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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

AMENDMENTS TO THE TRUST DEED

The Board announces that on 7 February 2024, the Manager and the Trustee entered into the Amended Trust Deed for effecting the Trust Deed Amendments. Accordingly, the financial year end date of Sunlight REIT has been changed from 30 June to 31 December with effect from the same date.

INTRODUCTION

Reference is made to the announcement of Sunlight Real Estate Investment Trust (“**Sunlight REIT**”) dated 5 December 2023 (the “**Announcement**”) in relation to the Change of Financial Year End Date. As disclosed in the Announcement, amendments shall be made to the Trust Deed for effecting the Change of Financial Year End Date. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

The board of directors of the Manager (the “**Board**”) announces that on 7 February 2024, the Manager and the Trustee entered into the Second Amended and Restated Trust Deed (the “**Amended Trust Deed**”) for effecting the Trust Deed Amendments. Accordingly, the financial year end date of Sunlight REIT has been changed from 30 June to 31 December with effect from the same date.

THE TRUST DEED AMENDMENTS

The key Trust Deed Amendments are as follows :

- (i) incorporate in the Trust Deed the Change of Financial Year End Date so that the current financial year shall be a period of 18 months from 1 July 2023 to 31 December 2024 (the “**2024 Financial Year**”) and the subsequent financial years shall be 12 months ending on 31 December in each year;
- (ii) reflect in the Trust Deed that the next full valuation of Sunlight REIT’s real estate shall be conducted at 31 December 2024, being the last day of the 2024 Financial Year;
- (iii) reflect in the Trust Deed that the next annual report of Sunlight REIT shall be in respect of the 2024 Financial Year and that the report of Sunlight REIT in respect of the period from 1 July 2023 to 30 June 2024 shall be an interim report;
- (iv) incorporate in the Trust Deed that the election previously made by the Manager in respect of the form of payments of the base fee and variable fee as disclosed in the announcement of Sunlight REIT dated 21 June 2023, shall be regarded as applicable to the entire 2024 Financial Year; and
- (v) reflect in the Trust Deed that the Manager’s election for the payment of the base fee and variable fee in cash and/or units shall be made annually on or before 15 January of each year starting from 2025.

OPINION OF THE MANAGER

The Manager has confirmed to the Trustee that the Trust Deed Amendments will not materially prejudice the interests of the Unitholders, to any material extent release the Trustee, the Manager or any other person from any liability to the Unitholders or increase the costs and charges payable from the scheme property.

OPINION OF THE TRUSTEE

The Trustee has certified pursuant to Clause 36.1(a) of the Trust Deed and paragraph 9.6 of the REIT Code after taking into account the Manager’s views and confirmations that, in its opinion, the Trust Deed Amendments do not (a) materially prejudice the interests of the Unitholders, (b) to any material extent release the Trustee, the Manager or any other person from any liability to the Unitholders, or (c) increase the costs and charges payable from the scheme property.

GENERAL

As the Trust Deed Amendments do not require Unitholders’ approval under the REIT Code and the Trust Deed, the Manager hereby gives notice of the Trust Deed Amendments to the Unitholders pursuant to Clause 36.2 of the Trust Deed.

Pursuant to paragraph 5.2(f) of the REIT Code, a copy of the Amended Trust Deed is available for inspection by the public during normal office hours at the Manager’s registered office at 30th Floor, Dah Sing Financial Centre, 248 Queen’s Road East, Wan Chai, Hong Kong.

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, 7 February 2024

At the date of this announcement, the Board 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.