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SUNLIGHT REIT

## **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**

### **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 The Ballroom, 18th Floor, The Mira Hong Kong, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 30 April 2012 at 11:00 a.m. for considering and, if thought fit, passing, with or without modifications, the following resolutions, of which Resolutions Nos. (1) to (3) are intended to be proposed as special resolutions, and Resolution No. (4) is intended to be proposed as an ordinary resolution :

### **SPECIAL RESOLUTIONS**

(1) “**THAT** :

(a) pursuant to clause 36.1 of the trust deed dated 26 May 2006 constituting Sunlight REIT (as amended) (the “**Trust Deed**”), approval be and is hereby granted for the addition of the following new paragraph (aa) immediately after paragraph (z) of Schedule D to the Trust Deed :

“(aa) to the extent permitted by the REIT Code (or permitted under any waiver from strict compliance with the REIT Code as granted by the SFC) and any applicable law, all fees, costs and expenses (in relation to roadshows, advertising, promotions, marketing, press conferences, luncheons, dinners, presentations and public relations) incurred in relation to any fund raising exercise by Sunlight REIT, any assets of Sunlight REIT or otherwise in connection with Sunlight REIT.”; 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 granted for :
  - (i) The amendment of clause 15.1(a)(i)(C)(1) of the Trust Deed, by adding the words “in accordance with Clause 15.1(e)(iii)” immediately after the words “within 30 days after the announcement of the audited annual results”;
  - (ii) the amendment of clause 15.1(a)(i)(C)(2) of the Trust Deed, by adding the words “in accordance with Clause 15.1(e)(ii)” immediately after the words “within 30 days after the announcement of the audited annual results”;
  - (iii) the amendment of clause 15.1(a)(ii)(B)(1) of the Trust Deed, by adding the words “in accordance with Clause 15.1(e)(iii)” immediately after the words “within 30 days after the announcement of the audited annual results”; and
  - (iv) the amendment of clause 15.1(a)(ii)(B)(2) of the Trust Deed, by adding the words “in accordance with Clause 15.1(e)(ii)” immediately after the words “within 30 days after the announcement of the audited annual results”; 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 granted for the amendment of the definition of “Market Price” in the Trust Deed, by replacing the words “Clause 9.2 or 15.1(e)” with the words “Clause 8.2 or 9.2(d) or 15.1(e)(v); 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**

(4) **“THAT :**

- (a) the 2012 Waiver Extension and the New Annual Caps (as defined and described in the circular dated 30 March 2012 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**  
(as manager of Sunlight Real Estate Investment Trust)  
**CHUNG Siu Wah**  
*Company Secretary*

Hong Kong, 30 March 2012

*Notes:*

- (a) 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 needs not be a Unitholder.
- (b) In order to be valid, the proxy form, 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong (“**Unit Registrar**”) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (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.
- (c) 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.

- (d) The register of Unitholders of Sunlight REIT will be closed from Thursday, 26 April 2012 to Monday, 30 April 2012, 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 not later than 4:30 p.m. on Wednesday, 25 April 2012.
- (e) The votes at the meeting will be taken by way of poll.
- (f) 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 announcement, 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.*