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Sunlight Real Estate Investment Trust

(a Hong Kong collective investment scheme authorised 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

DELAY IN DESPATCH OF THE CIRCULAR IN RELATION TO
(1) MAJOR ACQUISITION AND CONNECTED PARTY TRANSACTIONS
RELATING TO THE PROPOSED ACQUISITION OF
THE PRINCE EDWARD EAST PROPERTY
(2) PROPOSED ISSUANCE OF THE SUBSCRIPTION UNITS
AND
(3) APPLICATION BY THE HENDERSON CONCERT GROUP FOR
WHITEWASH WAIVER

Financial adviser to the REIT Manager



Independent Financial Adviser to the Independent Board Committee,
the Independent Unitholders and the Trustee



The REIT Manager announces that, as additional time is required to co-ordinate and finalise certain parts of the Circular, the REIT Manager has made an application to the SFC in respect of 10.8 of the REIT Code for an extension of the time limit for despatching the Circular from 13 July 2014 to 25 July 2014, and an application to the Executive in respect of Rule 8.2 of the Takeovers Code for an extension of the time limit for despatching the Circular from 11 July 2014 to 25 July 2014. Such extension of the time limit has been granted.

Reference is made to the announcement of Sunlight REIT dated 20 June 2014 and issued on 22 June 2014 in relation to, among other things, (1) the major acquisition and connected party transactions relating to the proposed acquisition of the Prince Edward East Property, (2) the proposed issuance of the Subscription Units, and (3) the application by the Henderson Concert Group for the Whitewash Waiver (the “**First Announcement**”). Terms used in this announcement shall have the same meanings as defined in the First Announcement, unless otherwise defined herein.

As announced in the First Announcement, the Circular would be sent to the Unitholders in accordance with the Takeovers Code and the REIT Code, or on such later date as soon as practicable if an extension is granted.

Pursuant to 10.8 of the REIT Code, the Circular is required to be sent to the Unitholders within 21 days after the issuance of the First Announcement (i.e. on or before 13 July 2014). Also, pursuant to Rule 8.2 of the Takeovers Code, the Circular should normally be posted within 21 days of the date of the First Announcement (i.e. on or before 11 July 2014). As additional time is required to co-ordinate and finalise certain parts of the Circular (including in particular, a letter of recommendations from the Independent Financial Adviser and a valuation report in respect of Sunlight REIT’s Existing Properties), the REIT Manager has made an application to the SFC in respect of 10.8 of the REIT Code and an application to the Executive in respect of Rule 8.2 of the Takeovers Code for an extension of the time limit for despatching the Circular to 25 July 2014. Such extension of the time limit under 10.8 of the REIT Code has been granted by the SFC, and the Executive has granted consent to such extension of the time limit under Rule 8.2 of the Takeovers Code.

A further announcement will be made by the REIT Manager at the time of despatch of the Circular.

Unitholders and potential investors of Sunlight REIT are reminded that Acquisition Completion and Subscription Completion are conditional upon all the Acquisition Conditions Precedent and the Subscription Conditions Precedent being fulfilled (and/or waived, if applicable) respectively, and the Transactions may or may not proceed. In particular, the Executive may or may not grant the Whitewash Waiver and the Independent Unitholders may or may not approve the Transactions and the Whitewash Waiver. Unitholders and potential investors of Sunlight REIT are advised to exercise caution when dealing in the Units.

On behalf 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)
WU Shiu Kee, Keith
Chief Executive Officer and Executive Director

Hong Kong, 11 July 2014

As 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, Mr. MA Kwong Wing and Dr. TSE Kwok Sang.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.