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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

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 outbreak, mass gatherings would potentially impose a risk in terms of the spread of the virus. The seating capacity of the AGM venue will be limited to ensure social distancing. In order to safeguard the health and safety of Unitholders and attendees, **the Manager encourages Unitholders, instead of attending the AGM in person, to attend and vote at the AGM by means of electronic facilities or to appoint the Chairman of the AGM as their proxy to vote on the resolution at the AGM** by completing and returning the form of proxy accompanying the circular of Sunlight REIT dated 5 October 2022 in accordance with the instructions printed thereon.

Unitholders and other persons attending the AGM in person please note that, consistent with the government guidelines for the prevention and control of COVID-19, the Manager will implement precautionary measures for the AGM, including :

- (a) compulsory body temperature screening;
- (b) scanning the “LeaveHomeSafe” venue QR code;
- (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 AGM 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;
- (iii) has any flu-like symptoms; or
- (iv) 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, if Unitholders attend the AGM in person, please be advised to arrive earlier in order to enter the meeting venue on time. The Manager seeks the understanding and cooperation of Unitholders to minimize the risk of spreading COVID-19.

Unitholders are welcome to communicate with the Manager on matters relating to Sunlight REIT either in writing to the registered office of the Manager at 30th Floor, Dah Sing Financial Centre, 248 Queen's Road East, Wan Chai, Hong Kong or by email at ir@HendersonSunlight.com.

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 United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 10 November 2022 at 11:00 a.m. for the following purposes :

- (1) To note the audited consolidated financial statements of Sunlight REIT together with the independent auditor's report for the year ended 30 June 2022;
- (2) To note the appointment of auditor of Sunlight REIT and the fixing of their remuneration; and

To consider and, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution :

- (3) “**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 amended and restated trust deed dated 10 May 2021 (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 Unitholders 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.”

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, 5 October 2022

Notes :

- (a) The AGM will be a hybrid meeting conducted in accordance with the provisions of the Trust Deed. Unitholders have the option of attending, participating and voting at the AGM by visiting the website at <https://spot-meeting.tricor.hk/#/435> (the “**Online Platform**”). Unitholders attending the AGM using the Online Platform will also be counted towards the quorum and they will be able to cast their votes and submit questions through the Online Platform. Login details to access the Online Platform are included in the letter to Unitholders sent together with the circular dated 5 October 2022. Subject to the development of the COVID-19 pandemic, the Manager may be required to change the meeting arrangements for the AGM at short notice. Unitholders are advised to check the websites of Sunlight REIT at www.sunlightreit.com and HKEXnews at www.hkexnews.hk for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.
- (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 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.
- (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the “**Unit Registrar**”) or using the Online Platform not later than 11:00 a.m. on Tuesday, 8 November 2022, or not less than 48 hours before the time appointed for holding of 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 or by means of electronic facilities 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.
- (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 or postponement thereof), the register of Unitholders will be closed from Monday, 7 November 2022 to Thursday, 10 November 2022, 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 Friday, 4 November 2022.
- (f) The voting of the resolution 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 and HKEXnews 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.

- (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.

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.