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REGAL 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: 1881)

Managed by



SUMMARY OF MARKET RENTAL PACKAGE OF ICLUB FORTRESS HILL HOTEL IN RESPECT OF THE 2023 LEASE YEAR

Reference is made to the announcements dated 5 May 2017, 5 October 2018, 17 May 2019, 25 September 2019, 29 November 2019, 24 September 2020, 26 November 2020, 27 September 2021, 26 November 2021 and 28 September 2022 issued by Regal REIT. In accordance with the Lease Agreement, the Valuer was jointly appointed by the Lessor and the Lessee and was instructed to conduct a rent review to determine the Market Rental Package for 2023 for the iclub Fortress Hill Hotel, which includes the amount of market rents (including Base Rent and Variable Rent), the Lessee's contribution to the FF&E Reserve, the amount of the Security Deposit and the manner of payment.

For reasons as explained in the announcement issued by Regal REIT on 28 September 2022, the REIT Manager (acting on behalf of the Lessor) and the Lessee agreed to allow the Valuer to determine the Market Rental Package for the 2023 Lease Year by no later than 30 November 2022. The Valuer issued her report on the determination of the Market Rental Package for 2023 for the iclub Fortress Hill Hotel on 21 November 2022.

According to the 2023 Market Rental Package Determination, the amount payable by the Lessee as Base Rent is HK\$30.0 million for the 2023 Lease Year (an increase of HK\$3.0 million as compared with the Base Rent of HK\$27.0 million for the 2022 Lease Year under the 2022 Market Rental Package Determination). The Variable Rent will be based on the same sharing ratio of 50% of the NPI Excess for the 2023 Lease Year. For the 2023 Lease Year, the Valuer determined that, consistent with the 2022 Market Rental Package Determination, no contribution by the Lessee to the FF&E Reserve will be required. The Lessor will maintain the FF&E Reserve with an amount equivalent to 2% of the Total Hotel Revenue for each calendar month during the 2023 Lease Year. The Security Deposit comprised within the 2023 Market Rental Package Determination is HK\$7.8 million, as compared with the Security Deposit of HK\$7.1 million comprised within the Market Rental Package for 2022. Summaries of the 2023 Market Rental Package Determination and the valuation methodologies are set out in this announcement. The manner of payment of each component of the 2023 Market Rental Package Determination will be consistent with that set out in the 2022 Market Rental Package Determination.

The total distributable income (“**TDI**”) available for distribution to Unitholders and the distribution per Unit for each financial year are affected by various factors including, most importantly, the total rental and hotel income receivable by Regal REIT from all its hotel properties for such financial year. For the six months ended 30 June 2022, the prorated Base Rent derived from the iclub Fortress Hill Hotel amounted to HK\$13.5 million, representing approximately 3.88% of the total rental and hotel income of Regal REIT in the same period, and Variable Rent of HK\$13.8 million was earned for the period, which will be subject to adjustment based on the net property income achieved for the whole year. Pursuant to the 2023 Market Rental Package Determination, there will be an increase of HK\$3.0 million in the Base Rent for the 2023 Lease Year as compared to that in the 2022 Market Rental Package Determination. As at 30 June 2022, the valuation of the iclub Fortress Hill Hotel was HK\$1,486 million, representing 6.41% of the total valuation of HK\$23,190 million of Regal REIT’s properties portfolio.

Given the variables involved in the determination of the Base Rent and Variable Rent from year to year, investors should exercise caution in dealing in the units of Regal REIT.

Pursuant to 5.2(f) of the REIT Code, the Valuer's Report on the Market Rental Package for 2023 is available for inspection by the public during normal office hours at the REIT Manager's place of business at Unit No. 2001, 20th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong.

The INEDs confirm that the rent review in respect of the 2023 Market Rental Package Determination has been conducted in accordance with the terms of the Lease Agreement. The Lessee and the Hotel Manager are connected persons of Regal REIT.

A. BACKGROUND INFORMATION ON THE LEASE TERM AND RENTAL INCOME STRUCTURE

Reference is made to the announcements dated 5 May 2017, 5 October 2018, 17 May 2019, 25 September 2019, 29 November 2019, 24 September 2020, 26 November 2020, 27 September 2021, 26 November 2021 and 28 September 2022 issued by Regal REIT. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings ascribed to them in the announcement dated 5 May 2017.

B. APPOINTMENT OF VALUER

Ms. Stella Ho was jointly appointed as an independent professional property valuer (the "**Valuer**") and was instructed on 29 June 2022 to conduct a rent review to determine the Market Rental Package in respect of the 2023 Lease Year for the iclub Fortress Hill Hotel (the "**Market Rental Package for 2023**"), based on the assumptions and disregards provided in the Lease Agreement. Ms. Ho was also jointly appointed as the Valuer to determine the market rental package for the iclub To Kwa Wan Hotel (formerly known as iclub Ma Tau Wai Hotel) for the period from 4 September 2022 to 31 December 2023 and the market rental packages for the Initial Hotel Properties and the iclub Sheung Wan Hotel for the 2023 Lease Year, which are all held by Regal REIT. Separate announcements on the determination of the market rental packages for the Initial Hotel Properties and the iclub Sheung Wan Hotel for the 2023 Fiscal Year are made on this same date. Ms. Ho is a Chartered Surveyor with over 20 years' experience in the valuation of properties of similar magnitude and nature in Hong Kong, and is currently an executive director at Colliers International (Hong Kong) Limited, which is the principal valuer of Regal REIT.

C. DEFERMENT OF 2023 MARKET RENTAL PACKAGE DETERMINATION

For reasons as explained in the announcement issued by Regal REIT on 28 September 2022, the REIT Manager (acting on behalf of the Lessor) and the Lessee agreed to allow the Valuer to determine the Market Rental Package for the 2023 Lease Year for the iclub Fortress Hill Hotel (the “**2023 Market Rental Package Determination**”) by no later than 30 November 2022.

Ms. Ho issued her report (the “**Report**”) on the 2023 Market Rental Package Determination on 21 November 2022.

D. THE 2023 MARKET RENTAL PACKAGE DETERMINATION

1. Summary of the 2023 Market Rental Package Determination

A summary of the 2023 Market Rental Package Determination, together with the corresponding components in respect of the Market Rental Package for 2022, are as follows:

<u>Market Rental Package Component</u>	<u>Market Rental Package for 2023</u>	<u>Market Rental Package for 2022</u>
Base Rent ⁽¹⁾	HK\$30.0 million	HK\$27.0 million
Variable Rent ⁽²⁾	50% of NPI Excess	50% of NPI Excess
Lessee’s contribution to the FF&E Reserve ⁽³⁾	No contribution by the Lessee	No contribution by the Lessee
Amount of Security Deposit ⁽⁴⁾	HK\$7.8 million	HK\$7.1 million

Notes:

(1) The Base Rent of HK\$30.0 million for the 2023 Lease Year represents an increase of HK\$3.0 million (equivalent to an increase of 11.1%) as compared with the Base Rent of HK\$27.0 million for the 2022 Lease Year.

(2) For the six months ended 30 June 2022, as the Net Property Income from hotel operations of the iclub Fortress Hill Hotel amounted to approximately HK\$41.1 million, Variable Rent of HK\$13.8 million was earned for the period, which will be subject to adjustment based on the net property income achieved for the whole year. The final amount of any NPI Excess will be subject to the operating results of the iclub Fortress Hill Hotel for the fiscal year 2022. Likewise, pursuant to the 2023 Market Rental Package Determination, the Variable Rent receivable for the 2023 Lease Year will be based on the same sharing ratio of 50% of the NPI Excess for the 2023 Lease Year.

- (3) According to the Lease Agreement, the Lessor is obligated to maintain the FF&E reserve with an amount, equivalent to 2% of the Total Hotel Revenue for the preceding calendar month, to be set aside monthly. Further, as part of the review for each Lease Year, the Valuer may determine the percentage of the Total Hotel Revenue, as part of or in addition to the aforesaid amount set aside, which the Lessee is obligated to contribute. According to the Report, as a general practice of the hotel industry in Hong Kong, the owner of the hotel (equivalent to the Lessor in the Lease Agreement) is responsible for contributing to funds which are set aside and applied to meet the costs of investments in the replacement of furniture, fixtures and equipment at the relevant hotel premises, for the purposes of maintaining such premises at the applicable operating standards and operating capacity. The Valuer was, therefore, of the opinion that the obligation to contribute to the FF&E Reserve could be transferred from the Lessee to the Lessor, based on local practice and, consistent with the 2022 Market Rental Package Determination, concluded in the 2023 Market Rental Package Determination that none of the Total Hotel Revenue shall be contributed by the Lessee to the FF&E Reserve for the 2023 Lease Year.
- (4) Pursuant to the Lease Agreement, the amount of the security deposit shall be equal to the higher of: (a) the amount which the Valuer determines to be the market rate of security deposit as a result of a market rental review; and (b) three months' Base Rent, rates and Government rent. According to the 2023 Market Rental Package Determination, the Valuer determined that the market rate of the security deposit to be three months' Base Rent. Accordingly, the Security Deposit for the iclub Fortress Hill Hotel is HK\$7.8 million, equivalent to (b) above, such amount being the higher of (a) and (b).

2. Manner of Payment

The manner of payment of the Base Rent, Variable Rent, Security Deposit and the Lessee's contribution to the FF&E Reserve according to the 2023 Market Rental Package Determination will be consistent with that set out in the 2022 Market Rental Package Determination. For the 2022 Lease Year, the Lessee has procured and provided a third party guarantee (in the form of a standby letter of credit issued by a licensed bank in Hong Kong) for a security deposit amount equivalent to 3 months' Base Rent, rates and Government rent, effective on 1 January 2022. Similarly, for the 2023 Lease Year, the Lessee will procure and provide a third party guarantee (in the form of a standby letter of credit issued by a licensed bank in Hong Kong) for a security deposit amount equivalent to 3 months' Base Rent, rates and Government rent, effective on 1 January 2023.

E. PERFORMANCE OF ICLUB FORTRESS HILL HOTEL

The net property income derived from the iclub Fortress Hill Hotel for the six months ended 30 June 2022 was HK\$41.1 million (for the year ended 31 December 2021: HK\$5.2 million), which was above the prorated Base Rent of HK\$13.5 million, Variable Rent of HK\$13.8 million was earned for the period, which will be subject to adjustment as mentioned above. For the six months ended 30 June 2022, the iclub Fortress Hill Hotel achieved an overall occupancy rate of 80.3% (for the year ended 31 December 2021: 75.2%) with an average room rate of approximately HK\$1,248.13 (for the year ended 31 December 2021: approximately HK\$334.36).

F. SUMMARY OF ASSUMPTIONS AND OUTLINE OF VALUATION METHODOLOGIES

1. Assumptions Contained in the 2023 Market Rental Package Determination

The 2023 Market Rental Package Determination was based on the assumptions and disregards set out in the Lease Agreement, including the following:

- (a) that the rental payable by the Lessee shall be exclusive of rates, government rent, utility charges and all other outgoings payable by the Lessee;
- (b) that the iclub Fortress Hill Hotel is available to let on the open market by a willing landlord to a willing tenant without a premium and with vacant possession having regard to similar premises having similar characteristics and attributes;
- (c) that the length of the lease would be in line with other leases in the market with similar nature;
- (d) that the iclub Fortress Hill Hotel is fit for immediate occupation and use and incorporates fixtures and fittings which are of a standard and description commensurate with the nature of the premises and which are suitable for the use and occupation of the willing tenant;
- (e) that in case any part of the iclub Fortress Hill Hotel has been damaged or destroyed, it has been fully restored;
- (f) that no reduction is to be made to take account of any inducements;
- (g) disregarding any effect on rent of the fact that the Lessee has been or is in occupation of the iclub Fortress Hill Hotel or any part thereof; and
- (h) disregarding any goodwill attributable to the Lessee's business carried on at the iclub Fortress Hill Hotel.

2. Outline of Valuation Methodologies

The Valuer adopted a reasonable percentage of gross revenue as her primary approach in her valuation to determine the Base Rent comprised within the 2023 Market Rental Package Determination. The Valuer also analysed similar sales transactions in Hong Kong to assess the market value of the iclub Fortress Hill Hotel, and the Base Rent was then derived from the adoption of what the Valuer determined to be an appropriate yield on such market value. As the Valuer was of the view that rental transactions of hotels are rare in Hong Kong, rental transactions of upper commercial premises were also analysed as a cross-check and benchmark for the purposes of the 2023 Market Rental Package Determination. The Valuer, being appointed and instructed jointly by the Lessor and the Lessee to conduct the Market Rental Package for 2023, determined the Variable Rent for the 2023 Lease Year to be 50% of the NPI Excess, which is a reasonable and fair proportion to both parties.

G. CONSIDERATIONS IN RESPECT OF THE MARKET RENTAL PACKAGE FOR 2023

1. Rental Review in respect of the Market Rental Package for 2023 and General Market Conditions

As previously highlighted in the Circular, the profitability of the hotel business is cyclical and sensitive to changes in the global, regional or local economy generally; and since demand for hotel services in Hong Kong is affected by economic growth, a global, regional or local recession could lead to downturns which, in turn, may affect the hotel industry. Other adverse factors outside the control of Regal REIT and the Hotel Manager could include political unrest, natural disasters, changes in laws and other events (such as slowdowns in the growth numbers of mainland Chinese visitor arrivals to Hong Kong pursuant to the People's Republic of China's Individual Visit Scheme) which may impact negatively on the tourism industry and hotel business, including hotel bookings and the food and beverage business at hotels in Hong Kong. The occurrence of one or more of these events may have an adverse effect on the operating performance of the iclub Fortress Hill Hotel, the Lessee and, ultimately, Regal REIT.

Based on a research report released by the World Bank Group in June 2022, the world economy continued to suffer from a series of destabilising shocks during the first half of 2022. After more than two years of pandemic, the recent war in Ukraine has led to high commodity prices, supply chain disruptions, inflation and tighter financial conditions, which have steepened the slowdown in global growth. The outlook for the global economy is overshadowed by various downside risks.

Due mainly to the sporadic COVID-19 outbreaks and related strict lockdowns, economic activities in China have slowed sharply, with growth in consumer spending particularly subdued. Trade and manufacturing investments have lost momentum, owing to supply disruptions. Based on information published by the National Bureau of Statistics of China, the Gross Domestic Product (GDP) of China for the first half of 2022 only increased by 2.5% year-on-year. It is expected that China will implement more stimulus plans to boost the economy in order that its GDP growth for the whole year of 2022 can catch up to its anticipated target.

Impacted by the global economic events and the pandemic, Hong Kong's economy suffered a major setback in the first quarter of 2022, with its GDP having decreased by 3.9% year-on-year. As the pandemic situation began to subside, the local labour market regained some momentum in the second quarter. Based on information published by the Census and Statistics Department, the seasonally adjusted unemployment rate decreased from 5.1% in the 3-month period from March to May to 4.7% in April to June in 2022. Moreover, the drop in Hong Kong's GDP in real terms in the second quarter of 2022 also moderated to 1.3%, as compared with a year earlier.

Due to the outburst of the 5th wave of the pandemic in Hong Kong early this year, travel restrictions and quarantine measures were tightened and many international flights were banned. It was only in the second quarter that these restrictive measures were gradually relaxed and overseas visitors permitted to enter Hong Kong from May 2022.

Under this environment, based on information published by the Hong Kong Tourism Board (the "HKTB"), total visitors to Hong Kong during the first nine months of 2022 amounted to 249,699, representing an increase of 295.7% year-on-year, of which 201,585 were visitors from Mainland China, an increase of 337.7% year-on-year. Of the total arrivals, overnight visitors accounted for 238,000, which posted an increase of 282.3% year-on-year. The number of visitors from other short-haul markets (excluding Mainland China) had an increase of 154.6% and those from the long-haul markets also recorded an increase of 219.6% year-on-year.

The HKTB's statistics indicated that the average hotel room occupancy level for all the surveyed hotels under different categories in Hong Kong for the nine months ended 30 September was up from 60% in 2021 to 66% in 2022, while the average achieved room rate increased by 26.4%, resulting in a growth in the Revenue per Available Room (RevPAR) of 39.0% year-on-year.

The Base Rent and the Variable Rent comprised within the 2023 Market Rental Package Determination has been based on the Valuer's professional assessment on the market environment for 2023 (taking into account the assumptions and disregards set out in paragraph F.1 above) and other factors relating to the iclub Fortress Hill Hotel, and taking into consideration the current market conditions and outlook for the hotel and tourism industry in Hong Kong. The adoption of having the Base Rent, plus potential upside sharing through Variable Rent in accordance with the Lease Agreement, provides assurance of a relatively stable rental income from the iclub Fortress Hill Hotel for Regal REIT for the 2023 Lease Year.

Based on the various factors and the hotel business conditions as mentioned above, there is an increase of 11.1% in the Base Rent determined for the 2023 Lease Year, as compared with the Base Rent of HK\$27.0 million for the 2022 Lease Year.

2. Impact on Total Distributable Income and Distribution per Unit

The Base Rents in respect of each of the Lease Years will be determined in accordance with an annual rent review by a jointly appointed independent professional property valuer and will be more reflective of the prevailing market conditions at the time each annual rental review is conducted.

The TDI available for distribution to Unitholders and the distribution per Unit for each financial year is affected by various factors including, most importantly, the total rental and hotel income receivable by Regal REIT from all its hotel properties for such financial year. For the six months ended 30 June 2022, the prorated Base Rent derived from the iclub Fortress Hill Hotel amounted to HK\$13.5 million, representing approximately 3.88% of the total rental and hotel income of Regal REIT in the same period, and Variable Rent of HK\$13.8 million was earned for the period, which will be subject to adjustment as mentioned above. Pursuant to the 2023 Market Rental Package Determination, there will be an increase of HK\$3.0 million (equivalent to an increase of 11.1%) in the Base Rent for the 2023 Lease Year as compared to that in the 2022 Market Rental Package Determination. As at 30 June 2022, the valuation of the iclub Fortress Hill Hotel was HK\$1,486 million, representing 6.41% of the total valuation of HK\$23,190 million of Regal REIT's properties portfolio.

Given the variables involved in the determination of the Base Rent and the Variable Rent from year to year, investors should exercise caution in dealing in the units of Regal REIT.

H. INSPECTION OF VALUER’S REPORT

Pursuant to 5.2(f) of the REIT Code, the Valuer’s report on the Market Rental Package for 2023 is available for inspection by the public during normal office hours at the REIT Manager’s place of business at Unit No. 2001, 20th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong.

I. CONFIRMATION BY THE INEDs

The INEDs confirm the following:

- (a) the Board (including all of the INEDs) (other than Mr. LO Yuk Sui, Miss LO Po Man, Mr. Donald FAN Tung, Mr. Jimmy LO Chun To, Mr. Kenneth NG Kwai Kai and Mr. Abraham SHEK Lai Him, GBS, JP, who were deemed to have interests in the Transaction Matters Requiring Approval) at the time of the Circular had confirmed that the terms of agreements (including the Lease Agreement) in respect of iclub Fortress Hill Hotel referred to in the section headed “Continuing Connected Transactions” of the Circular were entered into in the ordinary and usual course of business of Regal REIT, and on terms which are normal commercial terms, at arm’s length and are fair and reasonable and in the interests of the Independent Unitholders, as well as the Unitholders as a whole;
- (b) the Board (including all of the INEDs) (other than Mr. LO Yuk Sui, Miss LO Po Man, Mr. Donald FAN Tung, Mr. Jimmy LO Chun To, Mr. Kenneth NG Kwai Kai, Mr. Bowen Joseph LEUNG Po Wing, GBS, JP and Mr. Abraham SHEK Lai Him, GBS, JP, who were deemed to have interests in the Transaction Matters Requiring Approval) further confirmed that the Lease Agreement continues to be conducted in the ordinary and usual course of business of Regal REIT and is consistent with the investment objectives and strategies of Regal REIT, and the terms of the Lease Agreement are at arm’s length, on normal commercial terms and are fair and reasonable and in the best interests of Regal REIT, the Independent Unitholders, as well as the Unitholders as a whole;
- (c) the appointment of Ms. Stella Ho as the independent professional property valuer for the 2023 Market Rental Package Determination has been reviewed, considered and endorsed by the Audit Committee of the REIT Manager; and
- (d) the rent review in respect of the 2023 Market Rental Package Determination has been conducted in accordance with the terms of the Lease Agreement.

A summary of the 2023 Market Rental Package Determination will be disclosed in the interim and annual reports of Regal REIT for the financial period ending 30 June 2023 and the financial year ending 31 December 2023, respectively.

This announcement is made pursuant to Chapter 10 of the REIT Code.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Hotel Manager”	means Regal Hotels International Limited, a wholly-owned subsidiary of Regal and a connected person of Regal REIT;
“INEDs”	means the independent non-executive directors of the REIT Manager;
“Initial Hotel Properties”	means Regal Airport Hotel, Regal Hongkong Hotel, Regal Kowloon Hotel, Regal Oriental Hotel and Regal Riverside Hotel, which are wholly-owned by Regal REIT;
“Lease Agreement”	means Lease Agreement for the iclub Fortress Hill Hotel entered into between the Lessor and the Lessee on 18 November 2019;
“Lease Year”	means each calendar year commencing from 1 January 2020 and expiring on 31 December 2024 (both days inclusive);
“Lessee”	means Favour Link International Limited, a wholly-owned subsidiary of Regal and a connected person of Regal REIT;
“Lessor”	means Wise Decade Investments Limited, the direct owner of the iclub Fortress Hill Hotel and a wholly-owned subsidiary of Regal REIT;
“NPI Excess”	means Net Property Income (as defined in the Circular) for a Lease Year which exceeds the Base Rent for the same Lease Year;

“Regal”	means Regal Hotels International Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited (Stock Code: 78) and a connected person of Regal REIT; and
“REIT Manager”	means Regal Portfolio Management Limited, as the manager of Regal REIT.

By Order of the Board
Regal Portfolio Management Limited
(as manager of Regal Real Estate Investment Trust)
Simon LAM Man Lim
Executive Director

Hong Kong, 25 November 2022

As at the date of this announcement, the Board comprises Mr. LO Yuk Sui as Chairman and Non-executive Director; Miss LO Po Man as Vice Chairman and Non-executive Director; Mr. Johnny CHEN Sing Hung and Mr. Simon LAM Man Lim as Executive Directors; Mr. Donald FAN Tung, Mr. Jimmy LO Chun To and Mr. Kenneth NG Kwai Kai as Non-executive Directors; and Mr. John William CRAWFORD, JP, Mr. Bowen Joseph LEUNG Po Wing, GBS, JP, Mr. Kai Ole RINGENSON and Mr. Abraham SHEK Lai Him, GBS, JP as Independent Non-executive Directors.