

The Securities and Futures Commission of Hong Kong, Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 2 MAY 2018

At the EGM held on 2 May 2018, the proposed Ordinary Resolution in relation to the 2018 Waiver Extension and the New Annual Caps was duly passed by way of poll. The SFC has granted certain waivers in relation to the Ordinary Resolution (or the implementation thereof) subject to the waiver conditions described below.

Reference is made to the circular (the “**Circular**”) and the EGM Notice, both dated 13 April 2018 and issued to the unitholders of Sunlight Real Estate Investment Trust (“**Sunlight REIT**”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular, unless otherwise stated in this announcement.

At the EGM held on 2 May 2018, the proposed Ordinary Resolution in relation to the 2018 Waiver Extension and the New Annual Caps was duly passed by way of poll.

At the date of the EGM, the total number of Units in issue was 1,645,139,777.

Pursuant to the REIT Code and the Trust Deed, the SKFE Connected Persons Group and the Manager Group, by virtue of their material interest in the 2018 Waiver Extension, had abstained from voting on the Ordinary Resolution to approve the 2018 Waiver Extension and the New Annual Caps, except for the voting by Mr. AU Siu Kee, Alexander, who in his capacity as the chairman of the EGM was appointed as proxy by certain Independent Unitholders, pursuant to the specific instructions given by such Independent Unitholders to vote for or against the Ordinary Resolution on their behalf. On this basis, at the date of the EGM, the total number of Units in issue which were ineligible to vote for or against the Ordinary Resolution was 646,769,479. Accordingly, the total number of Units entitling the Independent Unitholders to vote for or against the Ordinary Resolution was 998,370,298 (representing approximately 60.69% of the total number of Units in issue at the date of the EGM).

The poll at the EGM was scrutinized by the Unit Registrar, Tricor Investor Services Limited. The poll results in respect of the Ordinary Resolution are as follows:

Description of the Ordinary Resolution	Number of votes (%)	
	For	Against
To approve the 2018 Waiver Extension and the New Annual Caps.	420,583,971 (approximately 99.993%)	31,000 (approximately 0.007%)

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as an ordinary resolution.

In connection with the Ordinary Resolution, the Manager has applied to the SFC to seek an extension of the 2015 Extended Waiver for a further period of three years up to and including 30 June 2021 in respect of the Relevant Connected Party Transactions between the Sunlight REIT Group on one part and the SKFE Connected Persons Group and/or the Manager Group (as the case may be) on the other part. The SFC has, on 2 May 2018, granted the 2018 Waiver Extension (which will supersede the 2015 Extended Waiver as from 1 July 2018), subject to the following conditions:

(i) *Due approval by Unitholders*

Due approval by Unitholders other than those who have a material interest in the 2018 Waiver Extension within the meaning of paragraph 8.11 of the REIT Code and adoption of the Ordinary Resolution set out in the EGM Notice, without any material amendment thereto;

(ii) *Extensions or modifications*

The 2015 Extended Waiver will be extended for a period of three financial years to expire on 30 June 2021 (the “**2018 Waiver Extension**”). The 2018 Waiver Extension may be extended beyond 30 June 2021, and/or the conditions of the 2018 Waiver Extension may be modified from time to time, provided that:

- (a) the approval of Unitholders other than those who have a material interest in the relevant transactions within the meaning of paragraph 8.11 of the REIT Code (the “**Independent Unitholders**”) is obtained by way of an Ordinary Resolution passed in a general meeting of Unitholders;
- (b) disclosure of details of the proposed extension and/or modification (as the case may be) shall be made by way of an announcement by the Manager of such proposal, and a circular and notice shall be issued to Unitholders in accordance with Chapter 10 of the REIT Code; and
- (c) any extension of the period of the 2018 Waiver Extension is made, on each occasion of such extension, for a period which shall expire not later than the third full financial year-end date of Sunlight REIT after the date on which the approval referred to in paragraph (a) above becomes effective.

(iii) *Annual caps*

The annual value of the connected party transactions described below shall not exceed the respective annual caps:

(a) Connected Leasing Transactions

Financial year ending 30 June 2019	Financial year ending 30 June 2020	Financial year ending 30 June 2021
HK\$15,680,000	HK\$15,890,000	HK\$16,450,000

In respect of the Connected Leasing Transactions first entered into, an independent valuation shall be conducted for each of such leasing and licensing transactions before it is first entered into except where they are conducted on standard or published rates.

(b) Connected Facilities Transactions

Financial year ending 30 June 2019	Financial year ending 30 June 2020	Financial year ending 30 June 2021
HK\$300,000	HK\$350,000	HK\$400,000

(c) Property Management Transactions

	Financial year ending 30 June 2019	Financial year ending 30 June 2020	Financial year ending 30 June 2021
In respect of Sunlight REIT's assets, third party services and deeds of mutual covenant	HK\$23,850,000	HK\$26,820,000	HK\$30,170,000
In respect of joint effort arrangements	HK\$4,550,000	HK\$5,140,000	HK\$5,810,000

Provided that there is no variation to the terms and conditions governing the Property Management Transactions (after the proposed amendments as described in the announcement dated 12 April 2018 made by the Manager), whether during the term of the Property Management Agreement or upon any renewal thereof or during the term of any such renewed agreement(s):

- (1) the fees and reimbursements payable to the Manager Group under the renewed Property Management Agreement will not be subject to the annual limits referred to above in this paragraph for the purpose of the 2018 Waiver Extension; and

- (2) any entry into by the Manager or Sunlight REIT of a renewed Property Management Agreement during the 2018 Waiver Extension period (or any extension thereof pursuant to paragraph headed “(ii) *Extensions or modifications*” above), will be exempt from all reporting, disclosure and Unitholders’ approval requirements under Chapter 8 of the REIT Code.

(iv) *Disclosure in semi-annual and annual reports*

Details of the Relevant Connected Party Transactions shall be disclosed in Sunlight REIT’s semi-annual and annual reports in the relevant financial period/year, as required under paragraph 8.14 of the REIT Code.

(v) *Auditors’ review procedures*

In respect of each relevant financial period, the Manager will engage and agree with the auditors of Sunlight REIT to perform certain review procedures on connected party transactions. The auditors will then report to the Manager on the factual findings based on the work performed by them (and a copy of such report shall be provided to the SFC), confirming whether all such connected party transactions:

- (a) have received the approval of the Board (including the independent non-executive Directors (“**INEDs**”));
- (b) have been entered into in accordance with the pricing policies of Sunlight REIT;
- (c) have been entered into in accordance with the terms of the agreements (if any) governing such transactions; and
- (d) the total value in respect of which has not exceeded the respective annual cap amounts as set out above.

(vi) *Review by the INEDs*

The INEDs of the Manager shall review the Relevant Connected Party Transactions annually and confirm in Sunlight REIT’s annual report for the relevant financial period that such transactions have been entered into:

- (a) in the ordinary and usual course of business of Sunlight REIT;
- (b) on normal commercial terms (to the extent that there are sufficient comparable transactions) or, where there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to Sunlight REIT than terms readily available to or from (as appropriate) independent third parties; and
- (c) in accordance with the relevant agreements and the Manager’s internal procedures governing them, if any, on terms that are fair and reasonable and in the interests of the Unitholders as a whole.

(vii) *Auditors' access to books and records*

The Manager shall allow, and shall procure the counterparty to the relevant connected party transaction to allow, the auditors of Sunlight REIT sufficient access to their records for the purpose of reporting on the transactions.

(viii) *Notification to the SFC*

The Manager shall promptly notify the SFC and publish an announcement if it knows or has reason to believe that the auditors of Sunlight REIT and/or the INEDs will not be able to confirm the matters set out in paragraphs (v) and (vi) above.

(ix) *Subsequent increases in annual caps with Independent Unitholders' approval*

The Manager may from time to time seek to increase one or more of the annual caps set out above, for example, when Sunlight REIT acquires additional properties and increases the scale of its operations or when there are changes in market or operating conditions, provided that:

- (a) the approval of Independent Unitholders is obtained by way of an Ordinary Resolution passed in a general meeting of Unitholders;
- (b) disclosure of details of the proposal to increase the cap amounts is made by way of an announcement of the Manager of such proposal, and a circular and notice are issued to Unitholders in accordance with Chapter 10 of the REIT Code; and
- (c) the requirements set out in paragraphs (iii) to (viii) above shall continue to apply to the relevant transactions, save that the increased annual cap amounts shall apply.

(x) *Paragraph 8.14 of the REIT Code*

The Manager shall comply with all requirements under paragraph 8.14 of the REIT Code where there is any material change to the terms of the relevant connected party transactions or where there is any subsequent change to the REIT Code which may impose stricter requirements in respect of disclosure and/or Unitholders' approval.

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, 2 May 2018

At the date of this announcement, the Board 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, Mr. MA Kwong Wing, Dr. TSE Kwok Sang and Mr. KWOK Tun Ho, Chester.