant to Clause 36.1 of the Trust Deed, approval be and is hereby given for the Annual Distributable Income Amendments as set out in Appendix III to the Circular; and
- (b) the Manager, any director of the Manager and the Trustee and any duly authorized officer of the Trustee each be and is hereby authorized to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Sunlight

REIT to implement or give effect to the amendments of the Trust Deed referred to in paragraph (a) above.”

4. **“THAT :**

- (a) pursuant to Clause 36.1 of the Trust Deed, approval be and is hereby given for the Conduct of General Meeting Amendments as set out in Appendix IV to the Circular; and
- (b) the Manager, any director of the Manager and the Trustee and any duly authorized officer of the Trustee each be and is hereby authorized to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Sunlight REIT to implement or give effect to the amendments of the Trust Deed referred to in paragraph (a) above.”

ORDINARY RESOLUTION

5. **“THAT :**

- (a) the Renewed Property Management Agreement, the Master Services Agreement and the Connected Deeds of Mutual Covenant (each as defined and described in the Circular, a copy of which has been produced to this meeting and marked “*” and signed by the chairman of the EGM for identification purpose) and the Property Management Transactions (as defined and described in the Circular) be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps in respect of the Property Management Transactions for each of the three financial years ending 30 June 2022, 30 June 2023 and 30 June 2024 be and are hereby approved; and
- (c) the Manager, any director of the Manager and the Trustee and any duly authorized officer of the Trustee each be and is hereby authorized to do and procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Sunlight REIT to implement or give effect to the matters resolved upon in paragraph (a) and/or paragraph (b) above.”

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, 9 April 2021

Notes :

- (a) Unless otherwise defined in this notice or the context requires otherwise, terms defined in the circular of Sunlight REIT dated 9 April 2021 to Unitholders (the “Circular”) shall have the same meanings when used in this notice.
- (b) 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.
- (c) 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, 3 May 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.
- (d) 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.
- (e) 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, 30 April 2021 to Wednesday, 5 May 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, 29 April 2021.
- (f) The voting of the resolutions proposed at the meeting as set out in this notice shall be taken by way of a poll.
- (g) 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 of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk to notify Unitholders of the arrangement on the rescheduled meeting.
- (h) 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.
- (i) The translation of this notice into Chinese language is for reference only. In case of any inconsistency, the English version of this notice shall prevail.

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 and Mr. KWOK Tun Ho, Chester.