

This announcement is issued in connection with the transaction relating to the proposed acquisition of the Prince Edward East Property, the proposed issuance of the Subscription Units and related matters, in compliance with the REIT Code, and should not be used for any other purpose. This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any units in Sunlight REIT.

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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

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 15 AUGUST 2014

At the EGM held on 15 August 2014, both of the EGM Resolutions as set out in the EGM Notice were not passed as Ordinary Resolutions by way of a poll. Accordingly, the Transactions will not proceed.

Reference is made to (i) the announcement dated 20 June 2014 of Sunlight Real Estate Investment Trust (“**Sunlight REIT**”) 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; (ii) the circular dated 25 July 2014 (the “**Circular**”) of Sunlight REIT; and (iii) the notice of the extraordinary general meeting of Sunlight REIT dated 25 July 2014 (the “**EGM Notice**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless otherwise stated in this announcement.

RESULTS OF THE EGM

At the EGM held on 15 August 2014, each of the EGM Resolutions to approve (i) the Transactions and the Whitewash Waiver; and (ii) the REIT Manager’s election to receive the Manager’s Acquisition Fee in the form of 5,128,205 new units in Sunlight REIT, was proposed as an Ordinary Resolution and decided by way of a poll.

As at the date of the EGM, the total number of Units in issue was 1,627,580,493. Pursuant to the REIT Code and the Trust Deed, members of the Manager Connected Persons Group, the SKFE

Connected Persons Group and the Henderson Concert Group, which in aggregate controlled or were entitled to exercise control over the voting rights in respect of 598,232,964 Units¹ (representing approximately 36.76% of the total number of Units in issue at the date of the EGM), were required to abstain and did abstain from voting on the EGM Resolutions, 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 directions given by such Independent Unitholders to vote for or against any of the EGM Resolutions on their behalf. No other Unitholder was required to abstain from voting at the EGM in respect of any of the EGM Resolutions.

Accordingly, the total number of Units in respect of which the Independent Unitholders were entitled to vote for or against each of the EGM Resolutions was 1,029,347,529 (representing approximately 63.24% of the total number of Units in issue at the date of the EGM).

The poll at the EGM was scrutinised by the unit registrar of Sunlight REIT, Tricor Investor Services Limited. The poll results in respect of the EGM Resolutions proposed as Ordinary Resolutions at the EGM were as follows:

Ordinary Resolutions ²		Number of votes (%)	
		For	Against
1.	To approve the Transactions and the Whitewash Waiver.	117,546,233 (approximately 31.89%)	251,021,696 (approximately 68.11%)
2.	To approve the REIT Manager's election to receive the Manager's Acquisition Fee in the form of 5,128,205 new units in Sunlight REIT.	117,483,733 (approximately 31.88%)	251,064,196 (approximately 68.12%)

As less than 50% of the votes were cast in favour of each of the EGM Resolutions, both of the EGM Resolutions were not passed as Ordinary Resolutions at the EGM. Accordingly, the Transactions will not proceed, and the REIT Manager will not be entitled to any Manager's Acquisition Fee (whether in the form of cash or new Units). Arrangement for the New Secured Facilities referred to in the Circular will also be discontinued.

Moving forward, the REIT Manager will continue to proactively manage and drive the performance of the Existing Properties; it will also prudently explore and assess business opportunities for Sunlight REIT as and when they arise, with a view to creating additional value for the benefit of Unitholders.

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, 15 August 2014

¹ In addition to the aggregate holdings of 597,502,964 Units held by the Henderson Concert Group as disclosed in the Circular, members of the Manager Connected Persons Group and the SKFE Connected Persons Group (in each case, who are not members of the Henderson Concert Group) held an aggregate of 730,000 Units as at the date of the EGM.

² The full text of the proposed Ordinary Resolutions are set out in the EGM Notice.

As at the date of this announcement, the Board of Directors of the REIT 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.

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.