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If you have sold or transferred all your units in Sunlight Real Estate Investment Trust, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SUNLIGHT REIT
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

CIRCULAR TO UNITHOLDERS
IN RELATION TO
GENERAL MANDATE TO BUY BACK UNITS

A letter from the Board is set out on pages 4 to 10 of this circular.

A notice convening the AGM to be held at The Ballroom, 18th Floor, The Mira Hong Kong, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 30 October 2019, at 10:00 a.m. is set out in the 2018/19 Annual Report. A form of proxy for use by Unitholders at the AGM is enclosed. Whether or not you are able to attend the AGM in person, please complete, sign and date the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Unit Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 10:00 a.m. on Monday, 28 October 2019, or not less than 48 hours before the time appointed for holding of any 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 AGM, or any adjournment thereof, or at the poll concerned should you so wish.

23 September 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of Unitholders of Sunlight REIT to be held on 30 October 2019
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted by Unitholders to the Manager to buy back Units on-market on behalf of Sunlight REIT, representing up to a maximum of 10% of the aggregate number of Units in issue at the date of the passing of the relevant resolution granting the general mandate
“Code on Share Buy-backs”	The Code on Share Buy-backs issued by the SFC, as amended, supplemented and/or otherwise modified from time to time
“Director(s)”	the director(s) of the Manager
“Henderson Concert Group”	HLD and its subsidiaries (including the Manager), SKFE and its subsidiaries, and parties who are, or are presumed under the Takeovers Code to be, acting in concert with any of HLD and SKFE
“HLD”	Henderson Land Development Company Limited (恒基兆業地產有限公司)
“Latest Practicable Date”	13 September 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented and/or otherwise modified from time to time
“Manager”	Henderson Sunlight Asset Management Limited (恒基陽光資產管理有限公司), as the manager of Sunlight REIT, or such other person as may from time to time be appointed as the manager of Sunlight REIT

DEFINITIONS

“Ordinary Resolution”	a resolution of Unitholders passed by a simple majority of the votes of those Unitholders present and entitled to vote, whether in person or by proxy, at a duly convened meeting, where the votes shall be taken by way of a poll, but with a quorum of two or more Unitholders holding together not less than 10% of the Units in issue
“REIT Code”	Code on Real Estate Investment Trusts issued by the SFC, as amended, supplemented and/or otherwise modified from time to time
“REITs”	real estate investment trusts
“SFC”	Securities and Futures Commission of Hong Kong
“SFC Repurchase Circular”	the circular dated 31 January 2008 issued by the SFC to management companies of SFC-authorized REITs in relation to on-market unit repurchases by SFC-authorized REITs
“SKFE”	Shau Kee Financial Enterprises Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sunlight REIT”	Sunlight Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorized under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC, as amended, supplemented and/or otherwise modified from time to time
“Trust Deed”	the trust deed constituting Sunlight REIT dated 26 May 2006, as amended and supplemented by six supplemental deeds
“Trustee”	HSBC Institutional Trust Services (Asia) Limited (滙豐機構信託服務(亞洲)有限公司), in its capacity as the trustee of Sunlight REIT, or such other person as may from time to time be appointed as the trustee of Sunlight REIT

DEFINITIONS

“Unit(s)”	unit(s) in Sunlight REIT
“Unit Registrar”	Tricor Investor Services Limited (卓佳證券登記有限公司), or such other person as may from time to time be appointed to keep and maintain the register of Unitholders
“Unitholder(s)”	any person(s) registered as holder of a Unit

LETTER FROM THE BOARD



SUNLIGHT REIT
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

Directors of the Manager:

Chairman and Non-executive Director

Mr. AU Siu Kee, Alexander

Chief Executive Officer and Executive Director

Mr. WU Shiu Kee, Keith

Non-executive Director

Mr. KWOK Ping Ho

Independent Non-executive Directors

Mr. KWAN Kai Cheong

Dr. TSE Kwok Sang

Mr. KWOK Tun Ho, Chester

Registered Office of the Manager:

30th Floor, Sunlight Tower,

248 Queen's Road East,

Wan Chai,

Hong Kong

23 September 2019

To : Unitholders of Sunlight REIT

Dear Sir/Madam,

CIRCULAR TO UNITHOLDERS
IN RELATION TO
GENERAL MANDATE TO BUY BACK UNITS

1. INTRODUCTION

The purpose of this circular is to provide you with requisite information with respect to the resolution to be proposed at the AGM relating to the grant of a general mandate to the Manager to buy back Units on-market on behalf of Sunlight REIT pursuant to the SFC Repurchase Circular.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO BUY BACK UNITS

Proposed Buy-back Mandate

At the annual general meeting of Unitholders of Sunlight REIT held on 31 October 2018, an Ordinary Resolution was passed to grant a general mandate to the Manager to buy back Units on behalf of Sunlight REIT up to 10% of the aggregate number of Units in issue at the date of the passing of the resolution. Such general mandate will expire at the conclusion of the AGM.

As such, an Ordinary Resolution will be proposed at the AGM to grant a general mandate to the Manager to buy back Units on-market on behalf of Sunlight REIT, representing up to a maximum of 10% of the aggregate number of Units in issue at the date of the passing of such Ordinary Resolution.

The Buy-back Mandate will, if granted, commence on the date of the passing of the Ordinary Resolution approving the Buy-back Mandate and remain effective until the earliest of:

- (a) the conclusion of the next annual general meeting of Sunlight REIT following the passing of such Ordinary Resolution;
- (b) the expiration of the period within which the meeting referred to in (a) above is required to be held under the Trust Deed; and
- (c) its revocation or variation by an Ordinary Resolution.

Sunlight REIT shall comply with the restrictions and notification requirements applicable to listed companies purchasing their own shares on a stock exchange under Rule 10.06 of the Listing Rules, with necessary changes being made, as if the provisions therein were applicable to Sunlight REIT. These restrictions and notification requirements include, but are not limited to, dealing restrictions, restrictions on subsequent issues, reporting requirements and status of purchased shares.

Approval Required

Pursuant to the SFC Repurchase Circular, the Manager proposes to seek Unitholders' approval by way of an Ordinary Resolution at the AGM to grant a general mandate to the Manager to buy back Units on-market on behalf of Sunlight REIT.

Under paragraph 3.3 of Schedule A to the Trust Deed, at any general meeting of Unitholders, a resolution put to the meeting shall be decided on a poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be decided on a show of hands) and the result of the poll (or a show of hands in the circumstances above) shall be deemed to be the resolution of the meeting. Accordingly, the Ordinary Resolution to be proposed for approving the Buy-back Mandate will be decided on a poll at the AGM or any adjournment thereof.

LETTER FROM THE BOARD

Further, under paragraph 3.2 of Schedule A to the Trust Deed and paragraph 9.9(f) of the REIT Code, at a meeting of Unitholders, where a Unitholder has a material interest in the transaction tabled for approval or the business to be conducted, and that interest is different from the interests of other Unitholders, such Unitholder shall be prohibited from voting its Units at, or being counted in the quorum for, such meeting.

At the Latest Practicable Date, to the best of the Manager's knowledge, information and belief after having made all reasonable enquiries, the Manager is not aware of any Unitholder who is required to abstain from voting in respect of the proposed Ordinary Resolution in relation to the Buy-back Mandate at the AGM or any adjournment thereof.

3. EXPLANATORY STATEMENT

Set out below is an explanatory statement providing further requisite information as required under the SFC Repurchase Circular to Unitholders to enable them to make an informed decision on the Ordinary Resolution on the Buy-back Mandate.

Units in Issue

The Buy-back Mandate will, when approved at the AGM by way of an Ordinary Resolution, allow the Manager to buy back a maximum of 10% of the number of Units in issue at the date of the AGM.

There were 1,651,723,079 Units in issue at the Latest Practicable Date. Subject to the passing of the Ordinary Resolution approving the Buy-back Mandate and assuming there is no change in the number of Units in issue prior to the AGM, the Manager will be allowed under the Buy-back Mandate to buy back a maximum of 165,172,307 Units on behalf of Sunlight REIT.

The number of Units in issue at the date of the AGM (as compared to that at the Latest Practicable Date) will change as a result of (a) the buy-back of Units up to the date of the AGM (if any) pursuant to the buy-back mandate granted by Unitholders at the annual general meeting of Sunlight REIT held on 31 October 2018, if and to the extent that such Units bought back are cancelled before the date of the AGM; and (b) the issue of new Units prior to the date of the AGM as payment for part of the base fee and the variable fee of the Manager pursuant to the Trust Deed, details of which will be made by way of an announcement on the date of issuance. Accordingly, the maximum number of Units that the Manager will be allowed to buy back under the Buy-back Mandate (when approved at the AGM) is expected to be different from 165,172,307 Units.

Reasons for the Buy-back Mandate

The Manager believes that it is in the interests of Sunlight REIT and Unitholders as a whole to seek a general mandate from Unitholders to enable the Manager to make on-market buy-backs of Units on behalf of Sunlight REIT. Depending on market conditions and funding arrangements at the time, buy-backs of Units may lead to an enhancement of the net asset value per Unit and/or distribution per Unit, and will only be made when the Manager believes that such buy-backs will benefit Sunlight REIT and Unitholders as a whole.

LETTER FROM THE BOARD

The listing of all Units which are bought back by the Manager on behalf of Sunlight REIT shall be cancelled upon purchase. The Manager will ensure that the documents of title in respect of Units bought back are cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase.

Funding for the Buy-back

It is proposed that buy-backs of Units under the Buy-back Mandate would be financed by available cash flow or working capital of Sunlight REIT. For the purpose of any buy-back of Units, the Manager will only apply funds legally available in accordance with the Trust Deed and the applicable laws of Hong Kong.

There might be a material adverse effect on the working capital or gearing position of Sunlight REIT (as compared with the position disclosed in the most recent audited consolidated financial statements) in the event that the Buy-back Mandate is exercised in full at any time during the proposed buy-back period. However, the Manager does not intend to exercise the Buy-back Mandate to such an extent that it would, in the circumstances, have a material adverse effect on the working capital or gearing position of Sunlight REIT.

Disclosure of Interests

To the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors nor any of their associates (as defined in the REIT Code) has any present intention to sell Units to Sunlight REIT in the event that the Buy-back Mandate is approved by Unitholders at the AGM.

At the Latest Practicable Date, no connected person (as defined in the REIT Code) of Sunlight REIT had notified the Manager of having a present intention to sell any Units to Sunlight REIT, or had undertaken not to sell any of the Units held by him/her/it to Sunlight REIT, in the event that the Buy-back Mandate is granted.

Directors' Undertaking

The Directors have undertaken to the SFC to exercise the power to make buy-backs of Units pursuant to the Buy-back Mandate only in accordance with the provisions of the Trust Deed, the applicable laws of Hong Kong, the REIT Code, the applicable provisions of the Takeovers Code and of the Code on Share Buy-backs and the guidelines issued by the SFC from time to time.

LETTER FROM THE BOARD

Unit Prices

The highest and lowest prices at which the Units have traded on Stock Exchange during each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	Highest (HK\$)	Lowest (HK\$)
2018		
September	5.55	5.21
October	5.28	4.66
November	4.98	4.70
December	5.10	4.89
2019		
January	5.49	4.99
February	5.89	5.40
March	5.95	5.56
April	5.97	5.63
May	6.10	5.68
June	6.10	5.64
July	6.35	5.70
August	5.75	5.07
September (up to the Latest Practicable Date)	5.61	4.90

Takeovers Code and Buy-back of Units

If a Unitholder's proportionate interest in the voting rights of Sunlight REIT increases as a result of the Manager exercising the powers to buy back Units on behalf of Sunlight REIT pursuant to the Buy-back Mandate, pursuant to Rule 32 of the Takeovers Code, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Unitholder or group of Unitholders acting in concert, depending on the level of increase of the proportionate interest of the Unitholder or Unitholders, could obtain or consolidate control of Sunlight REIT and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. At the Latest Practicable Date, the Henderson Concert Group was interested in an aggregate of approximately 39.81% of the total number of Units in issue.

In the event of full exercise of the Buy-back Mandate, and assuming that the number of Units which the Henderson Concert Group is interested in remains unchanged, and that there is no change in the total number of Units in issue from the Latest Practicable Date until the date of the AGM, the Henderson Concert Group's interests in Units would be increased to approximately 44.23% and such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

LETTER FROM THE BOARD

Previous Buy-back

No Units had been bought back by the Manager (on behalf of Sunlight REIT) (whether on Stock Exchange or otherwise) during the period of six months immediately preceding the Latest Practicable Date.

Trustee's Confirmation and Consent

The Trustee has confirmed that, in its opinion (a) the Buy-back Mandate complies with the requirements in the Trust Deed, and (b) subject to Unitholders' approval, the Trustee does not have any objection to buy-backs of Units pursuant to the Buy-back Mandate. The Trustee's confirmation is being furnished for the sole purpose of complying with the SFC Repurchase Circular, and is not to be taken as a recommendation or representation by the Trustee of the merits of the Buy-back Mandate or of any statements or information made or disclosed in this circular.

The Trustee has not made any assessment of the merits or impact of the Buy-back Mandate, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code.

Directors' Recommendation

The Board considers that the granting of the Buy-back Mandate to the Manager is in the interests of Sunlight REIT and Unitholders as a whole. Accordingly, the Board recommends Unitholders to vote in favour of the Ordinary Resolution relating to the Buy-back Mandate to be proposed at the AGM.

4. ANNUAL GENERAL MEETING

The AGM is convened to be held at The Ballroom, 18th Floor, The Mira Hong Kong, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 30 October 2019 at 10:00 a.m., for the purpose of, among other things, considering and, if thought fit, passing with or without modifications, the Ordinary Resolution set out in the notice of the AGM, which is included on pages 156 and 157 of the 2018/19 Annual Report of Sunlight REIT.

For the purpose of determining entitlements to attend and vote at the AGM or any adjournment thereof, the register of Unitholders will be closed from Friday, 25 October 2019 to Wednesday, 30 October 2019, both days inclusive, during which period no transfer of Units will be effected. In order to be eligible to attend and vote at the AGM or any adjournment thereof, completed transfer forms accompanied by the relevant unit certificates must be lodged for registration with the Unit Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 24 October 2019.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM in person, please complete, sign and date the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Unit Registrar no later than 10:00 a.m. on Monday, 28 October 2019, or not less than 48 hours before the time appointed for holding of any 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 AGM, or any adjournment thereof, or at the poll concerned should you so wish.

5. RESPONSIBILITY STATEMENT

The Manager and the Directors, collectively and individually, accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

Yours faithfully,

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