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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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of unitholders (the “**Unitholders**”) of Sunlight Real Estate Investment Trust (“**Sunlight REIT**”) will be held at Regal Ballroom, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 13 March 2015 at 11:00 a.m. for considering and, if thought fit, passing, with or without modifications, the following resolutions, of which Resolution nos. 1 to 5 are intended to be proposed as special resolutions, and Resolution no. 6 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 (i) the Expanded Investment Scope regarding Property Types, as more fully described in the Circular and (ii) the Property Types Amendments as set out in Appendix I to the Circular; and
- (b) 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**”) each be and is hereby authorised 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.”

(2) **“THAT:**

- (a) pursuant to Clause 36.1 of the Trust Deed, approval be and is hereby given for (i) the Expanded Investment Scope regarding Property Development Activities, as more fully described in the Circular and (ii) the Property Development Activities Amendments as set out in Appendix II to the Circular; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised 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 (i) the Expanded Investment Scope regarding Relevant Investments, as more fully described in the Circular and (ii) the Relevant Investments Amendments as set out in Appendix III to the Circular; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised 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 amendments to the Trust Deed relating to the reinvestment of distributions, proxies and voting arrangements, as specifically set out in part A of Appendix IV to the Circular; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised 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.”

(5) “**THAT:**

- (a) pursuant to Clause 36.1 of the Trust Deed, approval be and is hereby given for the amendments to the Trust Deed relating to the powers of the Manager, the form of payment of Manager’s fees and limitation of liability of the Manager and the Trustee, as specifically set out in part B of Appendix IV to the Circular; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised 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

(6) “**THAT:**

- (a) the 2015 Waiver Extension and the New Annual Caps (as defined and described in the circular dated 17 February 2015 and despatched to the Unitholders of which the notice convening this meeting forms a part, a copy of which has been produced to this meeting and marked “*” and signed by the Chairman for the purpose of identification) be and is hereby approved; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised 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 matters resolved upon in paragraph (a) 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, 17 February 2015

Notes:

- (a) Unless otherwise defined in this notice or the context requires otherwise, terms defined in the circular of Sunlight REIT dated 17 February 2015 to the Unitholders (the “**Circular**”) shall have the same meanings when used in this notice.
- (b) A Unitholder entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his/her stead. The 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 deposited with the unit registrar of Sunlight REIT, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Unit Registrar**") not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (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 adjourned meeting, or 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 the 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 the other joint Unitholders and 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 eligibility of Unitholders to attend and vote at the meeting, the register of Unitholders of Sunlight REIT will be closed from Wednesday, 11 March 2015 to Friday, 13 March 2015, both days inclusive, during which period no transfer of units will be effected. In order to qualify to attend and vote at the meeting (or at any adjournment thereof), all transfers of units accompanied by the relevant unit certificates and the duly completed transfer forms must be lodged with the Unit Registrar no later than 4:30 p.m. on Tuesday, 10 March 2015.
- (f) The votes at the meeting will be taken by way of poll.
- (g) 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.

As at the date of this notice, 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 and Dr. TSE Kwok Sang.