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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution licensed to deal in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your units in Regal REIT, 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.

The Securities and Futures Commission of Hong Kong, Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

This Circular is for information purposes only and does not constitute an offer or invitation to subscribe for or purchase any securities, nor is it calculated to invite any such offer and invitation.

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 **REGAL REIT**  
**富豪產業信託**  
**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**



**CIRCULAR TO UNITHOLDERS IN RELATION TO  
GENERAL MANDATE TO BUY-BACK UNITS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 1 to 3 of this Circular.

A notice convening the Annual General Meeting of Regal REIT to be held at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 18th May, 2022 at 12:00 noon (the "AGM") is appended to this Circular. Whether or not you are able to attend and vote at the Annual General Meeting in person, please complete and return the accompanying form of proxy to the Unit Registrar of Regal REIT, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

**SPECIAL ARRANGEMENTS FOR THE AGM**

Please refer to page ii of this Circular for special arrangements for the AGM to minimise the risk of the spread of COVID-19:

- **no beverage, refreshment or corporate gifts**
- **every attendee is required to present the "Vaccine Pass"**
- **compulsory body temperature check**
- **every attendee is required to wear an appropriate face mask**
- **appropriate settings will be arranged to meet the relevant regulatory requirements**

The REIT Manager strongly encourages Unitholders to appoint the Chairman of the AGM as a proxy to attend and vote at the AGM, instead of attending it in person. Unitholders are reminded that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights.

13th April, 2022

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## SPECIAL ARRANGEMENTS FOR THE AGM

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**In light of the situation of COVID-19 in Hong Kong, the REIT Manager strongly encourages Unitholders to appoint the Chairman of the AGM as his/her/its proxy to vote on the proposed resolution at the AGM, instead of attending it in person. Physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. For such purpose, please complete and return the form of proxy for the AGM accompanying this Circular.**

The REIT Manager will implement the following preventive and control measures at the AGM to minimise the risk of the spread of COVID-19:

- (i) no beverage, refreshment or corporate gifts will be served or distributed before, during or after the AGM;
- (ii) as the venue of the AGM is one of the scheduled premises in the direction under the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong), every attendee is required to scan the “LeaveHomeSafe” QR code and present his/her “Vaccine Pass” with the prescribed dose(s) of COVID-19 vaccine received before entering the venue of the AGM in order to comply with the relevant COVID-19 vaccination requirements;
- (iii) compulsory body temperature check will be conducted for every attendee before entering the venue of the AGM, and any attendee with a body temperature higher than 37.3 degree Celsius will not be given access to the meeting venue;
- (iv) every attendee is required to wear an appropriate face mask at all times during their attendance of the AGM;
- (v) appropriate settings will be arranged at the venue of the AGM to meet the relevant regulatory requirements with respect to physical distancing. As a result, there will be limited capacity for Unitholders to attend the AGM; and
- (vi) any person who does not comply with any of the above preventive and control measures will be denied entry into the venue for the holding of the AGM.

The non-registered Unitholders who hold Units in the Central Clearing and Settlement System (CCASS) are urged to contact their securities brokers immediately to enquire about the procedures for lodging proxy/voting instructions.

If any Unitholder will not attend the AGM in person and has any questions about the resolution to be considered at the AGM or other matters relating to Regal REIT, Unitholder is welcome to send the questions in writing to the office of the REIT Manager for the attention of the Company Secretary or to our email at [info@regalreit.com](mailto:info@regalreit.com).

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## SPECIAL ARRANGEMENTS FOR THE AGM

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**The REIT Manager will monitor the situation relating to the development of the COVID-19 pandemic and reserve the right to effect further measures or to change the AGM arrangement at short notice if necessary and may issue further announcement in relation thereto as appropriate. Unitholders should check Regal REIT's website ([www.regalreit.com](http://www.regalreit.com)) for updates on the latest arrangement of the AGM. The REIT Manager seeks the understanding and cooperation of Unitholders and their proxies on the necessary arrangements to minimise the risk of the spread of COVID-19.**

If any Unitholder has any questions relating to the AGM, please contact the unit registrar of Regal REIT as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre,  
183 Queen's Road East, Wan Chai, Hong Kong  
Tel: (852) 2862 8555  
Fax: (852) 2865 0990  
Online Enquiries: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

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## CORPORATE INFORMATION

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<b>Regal REIT</b>	Regal Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO subject to applicable conditions from time to time, or Regal Real Estate Investment Trust and the companies controlled by it, as the context requires
<b>REIT Manager</b>	Regal Portfolio Management Limited Unit No. 2001, 20th Floor 68 Yee Wo Street Causeway Bay Hong Kong
<b>Directors of the REIT Manager</b>	
<i>Non-executive Directors</i>	Mr. LO Yuk Sui ( <i>Chairman</i> ) Miss LO Po Man ( <i>Vice Chairman</i> ) Mr. Donald FAN Tung Mr. Jimmy LO Chun To Mr. Kenneth NG Kwai Kai
<i>Executive Directors</i>	Mr. Johnny CHEN Sing Hung Mr. Simon LAM Man Lim
<i>Independent Non-executive Directors</i>	Mr. John William CRAWFORD, JP Mr. Bowen Joseph LEUNG Po Wing, GBS, JP Mr. Kai Ole RINGENSON Hon. Abraham SHEK Lai Him, GBS, JP
<b>Trustee</b>	DB Trustees (Hong Kong) Limited Level 60, International Commerce Centre 1 Austin Road West Kowloon Hong Kong
<b>Unit Registrar</b>	Computershare Hong Kong Investor Services Limited Shops 1712-1716, 17th Floor Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

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## DEFINITIONS

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In this Circular, the following definitions apply throughout unless otherwise stated:

<b>AGM or Annual General Meeting</b>	The annual general meeting of Unitholders convened by and referred to in the notice of AGM contained in this Circular
<b>Board</b>	The board of Directors of the REIT Manager
<b>Buy-back Mandate</b>	The general mandate to allow Regal REIT to buy-back on-market Units in accordance with the terms and conditions as set out in the Ordinary Resolution contained in the notice of AGM
<b>Compliance Manual</b>	The compliance manual of the REIT Manager in relation to the management and operation of Regal REIT
<b>Directors</b>	The directors of the REIT Manager
<b>Explanatory Statement</b>	The explanatory statement set out in the Appendix to this Circular
<b>Hong Kong</b>	The Hong Kong Special Administrative Region of the People's Republic of China
<b>Independent Non-executive Directors</b>	The independent non-executive directors of the REIT Manager
<b>Latest Practicable Date</b>	6th April, 2022, being the latest practicable date prior to the printing of this Circular for ascertaining certain information contained herein
<b>Listing Rules</b>	The Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented and/or otherwise modified from time to time
<b>Ordinary Resolution</b>	A resolution of Unitholders passed by a simple majority of votes of those present, whether in person or by proxy, and entitled to vote, where the votes shall be taken by way of poll, but with a quorum of two or more Unitholders holding at least 10% of the Units in issue
<b>Regal Group</b>	Regal Hotels International Holdings Limited and its subsidiaries
<b>Regal REIT</b>	Regal Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO subject to applicable conditions from time to time, or Regal Real Estate Investment Trust and the companies controlled by it, as the context requires

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## DEFINITIONS

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<b>Register</b>	The register of Unitholders
<b>REITs</b>	Real estate investment trusts
<b>REIT Code</b>	The Code on Real Estate Investment Trusts issued by the SFC as amended, supplemented and/or otherwise modified from time to time
<b>REIT Manager</b>	Regal Portfolio Management Limited, as manager of Regal REIT
<b>SFC</b>	The Securities and Futures Commission of Hong Kong
<b>SFC Repurchase Circular</b>	The “Circular to Management Companies of SFC-authorized Real Estate Investment Trusts”, issued by the SFC on 31st January, 2008
<b>SFO</b>	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented and/or otherwise modified from time to time
<b>Stock Exchange</b>	The Stock Exchange of Hong Kong Limited
<b>Takeovers Code</b>	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC as amended, supplemented and/or otherwise modified from time to time
<b>Trust Deed</b>	The trust deed constituting Regal REIT dated 11th December, 2006 as amended, supplemented and/or otherwise modified from time to time
<b>Trustee</b>	DB Trustees (Hong Kong) Limited, as trustee of Regal REIT
<b>Unit</b>	One undivided unit in Regal REIT
<b>Unit Registrar</b>	Computershare Hong Kong Investor Services Limited, as unit registrar of Regal REIT
<b>Unitholder</b>	Any person registered as holding a Unit

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Hong Kong time unless otherwise stated.

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LETTER FROM THE BOARD

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REGAL REIT  
富豪產業信託

**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



富豪資產管理有限公司  
**Regal Portfolio**  
Management Limited

*Directors of the REIT Manager:*

*Non-executive Directors*

Mr. LO Yuk Sui (*Chairman*)  
Miss LO Po Man (*Vice Chairman*)  
Mr. Donald FAN Tung  
Mr. Jimmy LO Chun To  
Mr. Kenneth NG Kwai Kai

*Executive Directors*

Mr. Johnny CHEN Sing Hung  
Mr. Simon LAM Man Lim

*Independent Non-executive Directors*

Mr. John William CRAWFORD, JP  
Mr. Bowen Joseph LEUNG Po Wing, GBS, JP  
Mr. Kai Ole RINGENSON  
Hon. Abraham SHEK Lai Him, GBS, JP

*Registered Office:*

Unit No. 2001  
20th Floor  
68 Yee Wo Street  
Causeway Bay  
Hong Kong

13th April, 2022

*To: The Unitholders of Regal REIT*

Dear Sir or Madam,

**CIRCULAR TO UNITHOLDERS IN RELATION TO  
GENERAL MANDATE TO BUY-BACK UNITS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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

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## LETTER FROM THE BOARD

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### A. GENERAL MANDATE TO BUY-BACK UNITS

#### 1. Buy-back Mandate

The REIT Manager wishes to seek the approval of the Unitholders at the AGM to grant the Buy-back Mandate to the REIT Manager for the buy-back of Units on behalf of Regal REIT pursuant to the SFC Repurchase Circular.

The Buy-back Mandate will, if granted, become effective from the date of passing of the resolution approving the Buy-back Mandate and remain valid until the earlier of:

- (a) the conclusion of the next annual general meeting of Regal REIT following the passing of the resolution to approve the grant of the Buy-back Mandate;
- (b) the expiration of the period within which the meeting referred to in (a) above is required to be held under the Trust Deed, the REIT Code or any applicable laws; and
- (c) its revocation or variation by an ordinary resolution of the Unitholders at a general meeting of the Unitholders.

Regal REIT shall comply with the restrictions and notification requirements applicable to listed companies buying back their own shares on the Stock Exchange under Rule 10.06 of the Listing Rules, with necessary changes being made, as if the provisions therein were applicable to REITs. These include, but are not limited to, the dealing restrictions, the restrictions on subsequent issues, the reporting requirements and status of bought back Units.

#### 2. Explanatory Statement

The explanatory statement in relation to the Buy-back Mandate is set out in the Appendix to this Circular, which contains all information on the Buy-back Mandate and sets out the terms and conditions on which the REIT Manager may exercise its power under the Buy-back Mandate, if granted, to buy-back Units on the market on behalf of Regal REIT.

#### 3. Maximum number of Units that may be bought back

Subject to the passing of the proposed Ordinary Resolution for the grant of the Buy-back Mandate, the number of Units which may be bought back pursuant to the Buy-back Mandate will be up to 10% of the total number of Units in issue of Regal REIT on the date the resolution approving the Buy-back Mandate is passed.

#### 4. Approval Required

Pursuant to Paragraph 3.3 of Schedule 1 to the Trust Deed, any resolution put to the vote of a meeting of the Unitholders shall be decided on a poll and the result of the poll shall be deemed to be the resolution of the meeting. The proposed Ordinary Resolution in relation to the grant of Buy-back Mandate to the REIT Manager will be decided on a poll at the AGM and the result of the poll shall be deemed to be the resolution of the meeting.

With respect to the proposed Ordinary Resolution relating to the Buy-back Mandate, any Unitholder who has a material interest in such resolution and that interest is different from that of all other Unitholders shall abstain from voting in respect of such resolution. As at the Latest Practicable Date, the REIT Manager is unaware of any Unitholders that are required to abstain from voting in respect of such Ordinary Resolution.

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## LETTER FROM THE BOARD

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### 5. Recommendation

The Directors are of the opinion that the granting of the Buy-back Mandate is in the best interests of Regal REIT and the Unitholders as a whole and accordingly recommend the Unitholders to vote in favour of the Ordinary Resolution with respect to the Buy-back Mandate to be proposed at the AGM.

### B. ANNUAL GENERAL MEETING

The AGM will be held at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 18th May, 2022 at 12:00 noon, for the purpose of considering and, if thought fit, passing, with or without modifications, the Ordinary Resolution set out in the notice of AGM, which is set out on pages N-1 to N-3 of this Circular.

For the purposes of determining entitlements to attend and vote at the AGM, the Register will be closed from Friday, 13th May, 2022 to Wednesday, 18th May, 2022, both days inclusive, during which period no transfers of Units will be effected. For those Unitholders who are not already on the Register, in order to qualify to attend and vote at the AGM, all Unit certificates accompanied by the duly completed transfer documents must be lodged with the Unit Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12th May, 2022.

You can vote at the AGM if you are a Unitholder on Wednesday, 18th May, 2022. You will find enclosed with this Circular the notice of AGM (see pages N-1 to N-3 of this Circular) and a form of proxy for use for the AGM.

Please complete, sign and date the enclosed form of proxy, whether or not you plan to attend the AGM in person, in accordance with the instructions printed on the form of proxy, and return it to the Unit Registrar of Regal REIT, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The form of proxy should be completed and returned as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. 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 should you wish.

### C. RESPONSIBILITY STATEMENT

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

This is the explanatory statement to provide requisite information to enable you to make an informed decision on whether to vote for or against the Ordinary Resolution to approve the grant of the Buy-back Mandate to the REIT Manager.

**(1) Issued Units**

As at the Latest Practicable Date, 3,257,431,189 Units have been issued. Subject to the passing of the Ordinary Resolution as referred to in the Letter from the Board preceding this Appendix and as set out in the notice of AGM, the REIT Manager will be allowed under the Buy-back Mandate to buy-back up to 10% of the number of Units issued as at the date of the resolution granting the Buy-back Mandate, which is equivalent to a maximum of 325,743,118 Units on the assumption that there will be no variation in the total issued Units during the period up to the date of the AGM.

**(2) Reasons for the Buy-backs**

The REIT Manager believes that it is in the best interests of Regal REIT and the Unitholders as a whole to seek the Buy-back Mandate to enable Regal REIT to make on-market buy-backs of Units. Unit buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Unit and will only be made when the REIT Manager believes that such buy-back will benefit Regal REIT and the Unitholders as a whole.

**(3) Funding of Buy-backs**

For purposes of any buy-backs, the REIT Manager will only use funds legally available for such purposes in accordance with the Trust Deed, the REIT Code, the guidelines issued by the SFC from time to time and the laws of Hong Kong.

If the Buy-back Mandate is exercised in full at any time during the proposed buy-back period, it may have a material adverse effect on the working capital or gearing position of Regal REIT (as compared with the position disclosed in its most recent published audited accounts). The REIT Manager does not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have any material adverse impact on the working capital or gearing position of Regal REIT (as compared with the position disclosed in its most recent published audited accounts).

**(4) Unit Prices**

The highest and lowest prices at which the Units have traded on the Stock Exchange in each of the previous twelve months and in April 2022 (up to the Latest Practicable Date) were as follows:

	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
April 2021	1.79	1.60
May 2021	1.80	1.63
June 2021	1.72	1.64
July 2021	1.70	1.61
August 2021	1.64	1.52
September 2021	1.62	1.32
October 2021	1.48	1.37
November 2021	1.52	1.42
December 2021	1.50	1.38
January 2022	1.48	1.41
February 2022	1.53	1.43
March 2022	1.52	1.34
From 1st April, 2022 up to the Latest Practicable Date	1.50	1.40

**(5) Units Bought Back**

The REIT Manager has not bought back any Units (whether on the Stock Exchange or otherwise) in the six months preceding the date of this Circular.

**(6) Status of Bought Back Units**

The listing of all Units which are bought back by the REIT Manager shall be automatically cancelled upon buy-back. The REIT Manager will ensure that the documents of title of bought back Units are cancelled and destroyed as soon as reasonably practicable following settlement of any such buy-back.

**(7) Directors' Undertaking**

The Directors have undertaken to the SFC that, so far as the same may be applicable, they will exercise the power of the REIT Manager to make buy-backs of the Units pursuant to the Buy-back Mandate in accordance with the terms and conditions set out in this Explanatory Statement, the Trust Deed, the laws of Hong Kong, the Takeover Code, the REIT Code and the guidelines issued by the SFC from time to time.

**(8) Disclosure of Interests**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to the Regal REIT any of the Units if the Buy-back Mandate is approved at the AGM.

As at the Latest Practicable Date, no connected person of Regal REIT has notified the REIT Manager that he/she/it has a present intention to sell any Units nor has such connected person undertaken not to sell any of the Units held by him/her/it to the Regal REIT in the event that the Buy-back Mandate is granted.

**(9) Trustee's Opinion and Consent**

The Trustee, is of the opinion that the granting of the Buy-back Mandate complies with the Trust Deed, and subject to Unitholders' approval, has given its consent to the REIT Manager to proceed with any proposed buy-backs pursuant to the Buy-back Mandate.

The Trustee's confirmation is being furnished for the sole purpose of complying with the requirements of 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 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. Accordingly, all Unitholders, including those who are in any doubt as to the merits or impact of the Buy-back Mandate, should seek their own financial or other professional advice.

**(10) Rule 10.06 of the Listing Rule**

Regal REIT shall comply with the restrictions and notification requirements applicable to listed companies buying back their own shares on the Stock Exchange under Rule 10.06 of the Listing Rules, with necessary changes being made, as if the provisions therein were applicable to REITs. These include, but are not limited to, the dealing restrictions, the restrictions on subsequent issues, the reporting requirements and status of bought back units.

**(11) Recommendation**

The Directors are of the opinion that the Buy-back Mandate is in the best interests of Regal REIT and the Unitholders as a whole and accordingly recommend the Unitholders to vote in favour of the Ordinary Resolution relating to the Buy-back Mandate to be proposed at the AGM.

**(12) Responsibility Statement**

The REIT Manager and the Directors, collectively and individually, accept full responsibility for the accuracy of the information contained in this Explanatory Statement 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 Explanatory Statement misleading.

**(13) Effect of Takeovers Code**

As at the Latest Practicable Date, Regal Group, a substantial Unitholder of which the REIT Manager is a wholly-owned subsidiary, held approximately 74.89% of the outstanding Units.

In the event that the Buy-back Mandate granted to the REIT Manager pursuant to the Buy-back Mandate were to be carried out in full, assuming there are no other change in the present unitholding structure, the unitholding interests of Regal Group in Regal REIT would increase to approximately 83.22% of the outstanding Units. Pursuant to Rule 32 of the Takeovers Code, such resultant increase in unitholding interests would be treated as an acquisition of voting rights for the purpose of the Takeovers Code. The REIT Manager and the Directors anticipate that such increase would not give arise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

However, the REIT Manager and the Directors have no intention to exercise the Buy-back Mandate to such extent as would cause the public float to fall below 25% or such other minimum percentage as specified or permitted by the SFC from time to time.

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## NOTICE OF ANNUAL GENERAL MEETING

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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



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the unitholders (the “**Unitholders**”) of Regal Real Estate Investment Trust (“**Regal REIT**”) will be held at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 18th May, 2022 at 12:00 noon for the following purposes:

- (1) To note the Audited Financial Statements of Regal REIT together with the Auditor’s Report for the year ended 31st December, 2021;
- (2) To note the appointment of Auditors of Regal REIT and the fixing of their remuneration;
- (3) To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** a mandate to buy-back units in Regal REIT (the “**Units**”) be given to Regal Portfolio Management Limited, as the manager of Regal REIT (the “**REIT Manager**”):

- (a) subject to the “Circular to Management Companies of SFC-authorized Real Estate Investment Trusts” issued by the Securities and Futures Commission (the “**SFC**”) on 31st January, 2008 and paragraph (b) below, the exercise by the REIT Manager during the Relevant Period (as defined in paragraph (c) below) of all powers of the REIT Manager to buy-back Units on The Stock Exchange of Hong Kong Limited in accordance with the trust deed constituting Regal REIT (as may be amended from time to time) (the “**Trust Deed**”), the Code on Real Estate Investment Trusts (the “**REIT Code**”), the guidelines issued by the SFC from time to time, applicable rules and regulations and the laws of Hong Kong, be and the same is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate number of Units which may be bought back or agreed to be bought back by the REIT Manager pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of issued Units as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of Regal REIT;
  - (ii) the expiration of the period within which the next annual general meeting as referred to in (i) above is required to be held by the Trust Deed, the REIT Code or any applicable laws; and
  - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Unitholders in general meeting.”

By Order of the Board  
**Regal Portfolio Management Limited**  
**(as manager of Regal Real Estate Investment Trust)**  
**Peony CHOI Ka Ka**  
*Secretary*

Hong Kong, 13th April, 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A Unitholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. The person appointed to act as proxy need not be a Unitholder.
2. 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 at the unit registrar of Regal REIT, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person 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.
3. Where there are joint registered Unitholders of a Unit, any one of such Unitholders may vote at the meeting either personally or by proxy in respect of such Unit as if he/she were solely entitled thereto, but if more than one of such Unitholders is present at the meeting personally or by proxy, that one of such Unitholders so present whose name stands first on the register of unitholders of Regal REIT (the "**Register of Unitholders**") in respect of such Unit shall alone be entitled to vote in respect thereof.
4. For the purposes of determining entitlements to attend and vote at the Annual General Meeting, the Register of Unitholders will be closed from Friday, 13th May, 2022 to Wednesday, 18th May, 2022, both days inclusive, during which period no transfers of Units will be effected. In order to qualify to attend and vote at the Annual General Meeting, all Unit certificates accompanied by the duly completed transfer documents must be lodged with the unit registrar of Regal REIT, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12th May, 2022.
5. In the event that a typhoon signal no. 8 (or above) or a black rainstorm warning is in effect on the day of the Annual General Meeting, Unitholders may call the REIT Manager's hotline at (852) 2805-6336 to enquire about the arrangements of the Annual General Meeting.

*As at the date of this notice, the board of directors of the REIT Manager 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 Hon. Abraham SHEK Lai Him, GBS, JP as Independent Non-executive Directors.*