



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)



INTERIM REPORT  
2020

Managed by



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



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### MANAGER OF REGAL REIT

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### BOARD OF DIRECTORS OF THE REIT MANAGER

#### *Non-executive Directors*

Lo Yuk Sui (Chairman)  
Lo Po Man (Vice Chairman)  
Donald Fan Tung  
Jimmy Lo Chun To  
Kenneth Ng Kwai Kai

#### *Executive Directors*

Johnny Chen Sing Hung  
Simon Lam Man Lim

#### *Independent Non-executive Directors*

John William Crawford, JP  
Bowen Joseph Leung Po Wing, GBS, JP  
Kai Ole Ringenson  
Abraham Shek Lai Him, GBS, JP

### AUDIT COMMITTEE OF THE REIT MANAGER

John William Crawford, JP (Chairman)  
Bowen Joseph Leung Po Wing, GBS, JP  
Kai Ole Ringenson  
Abraham Shek Lai Him, GBS, JP  
Kenneth Ng Kwai Kai

### DISCLOSURE COMMITTEE OF THE REIT MANAGER

John William Crawford, JP (Chairman)  
Johnny Chen Sing Hung  
Simon Lam Man Lim  
Donald Fan Tung  
Kenneth Ng Kwai Kai  
Kai Ole Ringenson

### RESPONSIBLE OFFICERS OF THE REIT MANAGER

Johnny Chen Sing Hung  
Simon Lam Man Lim  
Wesley Chan Hiu Yeung

### SECRETARY OF THE REIT MANAGER

Peony Choi Ka Ka

### TRUSTEE OF REGAL REIT

DB Trustees (Hong Kong) Limited (the "Trustee")

### AUDITOR

Ernst & Young

### PRINCIPAL VALUER

CBRE Limited

### PRINCIPAL BANKERS

Australia and New Zealand Banking Group Limited  
The Bank of East Asia, Limited  
Cathay United Bank Company, Limited, Hong Kong Branch  
China Construction Bank (Asia) Corporation Limited  
Crédit Agricole Corporate & Investment Bank,  
Hong Kong Branch  
Hang Seng Bank Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Oversea-Chinese Banking Corporation Limited,  
Hong Kong Branch  
United Overseas Bank Limited

### LEGAL ADVISER

Baker & McKenzie

### UNIT REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor,  
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183 Queen's Road East,  
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### WEBSITE

www.RegalREIT.com

Dear Unitholders,

I am pleased to present, on behalf of the Board of Directors of Regal Portfolio Management Limited as the REIT Manager, the 2020 Interim Report of Regal Real Estate Investment Trust.

### FINANCIAL RESULTS

For the Interim Period ended 30th June, 2020, Regal REIT recorded an unaudited consolidated loss before distribution to Unitholders of HK\$2,096.2 million, as compared to the loss of HK\$362.9 million for the corresponding period in 2019. The loss recorded for the Interim Period was principally attributable to the reduction of HK\$2,288.2 million in the fair value of Regal REIT's investment property portfolio, based on the market valuations appraised by its principal valuer as of 30th June, 2020, as compared to the last appraised value as of 31st December, 2019. For the corresponding period last year, a fair value loss of HK\$585.1 million was recorded. If these fair value changes are excluded, the core operating profit before distribution to Unitholders for the Interim Period would amount to HK\$192.0 million, approximately 13.6% below the HK\$222.1 million for the same period in 2019.

Total distributable income for the Interim Period, after taking into account the various non-cash adjustments, amounted to HK\$215.5 million (equivalent to approximately HK\$0.066 per Unit), as compared to HK\$231.6 million (equivalent to approximately HK\$0.071 per Unit) attained for the corresponding period in 2019.

In accordance with Regal REIT's policy of distributing no less than 90% of the distributable income, the Directors of the REIT Manager have declared an interim distribution of HK\$0.060 per Unit for the six months ended 30th June, 2020 (2019 interim distribution – HK\$0.068 per Unit), which represents a distribution ratio of approximately 90.7% for the Interim Period.

### HOTEL MARKET AND BUSINESS REVIEW

Based on a recent research report by the World Bank Group, the new coronavirus COVID-19 has triggered a global crisis and is leading to steep recessions in many countries. The output of the advanced economies is now projected to slow dramatically, reversing from an expansion of 1.6% in 2019 to a contraction of 7.0% in 2020. The baseline forecast for the global Gross Domestic Product (GDP) envisions a 5.2% contraction in 2020, which will be the deepest global recession in eight decades, despite unprecedented policy support.

Due to the enforcement of lockdowns in China in the first two months of this year to combat the spread of the COVID-19 coronavirus, the GDP of China in the first quarter of 2020 dropped by 6.8% year-on-year. With the gradual revival of normal economic activities in the Mainland since March, the adverse impact of the pandemic on its economy became slowly under control and, in the second quarter, the GDP of China was able to regain growth of 3.2%, as compared with the same quarter in 2019. Overall, for the first half of 2020, the GDP of China only receded by 1.6%.

Amidst this global crisis, Hong Kong's economy plummeted in the first six months of 2020. In the second quarter this year, the seasonally adjusted unemployment rate in Hong Kong rose to 6.2%, the highest in more than 15 years, and the GDP in real terms of Hong Kong contracted by 9.0% year-on-year.

As a preventive measure, most countries have put up travel and quarantine restrictions which substantially brought international traffic, business and tourist, to a virtual halt. For the period under review, there were only about 3.5 million travellers visiting Hong Kong, of which 2.7 million were from Mainland China, both reflecting a sharp decline of approximately 90% year-on-year. These visitor arrivals were, in fact, primarily those that came in January and February this year and during the past few months, the number of visitors to Hong Kong was minimal.

Based on information published by the Hong Kong Tourism Board, the average hotel room occupancy level for all the surveyed hotels under different categories in Hong Kong for the half year ended 30th June was down from 90% in 2019 to 39% in 2020, while the average achieved room rate also shrank by 31.2%, thus resulting in a reduction in the average Revenue per Available Room (RevPAR) of 70.2% year-on-year.

The five Initial Hotels in Hong Kong are under leases to a wholly-owned subsidiary of Regal Hotels International Holdings Limited ("RHIHL"), the immediate listed holding company of Regal REIT, which are operated as full-service hotels under the "Regal" brand. The combined average occupancy of the five Initial Hotels during the Interim Period was 37.4%, as compared to 86.3% for the same period last year, while their combined average room rate decreased by 35.2%. Consequently, their combined average RevPAR dropped by 71.9% year-on-year. As the base rent for the five Initial Hotels for 2020 was determined by an independent professional property valuer at an aggregate amount of HK\$710.0 million in November 2019, before the outbreak of the pandemic, the rental revenue from these hotels in the Interim Period and, indeed, in the second half of 2020, is to a very significant extent sheltered from this adverse change in the market environment.

Apart from the Initial Hotels, Regal REIT also owns four other hotel properties in Hong Kong, all under the "iclub by Regal" brand, a special line of hotels developed by the RHIHL Group, which are typically positioned as upscale select-service hotels.

The iclub Wan Chai Hotel was the first iclub hotel in Hong Kong and has been self-operated by Regal REIT since 2011. During the Interim Period, it maintained an average occupancy rate of 73.9%, which was 20.6 percentage points lower than the same period last year. However, as its average room rate also decreased by 61.6%, its average RevPAR has dropped by 70.0% year-on-year. As a result, the net property income from this property, including the lease rentals from the non-hotel portions, was much lower than the comparative amount last year.

The other three iclub hotels, namely, the iclub Sheung Wan Hotel, the iclub Fortress Hill Hotel and the iclub Ma Tau Wai Hotel have also been leased to the same RHIHL lessee. The base rents for 2020 for the iclub Sheung Wan Hotel and the iclub Fortress Hill Hotel were likewise determined in November 2019 by the independent professional property valuer in accordance with the terms of the leases, each at HK\$41.0 million. During the Interim Period, the iclub Sheung Wan Hotel and the iclub Fortress Hill Hotel attained a combined average occupancy rate of 67.5%, a decrease of 25.9 percentage points below the same period in 2019. Meanwhile, their combined average room rate declined by 56.1%, resulting in a reduction in their combined average RevPAR of 68.3% year-on-year. On the other hand, the iclub Ma Tau Wai Hotel, which was acquired by Regal REIT in September 2017, is still within the initial 5-year lease term with escalating fixed rentals and yielded fixed rental receipts of HK\$30.6 million for the Interim Period.

## BUSINESS OUTLOOK

Despite of the various travel and quarantine restrictions as well as the enforcement of regulations restricting group gatherings and social-distancing rules, local COVID-19 infected cases in Hong Kong rose sharply since the beginning of July 2020. Unless and until the further spread of the COVID-19 virus and the number of local infected cases are under control, the timing on the relaxation of the control measures and the re-opening of Hong Kong to international passenger traffic is yet uncertain. Added with the threats arising from the increased international tensions over different political and economic issues, some of which directly affecting Hong Kong, the business outlook in Hong Kong for the second half of 2020 could not be optimistic.

Accordingly, there will be downward pressure on the market rental packages of the five Initial Hotels and the two iclub Hotels for 2021 which, under the lease provisions, are to be determined by September 2020. However, in accordance with the terms of the leases for the five Initial Hotels, there is an aggregate minimum floor rent of HK\$400 million per annum, which provides some baseline protection to Regal REIT against further deterioration in the hospitality market. Moreover, Regal REIT has adequate available undrawn banking facilities that provide it with a very strong financial backing in this challenging environment.

On 30th June, 2020, the Standing Committee of the National People's Congress of China passed the National Security Law for Hong Kong. It is hoped that this new law will help to put an end to the violent social activities in Hong Kong since June 2019 and boost general investors' confidence, both locally and internationally, in the future of Hong Kong.

The REIT Manager will continue to work closely with the hotel manager in a concerted effort to steer through the challenges in these difficult times, with a view to keeping up the businesses and values of Regal REIT's hotel portfolio.

**Lo Yuk Sui**

*Chairman*

**Regal Portfolio Management Limited**

(as the REIT Manager of Regal REIT)

Hong Kong, 25th August, 2020

## MANAGEMENT DISCUSSION AND ANALYSIS

The Directors of the REIT Manager herein report the unaudited interim results of Regal Real Estate Investment Trust (“Regal REIT”) and its subsidiaries (collectively, the “Group”) for the six-month period from 1st January, 2020 to 30th June, 2020 (the “Interim Period”).

### LONG-TERM OBJECTIVES AND VISION OF REGAL REIT

The primary objectives of Regal REIT and the REIT Manager are to provide long-term stable, growing distributions and capital growth for the unitholders of Regal REIT (the “Unitholders”) through active ownership of hotels and strategic investments in hotels, serviced apartments and/or commercial properties (including office and retail properties).

The vision of Regal REIT and the REIT Manager is to build up the existing portfolio of hotel properties in Hong Kong comprised of: (a) Regal Airport Hotel, Regal Hongkong Hotel, Regal Kowloon Hotel, Regal Oriental Hotel and Regal Riverside Hotel (collectively, the “Initial Hotels”); and (b) iclub Wan Chai Hotel, iclub Sheung Wan Hotel, iclub Fortress Hill Hotel and iclub Ma Tau Wai Hotel (collectively, the “iclub Hotels”), and to be a pre-eminent owner of quality international hotels and other properties with a primary focus in Hong Kong as well as to reinforce Regal REIT’s status as a growing attractive option for investors.

### THE REIT MANAGER AND THE TRUSTEE

The REIT Manager is licenced by the Securities and Futures Commission in Hong Kong (the “SFC”) to undertake the regulated activities of asset management. The REIT Manager does not manage the five Initial Hotels or the four iclub Hotels directly.

The Trustee is DB Trustees (Hong Kong) Limited, a wholly-owned subsidiary of Deutsche Bank AG. The Trustee is qualified to act as a trustee for collective investment schemes authorised under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). In this role, the Trustee holds the assets of Regal REIT in trust for the benefit of the Unitholders as a whole and oversees the activities of the REIT Manager for compliance with the trust deed constituting Regal REIT (the “Trust Deed”) and all regulatory requirements.

### THE RHIHL LESSEE AND THE HOTEL MANAGER

The Initial Hotels are leased to Favour Link International Limited (the “RHIHL Lessee”), a wholly-owned subsidiary of Regal Hotels International Holdings Limited (“RHIHL”, together with its relevant subsidiaries, collectively, the “RHIHL Group”), with lease terms to expire on 31st December, 2020 under the relevant lease agreements and supplemental lease agreements (together, the “Initial Hotels Lease Agreements”). On 20th December, 2019, Regal REIT and the RHIHL Lessees entered into supplemental agreements amending each of the Initial Hotels Lease Agreements to extend the lease term of (a) Regal Airport Hotel for another eight-year-less-four-day terms to 27th December, 2028; and (b) each of Regal Hongkong Hotel, Regal Kowloon Hotel, Regal Oriental Hotel and Regal Riverside Hotel for another ten years to 31st December, 2030 together with the inclusion of a non-fault based early termination provision by the lessor. The market rental packages for the extended term of each of the Initial Hotels will continue to be determined annually by a jointly appointed independent professional property valuer. Such extended term for each of the Initial Hotels Lease Agreements was approved by the independent Unitholders at an extraordinary general meeting held on 15th January, 2020.



Regal Hotels International Limited, a wholly-owned subsidiary of RHIHL, was appointed as the hotel manager (the “Hotel Manager”) under long-term hotel management agreements to operate the Initial Hotels (the “Initial Hotels Management Agreements”) for a term of twenty years from 16th March, 2007. In December 2010, Regal REIT entered into another hotel management agreement with the Hotel Manager for the operation of the hotel portion of iclub Wan Chai Hotel for a term of ten years from 1st January, 2011 to 31st December, 2020 (the “Wan Chai Hotel Management Agreement”). Since 1st January, 2011, the iclub Wan Chai Hotel has been self-operated and not leased out by Regal REIT. On 20th December, 2019, Regal REIT entered into a new hotel management agreement (the “New Wan Chai Hotel Management Agreement”) with the Hotel Manager on substantially the same terms as the current Wan Chai Hotel Management Agreement, the key differences being: (a) the operating term shall be for ten years from 1st January, 2021 to 31st December, 2030; and (b) the inclusion of a non-fault based early termination provision.

On 10th February, 2014, Regal REIT acquired the iclub Sheung Wan Hotel and leased it to the RHIHL Lessee for hotel operations for the period from 10th February, 2014 to 31st December, 2019 under a lease agreement (the “SW Lease Agreement”), which is extendable at the option of Regal REIT for a further five years. On 17th May, 2019, Regal REIT exercised its option to extend the lease term for a further five year period, commencing from 1st January, 2020 and expiring on 31st December, 2024 (both days inclusive). On 18th November, 2019, Regal REIT entered into a new lease agreement for the iclub Sheung Wan Hotel (the “New SW Lease Agreement”) with the RHIHL Lessee to formally effect the extension of the above-mentioned 5-year lease term. Save for the extension of the lease term as mentioned above, all the other terms and conditions of the New SW Lease Agreement remained the same as those in the SW Lease Agreement. The Hotel Manager was appointed as the hotel manager of the iclub Sheung Wan Hotel under a 10-year hotel management agreement (the “SW Hotel Management Agreement”) commencing on 10th February, 2014.

On 28th July, 2014, Regal REIT also acquired the iclub Fortress Hill Hotel and leased it to the RHIHL Lessee for hotel operations for the period from 28th July, 2014 to 31st December, 2019 under a lease agreement (the “FH Lease Agreement”), which is extendable at the option of Regal REIT for a further five years. On 17th May, 2019, Regal REIT exercised its option to extend the lease term for a further five year period, commencing from 1st January, 2020 and expiring on 31st December, 2024 (both days inclusive). On 18th November, 2019, Regal REIT entered into a new lease agreement for the iclub Fortress Hill Hotel (the “New FH Lease Agreement”) with the RHIHL Lessee to formally effect the extension of the above-mentioned 5-year lease term. Save for the extension of the lease term as mentioned above, all the other terms and conditions of the New FH Lease Agreement remained the same as those in the FH Lease Agreement. The Hotel Manager was also appointed as the hotel manager of the iclub Fortress Hill Hotel under a 10-year hotel management agreement (the “FH Hotel Management Agreement”) commencing on 28th July, 2014.

On 4th September, 2017, Regal REIT acquired the iclub Ma Tau Wai Hotel and leased it to the RHIHL Lessee for hotel operations for a term of five years commencing on 4th September, 2017 under a lease agreement (the “MTW Lease Agreement”), which is extendable at the option of Regal REIT for a further term to 31st December, 2027. The Hotel Manager was appointed as the hotel manager of the iclub Ma Tau Wai Hotel under a 10-year hotel management agreement (the “MTW Hotel Management Agreement”) commencing on 4th September, 2017.

## HOTEL PORTFOLIO

The portfolio of nine hotel properties of Regal REIT are strategically located in different districts in Hong Kong, enabling hotel guests to have easy and convenient access to the mass transit network and other public transportation networks. The Regal REIT's hotel portfolio is comprised of two hotel types, namely, full-service hotels, which offer a wide range of services including food and beverage outlets and other facilities, and select-service hotels, which offer contemporary design and are equipped with tech-savvy facilities.

Hotel Types	District Location	No. of Rooms	Operations Mode
<i>Full-service hotels:</i>			
Regal Airport Hotel	Chek Lap Kok	1,171	Under Lease
Regal Hongkong Hotel	Causeway Bay	481	Under Lease
Regal Kowloon Hotel	Tsim Sha Tsui	600	Under Lease
Regal Oriental Hotel	Kowloon City	494	Under Lease
Regal Riverside Hotel	Shatin	1,138	Under Lease
		<hr/>	
		3,884	
<i>Select-service hotels:</i>			
iclub Wan Chai Hotel	Wan Chai	99	Self-operated
iclub Sheung Wan Hotel	Sheung Wan	248	Under Lease
iclub Fortress Hill Hotel	Fortress Hill	338	Under Lease
iclub Ma Tau Wai Hotel	Ma Tau Wai	340	Under Lease
		<hr/>	
		1,025	
<b>Total</b>		<hr/> <hr/>	
		<b>4,909</b>	

## RENTAL AND REVENUE STRUCTURE

### Initial Hotels - Rental Structure and Market Rental Packages

Pursuant to the Initial Hotels Lease Agreements, for the years 2011 to 2028 (for Regal Airport Hotel) and 2030 (for the other four Initial Hotels), respectively, the rental packages in respect of the Initial Hotels are determined on a yearly basis by a jointly appointed independent professional property valuer. The determinations include the amount of market rents (inclusive of the amount of base rent (the "Base Rent") for each Initial Hotel, the variable rent (the "Variable Rent") sharing percentage and the RHIHL Lessee's contributions to the furniture, fixtures and equipment (the "FF&E") reserve calculated as a percentage of total hotel revenue) to be applied for each of the Initial Hotels for the relevant respective years from 2011 to 2028 (for Regal Airport Hotel) and 2030 (for the other four Initial Hotels), respectively, together with the amount of the security deposit required (collectively, the "IH Market Rental Package").

### ***IH Market Rental Package for 2020***

An independent professional property valuer, Ms. Stella Ho, was jointly appointed in June 2019 to conduct rent reviews for the Initial Hotels for 2020. According to the determination of the IH Market Rental Package for 2020, the aggregate amount payable by the RHIHL Lessee as Base Rent was determined to be HK\$710.0 million, with Variable Rent continuing to be based on sharing 50% of the excess of the aggregate net property income (“NPI”) from the operations of the Initial Hotels over the aggregate Base Rent thereof in 2020. No FF&E reserve is required to be contributed by the RHIHL Lessee and the obligation for such contribution rests with the lessors.

The RHIHL Lessee has provided third party guarantees as security deposits for an aggregate amount of HK\$177.5 million, which is equivalent to three months' aggregate Base Rent of the Initial Hotels for 2020. Details of the IH Market Rental Package for 2020 can be referred to in an announcement published by the REIT Manager on 29th November, 2019.

### ***IH Market Rental Package for 2021***

The market rental review for the Initial Hotels for 2021 is to be conducted by Ms. Stella Ho, who determined the IH Market Rental Package for 2020, and the IH Market Rental Package for 2021 will be determined and reported before the end of September 2020.

## **iclub Wan Chai Hotel - Revenue Structure**

### ***Hotel Portion***

The hotel portion of iclub Wan Chai Hotel, which is under an owner-operate mode, is managed by the Hotel Manager under the Wan Chai Hotel Management Agreement. Since 1st January, 2011, gross hotel revenue and the associated operating costs and expenses are accounted for directly by Regal REIT.

### ***Non-hotel Portions***

iclub Wan Chai Hotel - non-hotel portions, comprised of a portion of the ground floor and the 27th to 29th floors of the premises, are let out to generate monthly rental income.

## **iclub Sheung Wan Hotel - Rental Structure and Market Rental Package**

Pursuant to the SW Lease Agreement and the New SW Lease Agreement, the RHIHL Lessee is obligated to pay rentals in respect of the iclub Sheung Wan Hotel to Regal REIT for the period from 10th February, 2014 to 31st December, 2024.

Regal REIT received fixed rentals for the leasing of the iclub Sheung Wan Hotel for the first three years of the lease term at HK\$79.00 million, HK\$82.95 million and HK\$86.90 million, respectively.

Market rental reviews by a jointly appointed independent professional property valuer take place annually for each of the remaining periods of the lease term to determine the market rental components (comprising the Base Rent, Variable Rent and lessee's contribution to the FF&E reserve) together with the amount of the security deposit required (collectively, the “SW Market Rental Package”).

### ***SW Market Rental Package for 2020***

The same independent professional property valuer, Ms. Stella Ho, was jointly appointed in June 2019 to conduct a rent review for the iclub Sheung Wan Hotel for 2020. According to the determination of the SW Market Rental Package for 2020, the Base Rent payable by the RHIHL Lessee is HK\$41.0 million, with Variable Rent to be based on 50% of the excess of the NPI over the Base Rent. No FF&E reserve is required to be contributed by the RHIHL Lessee and the obligation for such contribution rests with the lessor.

The RHIHL Lessee has provided a third party guarantee as a security deposit for an amount of HK\$10.585 million, which is equivalent to three months' Base Rent together with rates and Government rents of the iclub Sheung Wan Hotel for 2020. Details of the SW Market Rental Package for 2020 can be referred to in an announcement published by the REIT Manager on 29th November, 2019.

### ***SW Market Rental Package for 2021***

The market rental review for the iclub Sheung Wan Hotel for 2021 is to be conducted by Ms. Stella Ho, who determined the SW Market Rental Package for 2020, and the SW Market Rental Package for 2021 will be determined and reported before the end of September 2020.

## **iclub Fortress Hill Hotel - Rental Structure and Market Rental Package**

Pursuant to the FH Lease Agreement and the New FH Lease Agreement, the RHIHL Lessee is obligated to pay rentals in respect of the iclub Fortress Hill Hotel to Regal REIT for the period from 28th July, 2014 to 31st December, 2024.

Regal REIT received fixed rentals for the leasing of the iclub Fortress Hill Hotel for the first three years of the lease term at HK\$82.50 million, HK\$86.625 million and HK\$90.75 million, respectively.

Market rental reviews by a jointly appointed independent professional property valuer take place annually for each of the remaining periods of the lease term to determine the market rental components (comprising the Base Rent, Variable Rent and lessee's contribution to the FF&E reserve) together with the amount of the security deposit required (collectively, the "FH Market Rental Package").

### ***FH Market Rental Package for 2020***

The same independent professional property valuer, Ms. Stella Ho, was jointly appointed in June 2019 to conduct a rent review for the iclub Fortress Hill Hotel for 2020. According to the determination of the FH Market Rental Package for 2020, the Base Rent payable by the RHIHL Lessee is HK\$41.0 million, with Variable Rent to be based on 50% of the excess of the NPI over the Base Rent with no FF&E reserve is required to be contributed by the RHIHL Lessee and the obligation for such contribution rests with the lessor.

The RHIHL Lessee has provided a third party guarantee as a security deposit for an amount of HK\$10.552 million, which is equivalent to three months' Base Rent together with rates and Government rents of the iclub Fortress Hill Hotel for 2020. Details of the FH Market Rental Package for 2020 can be referred to in an announcement published by the REIT Manager on 29th November, 2019.

### ***FH Market Rental Package for 2021***

The market rental review for the iclub Fortress Hill Hotel for 2021 is to be conducted by Ms. Stella Ho, who determined the FH Market Rental Package for 2020, and the FH Market Rental Package for 2021 will be determined and reported before the end of September 2020.

### **iclub Ma Tau Wai Hotel - Rental Structure**

Pursuant to the MTW Lease Agreement, the RHIHL Lessee is obligated to pay rentals in respect of the iclub Ma Tau Wai Hotel to Regal REIT for the period from 4th September, 2017 to 3rd September, 2022, which is extendable at the option of Regal REIT for a further term to 31st December, 2027.

Regal REIT receives fixed rentals for the leasing of the iclub Ma Tau Wai Hotel from 4th September, 2017 to 3rd September, 2022. Annual rental receipts for the initial five years of the lease term have been determined to be HK\$54.4 million, HK\$57.8 million, HK\$61.2 million, HK\$64.6 million and HK\$68.0 million, respectively.

Annual rent reviews by a jointly appointed independent professional property valuer will take place for each of any extension periods to determine the market rental components (comprising the Base Rent, Variable Rent and lessee's contribution to the FF&E reserve) together with the amounts of security deposits required.

### **Furniture, Fixtures & Equipment Reserve**

Regal REIT is obligated under the respective Initial Hotels Lease Agreements, the Wan Chai Hotel Management Agreement, the New SW Lease Agreement and the New FH Lease Agreement to maintain reserves to fund expenditures for replacements of FF&E in the respective hotels during the Interim Period. Pursuant to the MTW Lease Agreement, the RHIHL Lessee is required to fund the actual costs of any replacements and/or additional FF&E in the iclub Ma Tau Wai Hotel for the whole lease term.

During the Interim Period, Regal REIT contributed amounts equal to 2% of the total hotel revenue (i.e. the total of room revenue, food and beverage revenue and/or other income of the hotel properties) for each month and, as a result, HK\$6.4 million was contributed to the FF&E reserve with corresponding expenditures of HK\$10.0 million being recorded for the purposes intended.

### **Capital Additions Projects**

Certain asset enhancement projects for 2020 are currently under review, including alteration and improvement works on hotel facilities and replacement projects on building services.

## REVIEW OF OPERATIONS AND FINANCIAL RESULTS

The results of the Group for the Interim Period are set out in the condensed consolidated financial statements.

### Hotel Industry Conditions in Hong Kong

#### Visitor Arrivals to Hong Kong, 1H 2020 versus 1H 2019<sup>1</sup>

Visitors to Hong Kong by Geographical Regions	1H 2020 (Percentage of total visitors)	1H 2020 (No. of visitors)	1H 2019 (No. of visitors)	Variance (No. of visitors)	Variance (%)
Mainland China	76.3%	2,681,241	27,573,517	(24,892,276)	(90.3%)
South & Southeast Asia	5.1%	178,740	1,900,330	(1,721,590)	(90.6%)
North Asia	2.6%	89,794	1,411,605	(1,321,811)	(93.6%)
Taiwan	2.9%	102,808	923,988	(821,180)	(88.9%)
Europe, Africa & the Middle East	4.8%	168,181	1,083,136	(914,955)	(84.5%)
The Americas	3.4%	121,178	926,805	(805,627)	(86.9%)
Australia, New Zealand & South Pacific	1.6%	57,152	353,710	(296,558)	(83.8%)
Macau SAR/Not identified	3.3%	116,986	698,765	(581,779)	(83.3%)
<b>Total</b>	<b>100%</b>	<b>3,516,080</b>	<b>34,871,856</b>	<b>(31,355,776)</b>	<b>(89.9%)</b>
Overnight visitors included in above	37.2%	1,307,407	14,920,241	(13,612,834)	(91.2%)

During the first half of 2020, the visitor arrival numbers reported a sharp decrease of approximately 31.4 million, representing a drop of 89.9% year-on-year.

Mainland China visitors decreased by 90.3%, reaching approximately 2.7 million and accounting for 76.3% of the total arrivals to Hong Kong during the period.

Arrivals from short-haul markets comprising other Asian regions (including North Asia, South & Southeast Asia, Taiwan and Macau SAR), recorded a drop of 90.1%, aggregating 0.5 million and representing 13.9% of the total visitor arrivals to Hong Kong.

Visitors from long-haul markets also recorded a huge drop. Visitor arrivals decreased by 85.3%, with total arrivals aggregating to 0.3 million. Visitors from the Americas recorded a decline of 86.9%, and, thereby, taking up 3.4% of total visitors. Arrivals from the Europe, Africa and the Middle East markets also recorded a decline of 84.5%, with the visitor numbers reaching approximately 0.2 million or 4.8% of total arrivals.

During the period, overnight staying visitors amounted to about 1.3 million, representing 37.2% of total arrivals, with a decline of 91.2% as compared to the same period last year.

<sup>1</sup> Source: Research, Hong Kong Tourism Board, "Visitor Arrival Statistics – Jun 2020", July 2020; "Visitor Arrival Statistics – Jun 2019", July 2019; the REIT Manager.

### Review of Hotel Rooms Supply in Hong Kong

During the first quarter of 2020, the hotel room supply in Hong Kong reported a decrease by 84 units, reflecting a decline of 0.1% from 84,089 to 84,005 rooms. During the period, 1 hotel was taken out of the licensed registry. The number of hotel properties decreased from 303 to 302, representing a decrease by 0.3%. By the end of 2020, it is estimated that the hotel room supply will reach 87,419 (FY2019: 84,089 units), for an anticipated growth of around 4.0% over the previous year.<sup>2</sup>

### Industry Performance

Room Occupancy Rates, Average Room Rates and RevPAR (Revenue per available room) of the different categories of hotels are summarized below.

Category	Room Occupancy Rates		Average Room Rates		RevPAR	
	1H 2020	1H 2019	1H 2020	1H 2019	1H 2020	1H 2019
	%	%	HK\$	HK\$	HK\$	HK\$
High Tariff A	21	87	1,706	2,094	358	1,822
High Tariff B	38	90	609	1,143*	231	1,029*
Medium Tariff	53	92	427	752*	226	692*
All Hotels	39	90	914	1,329	356	1,196

\* Revised figures by the Hong Kong Tourism Board

During the first half of 2020, there was a sharp decrease in the number of overnight visitors, the overall hotel occupancy rate dropped by 56.7%, which was down by 51.0 percentage point year-on-year, while the industry-wide average room rate also dropped by 31.2% to HK\$914 per night. Both factors contributed to a decline to the hotel industry's RevPAR by about HK\$840 or a drop of 70.2% year-on-year.

### Performance Highlights of Regal REIT

Regal REIT currently has an aggregate of 4,909 guestrooms and suites in nine hotel properties, with a total gross floor area of approximately 236,763 square meters, that are strategically located in Hong Kong.

The financial performance of Regal REIT with regard to operating results and net asset value rely on the underlying performance of the respective hotel businesses operated by the RHIHL Lessee and the self-operated iclub Wan Chai Hotel, all under the management of the Hotel Manager. The lease rentals provide secured income protection while Regal REIT will still be eligible to earn variable rent for the Initial Hotels, the iclub Sheung Wan Hotel and the iclub Fortress Hill Hotel from sharing of the respective excess NPIs over the base rents.

Overall, the property portfolio of Regal REIT achieved an operating performance which is at a similar level compared to the performance of the Hong Kong hotel market during the period under review.

2 Source: Research, Hong Kong Tourism Board, "Hotel Supply Situation – as at Mar 2020", May 2020; the REIT Manager.

3 Source: Research, Hong Kong Tourism Board, "Hotel Room Occupancy Report – Jun 2020", July 2020; the REIT Manager.

### Performance of the Initial Hotels

Total hotel revenue, gross operating profit and net property income and statistics for the combined Initial Hotels for 1H 2020 versus 1H 2019 are set out below.

	1H 2020 HK\$'million	1H 2019 HK\$'million	Variance HK\$'million	Variance %
<b>Operating Results</b>				
Room revenue	179.0	632.6	(453.6)	(71.7%)
Food and beverage revenue	110.3	291.7	(181.4)	(62.2%)
Other income	20.1	14.8	5.3	35.8%
Total hotel revenue	309.4	939.1	(629.7)	(67.1%)
Operating expenses	(301.8)	(549.4)	247.6	45.1%
Gross operating profit	7.6	389.7	(382.1)	(98.0%)
Other expenses	(25.1)	(35.5)	10.4	29.3%
Net rental income	25.2	24.2	1.0	4.1%
Net property income	7.7	378.4	(370.7)	(98.0%)
<b>Statistics</b>				
Average room rate	HK\$674.87	HK\$1,042.21	(HK\$367.34)	(35.2%)
Occupancy rate	37.4%	86.3%	(48.9%)	(56.7%)
RevPAR	HK\$252.44	HK\$899.33	(HK\$646.89)	(71.9%)
Total available room nights	706,888	703,004	3,884	0.6%
Occupied room nights	264,419	606,626	(342,207)	(56.4%)

As a preventive measure to contain the COVID-19 crisis, most countries have put up travel and quarantine restrictions, which substantially brought international traffic, business and tourist, to a virtual halt. For the Initial Hotels, total hotel revenue recorded a year-on-year decrease of HK\$629.7 million or decline 67.1% to HK\$309.4 million (1H 2019: HK\$939.1 million). Gross operating profit reduced by HK\$382.1 million or decline of 98.0% to HK\$7.6 million (1H 2019: HK\$389.7 million). As a result, the NPI achieved HK\$7.7 million, representing a decrease of HK\$370.7 million or decline of 98.0% as compared with the same period last year (1H 2019: HK\$378.4 million).

For the period under review, the average occupancy rate of the Initial Hotels attained a combined 37.4% (1H 2019: 86.3%). The average room rate recorded a drop of 35.2%, reaching HK\$674.87 (1H 2019: HK\$1,042.21). As a result, the RevPAR of the Initial Hotels was HK\$252.44 (1H 2019: HK\$899.33), representing a decline of 71.9% year-on-year.

### Base Rent

According to the IH Market Rental Package for 2020, Regal REIT received Base Rent in the form of cash for each Initial Hotel on a monthly basis. During the Interim Period, Regal REIT received aggregate Base Rent of HK\$355.0 million.

### Variable Rent

Regal REIT is entitled to receive Variable Rent through the sharing of aggregate profits from the Initial Hotels' operations over the Base Rent payments. For the period under review, as the aggregate NPI from hotel operations of the Initial Hotels was only HK\$7.7 million, no Variable Rent was earned for the period.



### ***Performance of iclub Wan Chai Hotel***

During the period under review, the average occupancy rate of iclub Wan Chai Hotel was 73.9% with an average room rate of HK\$390.24 or a decrease of 61.6% from the HK\$1,016.30 as reported in the same period last year.

For the six months ended 30th June, 2020, iclub Wan Chai Hotel - hotel portion contributed gross hotel revenue of HK\$5.2 million and incurred operating costs and expenses amounting to HK\$4.8 million. For the non-hotel portions comprising retail and commercial premises, rental income of HK\$2.3 million was generated under the leases for the period under review. As a result, the NPI generated from the property amounted to HK\$2.4 million for the Interim Period.

### ***Performance of iclub Sheung Wan Hotel***

During the Interim Period, the iclub Sheung Wan Hotel achieved an overall occupancy rate of 68.7%, while the average daily room rate of approximately HK\$385 represented a drop of 56.6% over the past year.

#### **Base Rent**

According to the SW Market Rental Package for 2020, Regal REIT received Base Rent in the form of cash on a monthly basis and in the Interim Period thereby earned and received HK\$20.5 million.

#### **Variable Rent**

Regal REIT is entitled to receive Variable Rent through the sharing of profit from the iclub Sheung Wan Hotel's operations over the Base Rent earned. During the Interim Period, the NPI from hotel operations of the iclub Sheung Wan Hotel was HK\$3.0 million and, therefore, no Variable Rent was earned.

### ***Performance of iclub Fortress Hill Hotel***

During the Interim Period, the iclub Fortress Hill Hotel achieved an occupancy rate of 66.5% with an average daily room rate of approximately HK\$293 or a drop of 55.3% over the same period last year.

#### **Base Rent**

According to the FH Market Rental Package for 2020, Regal REIT received Base Rent in the form of cash on a monthly basis and in the Interim Period, thereby earned and received HK\$20.5 million.

#### **Variable Rent**

Regal REIT is entitled to receive Variable Rent through the sharing of profit from the iclub Fortress Hill Hotel's operations over the Base Rent earned. During the Interim Period, the NPI from hotel operations of the iclub Fortress Hill Hotel was HK\$2.1 million, and no Variable Rent was earned.

### ***Performance of iclub Ma Tau Wai Hotel***

The iclub Ma Tau Wai Hotel commenced hotel operations in May 2017. During the Interim Period, Regal REIT earned fixed rental income as pre-determined in accordance with the terms of the MTW Lease Agreement that took effect from the completion date of its acquisition on 4th September, 2017.

For the period ended 30th June, 2020, Regal REIT earned fixed rental income of HK\$30.5 million, recognised on the straight-line basis for the leasing of the iclub Ma Tau Wai Hotel, while cash receipts of HK\$30.6 million were recorded based on the escalating fixed rental amounts for the first five years.

## Net Rental and Hotel Income

An analysis of the net rental and hotel income for the Interim Period compared to the corresponding period in 2019 is set out below.

	Six months ended 30th June, 2020		Six months ended 30th June, 2019	
	HK\$'million	%	HK\$'million	%
Initial Hotels				
Base Rent	355.0	81.6	388.0	79.0
Variable Rent	—	—	—	—
Other income	1.0	0.3	6.1	1.2
iclub Sheung Wan Hotel				
Rental income	20.5	4.7	23.0	4.7
iclub Fortress Hill Hotel				
Rental income	20.5	4.7	23.0	4.7
iclub Ma Tau Wai Hotel				
Rental income	30.5	7.0	30.3	6.2
iclub Wan Chai Hotel				
Gross hotel revenue	5.2	1.2	17.2	3.5
Rental income	2.3	0.5	3.6	0.7
Gross rental and hotel income	<b>435.0</b>	<b>100.0</b>	491.2	100.0
Property operating expenses	(1.7)	(0.4)	(1.7)	(0.3)
Hotel operating expenses	(4.8)	(1.1)	(9.3)	(1.9)
Net rental and hotel income	<b>428.5</b>	<b>98.5</b>	480.2	97.8

During the Interim Period, net rental and hotel income represented 98.5% of the gross rental and hotel income after the deduction of property and hotel operating expenses. Management services for the hotel properties are undertaken by the Hotel Manager under the relevant hotel management agreements with respect to the Initial Hotels, iclub Wan Chai Hotel, iclub Sheung Wan Hotel, iclub Fortress Hill Hotel and iclub Ma Tau Wai Hotel.

## Net Assets Attributable to Unitholders

As at 30th June, 2020, net assets attributable to Unitholders amounted to HK\$12,348.4 million (31st December, 2019: HK\$14,671.1 million), representing net asset value (“NAV”) per Unit attributable to Unitholders of HK\$3.791, which was below the NAV of HK\$4.504 per Unit as at 31st December, 2019 mainly due to the decrease in the fair value of the property portfolio.

## Valuation of the Property Portfolio

As at 30th June, 2020, Regal REIT’s overall property portfolio was valued at HK\$22,810.0 million (31st December, 2019: HK\$25,131.0 million). The property portfolio is comprised of (i) the five Initial Hotels, the iclub Sheung Wan Hotel, the iclub Fortress Hill Hotel, the iclub Ma Tau Wai Hotel and the non-hotel portions of the iclub Wan Chai Hotel that are classified as investment properties; and (ii) the owner-operated hotel portion of the iclub Wan Chai Hotel which is classified as property, plant and equipment.

Valuations of the properties as at 30th June, 2020 and 31st December, 2019 are tabulated below.

Property	Location	30 Jun 2020 Valuation HK\$ million	31 Dec 2019 Valuation HK\$ million	% Change
<i>Initial Hotels:</i>				
Regal Airport Hotel	Lantau Island	2,495	2,915	-14.4%
Regal Hongkong Hotel	HK Island	3,884	4,262	-8.9%
Regal Kowloon Hotel	Kowloon	5,280	5,740	-8.0%
Regal Oriental Hotel	Kowloon	1,677	1,860	-9.8%
Regal Riverside Hotel	New Territories	4,655	5,084	-8.4%
		<b>17,991</b>	19,861	-9.4%
<i>iclub Hotels:</i>				
iclub Wan Chai Hotel	HK Island	751	828	-9.3%
iclub Sheung Wan Hotel	HK Island	1,410	1,530	-7.8%
iclub Fortress Hill Hotel	HK Island	1,408	1,532	-8.1%
iclub Ma Tau Wai Hotel	Kowloon	1,250	1,380	-9.4%
<b>Overall property portfolio</b>		<b>22,810</b>	25,131	-9.2%

The valuations of the property portfolio as at 30th June, 2020 were conducted by CBRE Limited (“CBRE”), the principal valuer of Regal REIT appointed by the Trustee with a term of three years commencing from December 2018 pursuant to the provisions of the Code on Real Estate Investment Trusts (the “REIT Code”).

CBRE, as the independent professional property valuer, assessed the market values of the property portfolio subject to the lease agreements, hotel operations and the hotel management agreements and in accordance with “The HKIS Valuation Standards (2017 Edition)”, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the REIT Code. CBRE used the discounted cash flow (“DCF”) method based on key assumptions such as hotel room occupancies, hotel average room rates, terminal capitalisation rates and discount rates. The direct comparison approach was also used as a check on the valuation derived from the DCF method.

## DISTRIBUTABLE INCOME AND DISTRIBUTION POLICY

Pursuant to the Trust Deed, Regal REIT is required to ensure that the total amount distributed to Unitholders shall not be less than 90% of Regal REIT's total distributable income for each financial year and the current policy of the REIT Manager is to comply with such requirement. The amount of any distribution for the interim period of each financial year is at the discretion of the REIT Manager.

The unaudited distributable income for the Interim Period amounted to HK\$215.5 million, representing an entitlement of approximate HK\$0.066 per Unit.

### Interim Distribution for 2020

The Board of Directors of the REIT Manager has resolved to declare an interim distribution of HK\$0.060 per Unit for the Interim Period. The interim distribution will be payable to Unitholders on the Register of Unitholders on 14th September, 2020.

### Closure of Register of Unitholders

The Register of Unitholders will be closed from Wednesday, 9th September, 2020 to Monday, 14th September, 2020, both days inclusive, during which period no transfers of Units will be effected. In order to qualify for the interim distribution for 2020, all Unit certificates with completed transfer forms must be lodged with Regal REIT's Unit registrar, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Tuesday, 8th September, 2020. The relevant distribution warrants are expected to be despatched on or about 24th September, 2020.

## FINANCIAL REVIEW AND FINANCING STRATEGY

The REIT Manager has continued to adopt a prudent approach to ensure that the leverage ratios do not exceed thresholds prescribed under the REIT Code and the financial covenants of the relevant loan facility agreements.

### Loan Financing

As at 30th June, 2020, Regal REIT's loan facilities aggregating HK\$11,268.0 million with varying maturity terms, were comprised of: (a) term and revolving loan facilities of up to HK\$5,500.0 million secured by four of the five Initial Hotels; (b) a term loan facility of HK\$3,000.0 million secured by Regal Kowloon Hotel; (c) a term loan facility of HK\$405.0 million secured by the iclub Wan Chai Hotel; (d) term and revolving loan facilities of up to HK\$790.0 million secured by the iclub Sheung Wan Hotel; (e) term and revolving loan facilities of up to HK\$825.0 million secured by the iclub Fortress Hill Hotel; and (f) a term loan facility of HK\$748.0 million secured by the iclub Ma Tau Wai Hotel.

### ***Financing for the Initial Hotels***

On 12th September, 2016, Regal REIT, through wholly-owned subsidiaries, entered into a facility agreement for a term loan facility of HK\$4,500.0 million and a revolving loan facility of up to HK\$1,000.0 million (the “2016 IH Facilities”), for a term of five years to September 2021. The 2016 IH Facilities are secured by four of the five Initial Hotels, namely, Regal Airport Hotel, Regal Hongkong Hotel, Regal Oriental Hotel and Regal Riverside Hotel. The 2016 IH Facilities carry Hong Kong Interbank Offered Rate (HIBOR)-based interest margin and, as at 30th June, 2020, had an outstanding amount of HK\$4,500.0 million, representing the full amount of the term loan facility.

On 8th March, 2018, Regal REIT, through a wholly-owned subsidiary, arranged a bilateral term loan facility of HK\$3,000.0 million (the “2018 RKH Facility”), secured by a mortgage over the Regal Kowloon Hotel. This Facility bears a HIBOR-based interest margin and has a term of five years to March 2023. As at 30th June, 2020, the outstanding amount of the 2018 RKH Facility was HK\$3,000.0 million, representing the full amount of the term loan facility.

### ***Financing for iclub Wan Chai Hotel***

A term loan facility agreement for a principal amount of HK\$440.0 million (the “2014 WC Facility”), with a term of five years to December 2019, was entered into by a wholly-owned subsidiary of Regal REIT on 22nd December, 2014. The 2014 WC Facility was secured by the iclub Wan Chai Hotel and bore a HIBOR-based interest margin throughout its term. On 19th July, 2019, a new 5-year term loan facility of HK\$440.0 million (the “2019 WC Facility”) was granted by the same bank to early refinance the 2014 WC Facility. Most of the key terms remain unchanged while the new loan facility bears a lower interest margin with maturity in July 2024. After a prepayment of HK\$35.0 million, as at 30th June, 2020, the facility and the outstanding amount on the 2019 WC Facility was HK\$405.0 million.

### ***Financing for iclub Sheung Wan Hotel***

On 19th October, 2018, Regal REIT, through a wholly-owned subsidiary, arranged a bilateral loan facility of up to HK\$790.0 million, comprised of a term loan facility of HK\$632.0 million and a revolving loan facility of up to HK\$158.0 million, secured by the iclub Sheung Wan Hotel (the “2018 SW Facilities”). The 2018 SW Facilities bears a HIBOR-based interest margin with five years term to October 2023. As at 30th June, 2020, the utilised amount of the 2018 SW Facilities was HK\$632.0 million, representing the full amount of the term loan facility.

### ***Financing for iclub Fortress Hill Hotel***

On 29th November, 2018, Regal REIT, through a wholly-owned subsidiary, arranged another bilateral loan facility of up to HK\$825.0 million, comprised of a term loan facility of HK\$660.0 million and a revolving loan facility of up to HK\$165.0 million, secured by the iclub Fortress Hill Hotel (the “2018 FH Facilities”). The 2018 FH Facilities bears a HIBOR-based interest margin and has a term of five years to November 2023. As at 30th June, 2020, the outstanding amount of the 2018 FH Facilities was HK\$660.0 million, representing the full amount of the term loan facility.

### ***Financing for iclub Ma Tau Wai Hotel***

On 4th September, 2017, Regal REIT, through a wholly-owned subsidiary, arranged a term loan facility of HK\$748.0 million, secured by the iclub Ma Tau Wai Hotel (the “2017 MTW Facility”) with a term of three years to September 2020 and bearing HIBOR-based interest margin. As at 30th June, 2020, the outstanding amount of the 2017 MTW Facility was HK\$748.0 million, representing the full amount of the term loan facility. Arrangement is being made with the existing lending banks to refinance the 2017 MTW Facility into a new loan facility to mature in 2023.

## Managing Fluctuations in Interest Rates

During the Interim Period, the HIBOR market experienced high volatility, while, in general, it was a downward trend. The 1-month HIBOR rate fluctuated within a wide range of around 2.268% per annum at the high end to around 0.435% per annum<sup>4</sup> at the low end and was at 0.442% per annum as of 30th June, 2020. During the Interim Period, the interest cost components in respect of all the loan facilities are subject to floating HIBOR-based interest rates. The REIT Manager is continuously monitoring the interest rate trends and assessing any needs to contain or hedge the exposure of the finance costs and any impact that may arise from interest rate hikes.

## Gearing and Cash

As at 30th June, 2020, the gearing ratio of Regal REIT was 43.3% (30th June, 2019: 36.5%), being the gross amount of the outstanding loans aggregating HK\$9,945.0 million, which takes into account: (a) the 2016 IH Facilities of HK\$4,500.0 million; (b) the 2018 RKH Facility of HK\$3,000.0 million; (c) the 2019 WC Facility of HK\$405.0 million; (d) the 2018 SW Facilities of HK\$632.0 million; (e) the 2018 FH Facilities of HK\$660.0 million; and (f) the 2017 MTW Facility of HK\$748.0 million, as compared to the total gross assets of Regal REIT of HK\$22,975.5 million. The gearing ratio is below the maximum 45% permitted under the REIT Code.

As at 30th June, 2020, Regal REIT had a total of HK\$52.6 million in unrestricted and HK\$71.8 million in restricted cash balances and bank deposits. Regal REIT maintains adequate cash reserves and revolving loan facilities and receives timely payments of rental income to satisfy its financial commitments as well as working capital requirements on an on-going basis.

## Pledged Assets

As at 30th June, 2020, all nine Regal REIT's properties with an aggregate carrying value of HK\$22,810.0 million were pledged to secure bank loan facilities granted to Regal REIT.

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<sup>4</sup> Hong Kong Dollar HIBOR Fixings 1-Month: Bloomberg 2020.01.01 to 2020.06.30.

## OTHER INFORMATION AND DISCLOSURES

### PUBLIC FLOAT

As at 30th June, 2020, there were 3,257,431,189 Units in issue.

Based on information that is publicly available to the REIT Manager and as reported to the Directors of the REIT Manager, more than 25% of the issued Units were held by independent public Unitholders as at 30th June, 2020.

### NEW UNITS ISSUED

There were no new Units allotted and issued during the Interim Period.

### EMPLOYEES

Regal REIT is managed by the REIT Manager and the Trustee. By contracting out such services, Regal REIT does not employ any staff in its own right.

### BUY-BACK, SALE OR REDEMPTION OF UNITS

There were no buy-back, sales or redemptions of Units during the Interim Period.

### MATERIAL ACQUISITIONS OR DISPOSALS OF REAL ESTATE

Regal REIT did not enter into any real estate acquisition or disposal transactions during the Interim Period.

### OTHER INVESTMENTS

Regal REIT did not engage or participate in any Property Development and Related Activities (as defined in the REIT Code) nor invest in any Relevant Investments (as defined in the REIT Code) during the Interim Period.

The REIT Manager seeks to ensure good corporate governance through high levels of transparency, equal treatment of Unitholders, compliance with applicable laws and regulations and by appointing independent and well-qualified board members.

The REIT Manager has adopted a compliance manual for use in relation to the management and operation of Regal REIT (the "Compliance Manual"). The Compliance Manual sets out the key processes, systems and policies and procedures to guide operations and, thereby, set a high standard of corporate governance to ensure relevant regulations and legislation are adhered to.

During the Interim Period, Regal REIT and the REIT Manager have complied with the provisions of the Compliance Manual, the Trust Deed and the REIT Code and the relevant provisions of the SFO and, where applicable, the code provisions in the Corporate Governance Code as set out in Appendix 14 of the Listing Rules.

### AUTHORISATION STRUCTURE

Regal REIT is a collective investment scheme authorised by the SFC under section 104 of the SFO and regulated by the provisions of the REIT Code and constituted by the Trust Deed.

The REIT Manager is licensed by the SFC under the SFO to conduct regulated activities related to asset management. During the period under review, Mr. Johnny Chen Sing Hung, Mr. Simon Lam Man Lim and Mr. Wesley Chan Hiu Yeung have acted as the Responsible Officers of the REIT Manager.

The Trustee is registered as a trust company and is qualified to act as a trustee for collective investment schemes authorised under the SFO pursuant to the REIT Code.

### BOARD OF DIRECTORS OF THE REIT MANAGER

The board of directors of the REIT Manager (the "Board") is responsible for overseeing the overall governance of the REIT Manager and the day-to-day management of the REIT Manager's affairs and the conduct of its business. The Board has established a framework for the management of Regal REIT, including systems of internal control and business risk management processes. The Board currently comprises two Executive Directors, five Non-executive Directors and four Independent Non-executive Directors.

### DEALINGS IN SECURITIES OF REGAL REIT BY DIRECTORS OR THE REIT MANAGER

The REIT Manager has adopted the "Code Governing Dealings in Units by Directors or the REIT Manager" (the "Units Dealings Code") governing dealings in the securities of Regal REIT by the Directors and the REIT Manager as set out in the Compliance Manual, on terms no less exacting than the required standards of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code"). The Units Dealings Code may be extended to senior executives, officers and other employees of the REIT Manager as the Board may determine. Following specific enquiries by the REIT Manager, the Directors of the REIT Manager and the REIT Manager have confirmed that they have complied with the required standards under the Model Code and the Units Dealings Code during the Interim Period.



## CHANGE OF INFORMATION OF DIRECTOR

Subsequent to publication of the 2019 annual report of Regal REIT, the REIT Manager was informed of the following changes of Director's information:

Name of Director	Details of changes
Hon. Abraham Shek Lai Him, GBS, JP	<ul style="list-style-type: none"><li data-bbox="608 623 1442 724">– Appointed as an independent non-executive director of Landing International Development Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), with effect from 14th August, 2020.</li><li data-bbox="608 756 1442 855">– Retired as an independent non-executive director of Hop Hing Group Holdings Limited, a company listed on the Stock Exchange, with effect from the conclusion of its annual general meeting held on 2nd June, 2020.</li></ul>

## REVIEW OF INTERIM RESULTS

The Disclosure Committee and the Audit Committee of the REIT Manager have reviewed Regal REIT's condensed consolidated financial statements for the six months ended 30th June, 2020, including the accounting principles and practices adopted by Regal REIT, in conjunction with Regal REIT's external auditor. The review report of the external auditor is set out in the section "Report on Review of Interim Financial Information" contained in this Interim Report.

## CONNECTED PARTY TRANSACTIONS

During the period under review, Regal REIT and the other companies or entities held or controlled by Regal REIT (collectively, the “Regal REIT Group”) entered into a number of continuing transactions with its connected persons (defined in paragraph 8.1 of the REIT Code), as listed below, which constitute connected party transactions of Regal REIT within the meaning of the REIT Code:

- (i) the REIT Manager and the other companies or entities held or controlled by Regal Hotels International Holdings Limited (“RHIHL”) (collectively, the “RHIHL Connected Persons Group”);
- (ii) the Trustee and companies within the same group or otherwise “associated” with the Trustee (collectively, the “Trustee Connected Persons Group”); and
- (iii) CBRE Limited (“CBRE”), the principal valuer of Regal REIT, and companies within the same group or otherwise “associated” with CBRE (collectively, the “Valuer Connected Persons Group”).

### RHIHL CONNECTED PERSONS GROUP

#### (a) Initial Hotels Lease Agreements

Regal REIT (via Bauhinia Hotels Limited, Cityability Limited, Gala Hotels Limited, Regal Riverside Hotel Limited and Ricobem Limited, the direct owners of the Initial Hotels, respectively, (collectively, the “Initial Hotel – Property Companies” and each referred to as the “Initial Hotel – Property Company”)) entered into separate Initial Hotels Lease Agreements with Favour Link International Limited (the “RHIHL Lessee”) in relation to the leasing of the Initial Hotels on 16th March, 2007 (as may be amended from time to time) with lease terms to expiry on 31st December, 2020. On 20th December, 2019, each of the Initial Hotel – Property Companies had entered into the supplemental lease agreement with the RHIHL Lessee to extend the leases (the “Lease Extensions/Amendments”) for the Regal Airport Hotel to 27th December, 2028 and the other four Initial Hotels, namely, Regal Hongkong Hotel, Regal Kowloon Hotel, Regal Oriental Hotel and Regal Riverside Hotel, to 31st December, 2030, (together, the “Extended Period”), with the market rental packages for the Extended Period continuing to be determined annually by a jointly appointed independent professional property valuer. As a result, the total lease term of each Initial Hotels Lease Agreement is now from the Listing Date to 27th December, 2028 (for Regal Airport Hotel) and 31st December, 2030 (for the other four Initial Hotels). The above-mentioned supplemental lease agreements became effective upon the independent Unitholders’ approval having been obtained at the extraordinary general meeting of Regal REIT held on 15th January, 2020. References can be made to the related announcements dated 20th December, 2019 and 15th January, 2020 and the related circular to Unitholders dated 20th December, 2019, as published by the REIT Manager for further details of the Lease Extensions/Amendments. The RHIHL Lessee is a member of the RHIHL Connected Persons Group.

During the Interim Period, the cash market rental income and other income under the Initial Hotels Lease Agreements amounted to approximately HK\$361.2 million.

## **(b) Initial Hotels Management Agreements**

Under the terms of each Initial Hotels Lease Agreement, the RHIHL Lessee has delegated the operation and management of the relevant Initial Hotel to Regal Hotels International Limited (the “Hotel Manager”) by entering into the Initial Hotels Management Agreement with the Hotel Manager for a term of twenty years from 16th March, 2007. The RHIHL Lessee and the Hotel Manager are both members of the RHIHL Connected Persons Group.

Each Initial Hotel – Property Company is also a party to the Initial Hotels Management Agreement on terms including that, upon the expiry or termination of any Initial Hotels Lease Agreement, the Hotel Manager will continue to manage the relevant Initial Hotel in accordance with the Initial Hotels Management Agreement.

## **(c) Initial Hotels Lease Guarantees**

RHIHL, a member of the RHIHL Connected Persons Group, has guaranteed to pay all amounts from time to time owing or payable by the RHIHL Lessee to the Initial Hotel – Property Companies under the Initial Hotels Lease Agreements by entering into the lease guarantees (as may be amended from time to time) (the “Initial Hotels Lease Guarantees”). The Initial Hotels Lease Guarantees also contain indemnities in respect of all guaranteed liabilities. On 20th December, 2019, the supplemental lease guarantees in respect of each Initial Hotels were entered into with the Trustee and RHIHL to make consequential amendments in light of the Lease Extensions/Amendments, so that RHIHL’s obligation to maintain a third party guarantee will cover the Extended Period.

## **(d) Initial Hotels Deed of Trade Mark Licence**

Regal International Limited, a member of the RHIHL Connected Persons Group, entered into a deed of trade mark licence with the REIT Manager and Regal REIT Group on 2nd March, 2007. Regal International Limited granted to the REIT Manager and each Initial Hotel – Property Company, inter alia, a non-exclusive and non-transferable licence to use its registered trade marks or service marks, in any jurisdiction where such marks are registered and free of any royalty, for the purpose of describing the ownership of each Initial Hotel and/or uses in connection with the business of each Initial Hotel.

## **(e) Wan Chai Hotel Management Agreement**

On 23rd December, 2010, Regal REIT (via Sonnix Limited (the “iclub Wan Chai Hotel – Property Company”)) entered into the Wan Chai Hotel Management Agreement with the Hotel Manager, a member of the RHIHL Connected Persons Group, in respect of the management of the business of iclub Wan Chai Hotel for a 10-year term commencing on 1st January, 2011 and expiring on 31st December, 2020. Due to the current Wan Chai Hotel Management Agreement will expire on 31st December, 2020, on 20th December, 2019, the iclub Wan Chai Hotel – Property Company entered into a new 10-year hotel management agreement for the iclub Wan Chai Hotel (the “New Wan Chai Hotel Management Agreement”) with the Hotel Manager on substantially the same terms as the current Wan Chai Hotel Management Agreement, the key differences being: (a) the operating term shall be for ten years from 1st January, 2021 to 31st December, 2030; and (b) the inclusion of a non-fault based early termination provision. The New Wan Chai Hotel Management Agreement was approved by the independent Unitholders at the extraordinary general meeting held on 15th January, 2020. References can be made to the related announcements dated 20th December, 2019 and 15th January, 2020 and the related circular to Unitholders dated 20th December, 2019, as published by the REIT Manager for further details of the New Wan Chai Hotel Management Agreement.

During the Interim Period, total management fees under the Wan Chai Hotel Management Agreement amounted to approximately HK\$0.1 million.

#### **(f) SW Lease Agreement**

Regal REIT (via Tristan Limited (the “iclub Sheung Wan Hotel – Property Company”)) entered into the SW Lease Agreement in relation to the leasing of the iclub Sheung Wan Hotel with the RHIHL Lessee, a member of the RHIHL Connected Persons Group, on 10th February, 2014 (as may be amended from time to time). The term of the SW Lease Agreement was designated to expire on 31st December, 2019, which is extendable at the option of Regal REIT for a further five years. On 17th May, 2019, pursuant to the terms of the SW Lease Agreement, the iclub Sheung Wan Hotel – Property Company (as the Lessor) exercised the option granted to it to extend the lease term for another five years to 31st December, 2024. On 18th November, 2019, the iclub Sheung Wan Hotel – Property Company and the RHIHL Lessee entered into the New SW Lease Agreement for the iclub Sheung Wan Hotel to formally effect the extension of the above-mentioned 5-year lease term. Save for the extension of the lease term as mentioned above, all the other terms and conditions of the New SW Lease Agreement remained the same as those in the SW Lease Agreement. Reference can be made to the related announcement dated 17th May, 2019, as published by the REIT Manager for further details of the lease extension for the iclub Sheung Wan Hotel.

During the Interim Period, the market rental income under the New SW Lease Agreement amounted to approximately HK\$20.5 million.

#### **(g) SW Lease Guarantee**

Pursuant to a lease guarantee entered into on 10th February, 2014, RHIHL, a member of the RHIHL Connected Persons Group, has guaranteed to pay all amounts from time to time owing or payable by the RHIHL Lessee to the iclub Sheung Wan Hotel – Property Company under the SW Lease Agreement.

#### **(h) SW Hotel Management Agreement**

Regal REIT (via the iclub Sheung Wan Hotel – Property Company) entered into the SW Hotel Management Agreement with the Hotel Manager, a member of the RHIHL Connected Persons Group, in respect of the management of the business of iclub Sheung Wan Hotel for a 10-year term commencing on 10th February, 2014.

#### **(i) FH Lease Agreement**

Regal REIT (via Wise Decade Investments Limited (the “iclub Fortress Hill Hotel – Property Company”)) entered into the FH Lease Agreement in relation to the leasing of the iclub Fortress Hill Hotel with the RHIHL Lessee, a member of the RHIHL Connected Persons Group, on 28th July, 2014 (as may be amended from time to time). The term of the FH Lease Agreement was designated to expire on 31st December, 2019, which is extendable at the option of Regal REIT for a further five years. On 17th May, 2019, pursuant to the terms of the FH Lease Agreement, the iclub Fortress Hill Hotel – Property Company (as the Lessor) exercised the option granted to it to extend the lease term for another five years to 31st December, 2024. On 18th November, 2019, the iclub Fortress Hill Hotel – Property Company and the RHIHL Lessee entered into the New FH Lease Agreement for the iclub Fortress Hill Hotel to formally effect the extension of the above-mentioned 5-year lease term. Save for the extension of the lease term as mentioned above, all the other terms and conditions of the New FH Lease Agreement remained the same as those in the FH Lease Agreement. Reference can be made to the related announcement dated 17th May, 2019, as published by the REIT Manager for further details of the lease extension for the iclub Fortress Hill Hotel.

During the Interim Period, the market rental income under the New FH Lease Agreement amounted to approximately HK\$20.5 million.

#### **(j) FH Lease Guarantee**

Pursuant to a lease guarantee entered into on 28th July, 2014, RHIHL, a member of the RHIHL Connected Persons Group, has guaranteed to pay all amounts from time to time owing or payable by the RHIHL Lessee to the iclub Fortress Hill Hotel – Property Company under the FH Lease Agreement.

#### **(k) FH Hotel Management Agreement**

Regal REIT (via the iclub Fortress Hill Hotel – Property Company) entered into the FH Hotel Management Agreement with the Hotel Manager, a member of the RHIHL Connected Persons Group, in respect of the management of the business of iclub Fortress Hill Hotel for a 10-year term commencing on 28th July, 2014.

#### **(l) Tenancy Agreement**

On 19th January, 2017, Regal REIT (via the iclub Wan Chai Hotel – Property Company), as landlord, entered into a tenancy agreement with Cheerview Limited, a member of the RHIHL Connected Persons Group, as tenant (the “RHIHL Tenant”), for the leasing of Shop Nos. A and B, G/F., No. 211 Johnston Road, Wanchai, Hong Kong (the “Premises”), which is part of the iclub Wan Chai Hotel, for a 3-year term commencing on 20th January, 2017 (the “Tenancy Agreement”) at a rental of HK\$140,000 per calendar month, exclusive of air-conditioning charges, management fees, government rates and other outgoing expenses, payable monthly in advance. Pursuant to the terms of the Tenancy Agreement, the RHIHL Tenant shall be entitled to an option to renew the Tenancy Agreement for a further three years from the date of expiry of the Tenancy Agreement at a market rent to be determined by the principal valuer of Regal REIT.

On 17th January, 2020, the iclub Wan Chai Hotel – Property Company entered into a new tenancy agreement with the RHIHL Tenant for the leasing of the Premises for a new 3-year term commencing on 20th January, 2020 (the “New Tenancy Agreement”), instead of exercising the option granted to the RHIHL Tenant to extend the current Tenancy Agreement, with the inclusion of a right for the RHIHL Tenant to early terminate the tenancy after a period of six months from 20th January, 2020 by serving a two months’ prior written notice.

Pursuant to the terms of the New Tenancy Agreement, a new rental of HK\$130,000 per calendar month (exclusive of air-conditioning charges, management fees, government rates and other outgoing expenses) is payable monthly in advance. The RHIHL Tenant shall be entitled to an option to renew the New Tenancy Agreement for a further three years from the date of expiry of the New Tenancy Agreement at a market rent to be determined by the principal valuer of Regal REIT. Reference can be made to the related announcement dated 20th January, 2020, as published by the REIT Manager for further details of the New Tenancy Agreement.

During the Interim Period, total contractual lease income under the Tenancy Agreement amounted to approximately HK\$0.9 million.

#### **(m) MTW Lease Agreement**

Regal REIT (via Land Crown International Limited (the “iclub Ma Tau Wai Hotel – Property Company”)) entered into the MTW Lease Agreement in relation to the leasing of the iclub Ma Tau Wai Hotel with the RHIHL Lessee, a member of the RHIHL Connected Persons Group, on 4th September, 2017. The term of the MTW Lease Agreement expires on 3rd September, 2022, which is extendable at the option of Regal REIT for a further term to 31st December, 2027.

During the Interim Period, the contractual cash rental receipts under the MTW Lease Agreement amounted to approximately HK\$30.6 million.

#### **(n) MTW Lease Guarantee**

Pursuant to a lease guarantee entered into on 4th September, 2017, RHIHL, a member of the RHIHL Connected Person Group, has guaranteed to pay all amounts from time to time owing or payable by the RHIHL Lessee to the iclub Ma Tau Wai Hotel – Property Company under the MTW Lease Agreement.

#### **(o) MTW Hotel Management Agreement**

Regal REIT (via the iclub Ma Tau Wai Hotel – Property Company) entered into the MTW Hotel Management Agreement with the Hotel Manager, a member of the RHIHL Connected Persons Group, in respect of the management of the business of iclub Ma Tau Wai Hotel for a 10-year term commencing on 4th September, 2017.

#### **REIT Manager Fees**

Regal Portfolio Management Limited, a member of the RHIHL Connected Persons Group, was appointed as the REIT Manager of Regal REIT. REIT Manager fees aggregating approximately HK\$50.9 million for such services rendered during the Interim Period were settled and/or are to be settled pursuant to the provisions of the Trust Deed.

### **TRUSTEE CONNECTED PERSONS GROUP**

#### **Corporate Finance Transactions**

On 11th January, 2013, R-REIT International Finance Limited (the “Issuer”), a special purpose vehicle wholly-owned by Regal REIT, established a US\$1.0 billion medium term note (the “Notes”) programme (the “MTN Programme”). The Notes may be issued by the Issuer from time to time, and will be guaranteed by the Trustee. A fiscal and paying agency agreement dated 11th January, 2013 relating to the MTN Programme entered into by the Issuer, the Trustee (as guarantor), Deutsche Bank AG, Hong Kong Branch (as fiscal agent, transfer agent, paying agent and, in respect of each series of CMU Notes, as registrar), Deutsche Bank Luxembourg S.A. (as register in respect of each series of Notes other than the CMU Notes) and Deutsche Bank AG, Hong Kong Branch (as the CMU lodging and paying agent). Deutsche Bank Luxembourg S.A. and Deutsche Bank AG, Hong Kong Branch, both members of the Trustee Connected Persons Group, provide registrar, fiscal, paying and transfer agency services to Regal REIT in connection with the MTN Programme and the Notes issued thereunder for an annual fee of US\$6,000. As at 30th June, 2020, no notes under the MTN Programme were outstanding as these were repaid in full on their respective due dates on 22nd March, 2018 and 22nd May, 2018.

Both the REIT Manager and the Trustee have confirmed that there were no corporate finance transactions or other connected party transactions (save and except for those disclosed hereinabove) with the Trustee Connected Persons Group during the Interim Period.

#### **Trustee Fees**

DB Trustees (Hong Kong) Limited, a member of the Trustee Connected Persons Group, was appointed as the Trustee of Regal REIT. Trustee fees aggregating approximately HK\$2.0 million were recorded during the Interim Period for services rendered in this capacity.

## **VALUER CONNECTED PERSONS GROUP**

CBRE, a member of the Valuer Connected Persons Group, was appointed as the principal valuer of Regal REIT. During the Interim Period, an amount of approximately HK\$0.2 million in aggregate was charged for valuation services.

## **CONFIRMATION BY THE INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Independent Non-executive Directors of the REIT Manager have reviewed the terms of all relevant connected party transactions above and were satisfied that those transactions were entered into:

- (a) in the ordinary and usual course of business of Regal REIT;
- (b) on normal commercial terms (to the extent that there are comparable transactions) or, where there are insufficient comparable transactions to assess whether they are on normal commercial terms, on terms no less favourable to Regal REIT than terms available to or from (as appropriate) independent third parties; and
- (c) in accordance with the relevant agreements and deeds and the REIT Manager's internal procedures governing them (if any) on terms that are fair and reasonable and in the best interests of Unitholders as a whole.

## DISCLOSURE OF INTERESTS

The REIT Code requires Connected Persons (as defined in paragraph 8.1 of the REIT Code) of Regal REIT to disclose their interests in the Units. As well, the provisions of Part XV of the SFO are deemed by the Trust Deed to apply to the REIT Manager, the directors or the chief executives of the REIT Manager, and to persons interested in the Units.

### HOLDINGS OF SIGNIFICANT UNITHOLDERS

As at 30th June, 2020, the interests of the Significant Unitholders (as defined in paragraph 8.1 of the REIT Code) (not being a director or chief executive of the REIT Manager) in Units, as recorded in the register (the "Register") required to be kept under the Trust Deed, were as follows:

Name of Significant Unitholders	Total number of issued Units held	Approximate percentage of the issued Units as at 30th June, 2020 <sup>(x)</sup>
Century City International Holdings Limited ("CCIHL")	2,443,033,102 (Note i)	74.99%
Century City BVI Holdings Limited ("CCBVI")	2,443,033,102 (Notes i & ii)	74.99%
Paliburg Holdings Limited ("PHL")	2,440,346,102 (Notes iii & iv)	74.92%
Paliburg Development BVI Holdings Limited ("PDBVI")	2,440,346,102 (Notes iii & v)	74.92%
Regal Hotels International Holdings Limited ("RHIHL")	2,439,613,739 (Notes vi & vii)	74.89%
Regal International (BVI) Holdings Limited ("RBVI")	2,439,613,739 (Notes vi & viii)	74.89%
Complete Success Investments Limited	1,817,012,072 (Note ix)	55.78%
Great Prestige Investments Limited	373,134,326 (Note ix)	11.45%

Notes:

- (i) The interests in 2,443,033,102 Units held by each of CCIHL and CCBVI were the same parcel of Units, which were directly held by wholly-owned subsidiaries of CCBVI, PDBVI, RBVI and Cosmopolitan International Holdings Limited ("Cosmopolitan"), respectively.
- (ii) CCBVI is a wholly-owned subsidiary of CCIHL and its interests in Units are deemed to be the same interests held by CCIHL.
- (iii) The interests in 2,440,346,102 Units held by each of PHL and PDBVI were the same parcel of Units, which were directly held by wholly-owned subsidiaries of PDBVI, RBVI and Cosmopolitan, respectively.



- (iv) PHL is a listed subsidiary of CCBVI, which held an approximately 62.28% shareholding interest in PHL as at 30th June, 2020, and its interests in Units are deemed to be the same interests held by CCBVI.
- (v) PDBVI is a wholly-owned subsidiary of PHL and its interests in Units are deemed to be the same interests held by PHL.
- (vi) The interests in 2,439,613,739 Units held by each of RHIHL and RBVI were the same parcel of Units, which were directly held by wholly-owned subsidiaries of RBVI and Cosmopolitan, respectively.
- (vii) RHIHL is a listed subsidiary of PDBVI, which held an approximately 69.25% shareholding interest in RHIHL as at 30th June, 2020, and its interests in Units are deemed to be the same interests held by PDBVI.
- (viii) RBVI is a wholly-owned subsidiary of RHIHL and its interests in Units are deemed to be the same interests held by RHIHL.
- (ix) These companies are wholly-owned subsidiaries of RBVI and their respective direct interests in Units are deemed to be the same interests held by RBVI.
- (x) The approximate percentages were calculated based on 3,257,431,189 Units in issue as at 30th June, 2020.

Save as disclosed herein, there were no other persons who, as at 30th June, 2020, had interests in Units which are required to be recorded in the Register.

## HOLDINGS OF THE REIT MANAGER, DIRECTORS AND CHIEF EXECUTIVES OF THE REIT MANAGER

As at 30th June, 2020, the interests of the REIT Manager, directors and the chief executives of the REIT Manager in Units, as recorded in the Register, were as follows:

Name of the REIT Manager and Director of the REIT Manager	Total number of issued Units held	Approximate percentage of the issued Units as at 30th June, 2020 <sup>(iii)</sup>
LO Yuk Sui	2,443,033,102 (Note i)	74.99%
Regal Portfolio Management Limited	120,381,598 (Note ii)	3.70%

Notes:

- (i) The interests in 2,443,033,102 Units were the same parcel of Units held through CCIHL in which Mr. Lo Yuk Sui held approximately 58.68% shareholding interest as at 30th June, 2020.
- (ii) Regal Portfolio Management Limited is the Manager of Regal REIT (as defined under the REIT Code).
- (iii) The approximate percentages were calculated based on 3,257,431,189 Units in issue as at 30th June, 2020.

Save as disclosed herein, as at 30th June, 2020, none of the REIT Manager, the directors and the chief executives of the REIT Manager had any interests in Units, which are required to be recorded in the Register. Save for the interests of the Significant Unitholders, the REIT Manager and the Director of the REIT Manager (also being the Connected Persons of Regal REIT) in Units as disclosed herein, the REIT Manager is not aware of any other Connected Persons of Regal REIT holding any Units.

## PERFORMANCE TABLE

As at 30th June, 2020

	Notes	Six months ended 30th June, 2020	Six months ended 30th June, 2019	Six months ended 30th June, 2018	Six months ended 30th June, 2017	Six months ended 30th June, 2016
Net assets attributable to Unitholders (HK\$'million)		<b>12,348.4</b>	16,695.3	16,229.5	14,995.6	13,442.1
Net asset value per Unit attributable to Unitholders (HK\$)		<b>3.791</b>	5.125	4.982	4.604	4.127
The highest traded price during the period (HK\$)	1	<b>2.01</b>	2.52	2.47	2.33	2.02
The lowest traded price during the period (HK\$)		<b>1.11</b>	2.20	2.30	2.05	1.72
The highest discount of the traded price to net asset value per Unit attributable to Unitholders		<b>70.72%</b>	57.07%	53.83%	55.47%	58.32%
Distribution yield per Unit	2	<b>4.92%</b>	2.81%	3.22%	3.22%	3.76%

Notes:

1. The highest traded price during all the relevant periods was lower than the net asset value per Unit attributable to Unitholders reported at the end of those periods. Accordingly, no premium for the traded price to net asset value per Unit attributable to Unitholders is presented.
2. Distribution yield per Unit for the six months ended 30th June, 2020 is calculated by dividing the interim distribution per Unit of HK\$0.060 over the closing price of HK\$1.22 on the last trading day for the period. The calculation of the interim distribution per Unit is set out in the section "Distribution Statement" on page 38.

# CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30th June, 2020

	Notes	Six months ended 30th June, 2020 (unaudited) HK\$'000	Six months ended 30th June, 2019 (unaudited) HK\$'000
<b>Revenue</b>			
Gross rental revenue	4	429,882	474,008
Gross hotel revenue	4	5,208	17,218
		<u>435,090</u>	<u>491,226</u>
Property and hotel operating expenses		<u>(6,590)</u>	<u>(10,963)</u>
Net rental and hotel income	4	428,500	480,263
Interest income		954	1,075
Depreciation	10	(4,291)	(4,753)
Fair value changes on investment properties	11	(2,288,193)	(585,092)
Fair value changes on investment properties - right-of-use assets		—	(4,532)
REIT Manager fees	5	(50,943)	(56,140)
Trust, professional and other expenses	6	(5,765)	(4,385)
Finance costs - excluding distribution to Unitholders	7	<u>(138,503)</u>	<u>(144,613)</u>
<b>LOSS BEFORE TAX AND DISTRIBUTION TO UNITHOLDERS</b>		<b>(2,058,241)</b>	<b>(318,177)</b>
Income tax expense	8	<u>(37,968)</u>	<u>(44,768)</u>
<b>LOSS FOR THE PERIOD, BEFORE DISTRIBUTION TO UNITHOLDERS</b>		<b>(2,096,209)</b>	<b>(362,945)</b>
Finance costs - distribution to Unitholders		<u>(182,416)</u>	<u>(247,565)</u>
<b>LOSS FOR THE PERIOD, AFTER DISTRIBUTION TO UNITHOLDERS</b>		<b><u>(2,278,625)</u></b>	<b><u>(610,510)</u></b>
<b>LOSS PER UNIT ATTRIBUTABLE TO UNITHOLDERS</b>			
Basic and diluted	9	<u><b>HK\$(0.644)</b></u>	<u>HK\$(0.111)</u>

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30th June, 2020

	Notes	Six months ended 30th June, 2020 (unaudited) HK\$'000	Six months ended 30th June, 2019 (unaudited) HK\$'000
<b>LOSS FOR THE PERIOD, BEFORE DISTRIBUTION TO UNITHOLDERS</b>		<b>(2,096,209)</b>	(362,945)
<b>OTHER COMPREHENSIVE LOSS</b>			
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:			
Loss on revaluation of property	10	<b>(52,764)</b>	(10,411)
Income tax effect	20	<b>8,706</b>	1,718
Net other comprehensive loss that will not be reclassified to profit or loss in subsequent periods		<b>(44,058)</b>	(8,693)
<b>OTHER COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX</b>		<b>(44,058)</b>	(8,693)
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD, BEFORE DISTRIBUTION TO UNITHOLDERS</b>		<b>(2,140,267)</b>	(371,638)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30th June, 2020

	Notes	30th June, 2020 (unaudited) HK\$'000	31st December, 2019 (audited) HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	10	557,000	614,000
Investment properties	11	22,253,000	24,517,000
Investment properties – right-of-use assets	11	—	21,787
Finance lease receivables	12	6,723	—
Total non-current assets		<u>22,816,723</u>	<u>25,152,787</u>
<b>Current assets</b>			
Accounts receivable	13	10,426	10,753
Prepayments, deposits and other receivables		7,397	6,065
Due from related companies	25(b)	720	48
Tax recoverable		5,729	4,465
Finance lease receivables	12	10,101	—
Restricted cash	14	71,793	75,977
Cash and cash equivalents	15	52,591	120,155
Total current assets		<u>158,757</u>	<u>217,463</u>
<b>Total assets</b>		<u>22,975,480</u>	<u>25,370,250</u>
<b>Current liabilities</b>			
Accounts payable	16	37,850	41,332
Deposits received		2,483	2,926
Due to related companies	25(b)	748	666
Other payables and accruals		21,025	40,556
Contract liabilities	17	451	392
Interest-bearing bank borrowings	19	747,800	747,241
Lease liabilities	18	10,101	9,985
Tax payable		14,740	40,807
Total current liabilities		<u>835,198</u>	<u>883,905</u>
<b>Net current liabilities</b>		<u>(676,441)</u>	<u>(666,442)</u>
<b>Total assets less current liabilities</b>		<u>22,140,282</u>	<u>24,486,345</u>

		<b>30th June, 2020</b>	31st December, 2019
	<b>Notes</b>	<b>(unaudited)</b>	(audited)
		<b>HK\$'000</b>	HK\$'000
<b>Non-current liabilities, excluding net assets attributable to Unitholders</b>			
Interest-bearing bank borrowings	19	<b>9,158,894</b>	9,184,192
Lease liabilities	18	<b>6,723</b>	11,802
Deposits received		<b>433</b>	—
Deferred tax liabilities	20	<b>625,822</b>	619,258
Total non-current liabilities		<b>9,791,872</b>	9,815,252
<b>Total liabilities, excluding net assets attributable to Unitholders</b>			
		<b>10,627,070</b>	10,699,157
<b>Net assets attributable to Unitholders</b>			
		<b>12,348,410</b>	14,671,093
<b>Number of Units in issue</b>			
	21	<b>3,257,431,189</b>	3,257,431,189
<b>Net asset value per Unit attributable to Unitholders</b>			
	22	<b>HK\$3.791</b>	HK\$4.504

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

For the six months ended 30th June, 2020

	Units (unaudited) HK\$'000	Capital reserve (unaudited) HK\$'000	Property revaluation reserve (unaudited) HK\$'000	Retained profits (unaudited) HK\$'000	Total (unaudited) HK\$'000
Net assets as at 1st January, 2020	8,432,356	15,876	182,699	6,040,162	14,671,093
Loss for the period	—	—	—	(2,096,209)	(2,096,209)
Other comprehensive loss for the period:					
Loss on revaluation of property, net of tax	—	—	(44,058)	—	(44,058)
Total comprehensive loss for the period, before distribution to Unitholders	—	—	(44,058)	(2,096,209)	(2,140,267)
Transfer of depreciation on hotel property	—	—	(928)	928	—
Finance costs - distribution to Unitholders	—	—	—	(182,416)	(182,416)
Net assets as at 30th June, 2020	<u>8,432,356</u>	<u>15,876</u>	<u>137,713</u>	<u>3,762,465</u>	<u>12,348,410</u>

For the six months ended 30th June, 2019

	Units (unaudited) HK\$'000	Capital reserve (unaudited) HK\$'000	Property revaluation reserve (unaudited) HK\$'000	Retained profits (unaudited) HK\$'000	Total (unaudited) HK\$'000
Net assets as at 1st January, 2019	8,432,356	15,876	257,346	8,608,938	17,314,516
Loss for the period	—	—	—	(362,945)	(362,945)
Other comprehensive loss for the period:					
Loss on revaluation of property, net of tax	—	—	(8,693)	—	(8,693)
Total comprehensive loss for the period, before distribution to Unitholders	—	—	(8,693)	(362,945)	(371,638)
Transfer of depreciation on hotel property	—	—	(1,309)	1,309	—
Finance costs - distribution to Unitholders	—	—	—	(247,565)	(247,565)
Net assets as at 30th June, 2019	<u>8,432,356</u>	<u>15,876</u>	<u>247,344</u>	<u>7,999,737</u>	<u>16,695,313</u>

## DISTRIBUTION STATEMENT

For the six months ended 30th June, 2020

		<b>Six months ended 30th June, 2020 (unaudited) HK\$'000</b>	Six months ended 30th June, 2019 (unaudited) HK\$'000
<b>Loss for the period, before distribution to Unitholders</b>		<b>(2,096,209)</b>	(362,945)
Adjustments:			
Difference in accounting rental income and contractual cash rental income		<b>101</b>	(1,432)
Amounts set aside for the furniture, fixtures and equipment reserve	(d)	<b>(6,435)</b>	(20,629)
Amortisation of debt establishment costs		<b>10,261</b>	10,199
Fair value changes on investment properties		<b>2,288,193</b>	585,092
Depreciation		<b>4,291</b>	4,753
Deferred tax charge		<b>15,270</b>	16,520
<b>Distributable income for the period</b>	(a)	<b>215,472</b>	231,558
<b>Distribution per Unit</b>	(a),(b)&(c)	<b>HK\$0.060</b>	HK\$0.068

Notes:

- (a) Pursuant to the Trust Deed, Regal REIT is required to ensure that the total amount distributed to Unitholders shall not be less than 90% of Regal REIT's total distributable income as defined in the Trust Deed ("Total Distributable Income") for each financial year and the current policy of the REIT Manager is to comply with such requirement.

The amount of any distribution for the interim period of each financial year is at the discretion of the REIT Manager. The REIT Manager has resolved to make an interim distribution of HK\$0.060 per Unit for the six months ended 30th June, 2020 (six months ended 30th June, 2019: HK\$0.068 per Unit).

- (b) Pursuant to the Trust Deed, the REIT Manager determines the date (the "Record Date") in respect of each distribution period for the purpose of establishing Unitholder entitlements to distributions. The Record Date has been set as 14th September, 2020 in respect of the interim distribution for the six months ended 30th June, 2020. The interim distribution will be paid out to Unitholders on or about 24th September, 2020.
- (c) The interim distribution of HK\$0.060 per Unit for the six months ended 30th June, 2020, involving a total distribution of HK\$195.4 million, was resolved and declared by the REIT Manager on 25th August, 2020. Accordingly, the distribution is not reflected as a distribution payable in the condensed consolidated financial statements and will be reflected in the consolidated financial statements for the year ending 31st December, 2020.
- (d) Amounts set aside by Regal REIT for the furniture, fixtures and equipment reserve (the "FF&E Reserve") with respect to Regal Airport Hotel, Regal Hongkong Hotel, Regal Kowloon Hotel, Regal Oriental Hotel, Regal Riverside Hotel (collectively, the "Initial Hotels" and each referred to as the "Initial Hotel"), iclub Wan Chai Hotel, iclub Sheung Wan Hotel and iclub Fortress Hill Hotel aggregated HK\$6.4 million (six months ended 30th June, 2019: HK\$20.6 million).



## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30th June, 2020

	Note	Six months ended 30th June, 2020 (unaudited) HK\$'000	Six months ended 30th June, 2019 (unaudited) HK\$'000
<b>Net cash flows from operating activities</b>		<b>169,916</b>	263,521
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchases of items of property, plant and equipment		(55)	(164)
Additions to investment properties		(24,193)	(23,092)
Principal portion of finance lease received		4,963	—
Decrease/(increase) in restricted cash		2,985	(4,814)
Increase in time deposit with an original maturity of more than three months		(11,233)	(100)
<b>Net cash flows used in investing activities</b>		<b>(27,533)</b>	(28,170)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Repayment of bank borrowings		(35,000)	—
Principal portion of lease payments		(4,963)	(4,532)
Distribution paid		(182,416)	(247,565)
Decrease/(increase) in restricted cash		1,199	(5,501)
<b>Net cash flows used in financing activities</b>		<b>(221,180)</b>	(257,598)
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>		<b>(78,797)</b>	(22,247)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>		<b>120,155</b>	120,326
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>		<b>41,358</b>	98,079
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents as stated in the condensed consolidated statement of financial position	15	52,591	108,179
Non-pledged time deposit with an original maturity of more than three months	15	(11,233)	(10,100)
Cash and cash equivalents as stated in the condensed consolidated statement of cash flows		41,358	98,079

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30th June, 2020

### 1. GENERAL

Regal Real Estate Investment Trust ("Regal REIT") is a Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and its units (the "Units") were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 30th March, 2007. Regal REIT is governed by a trust deed (the "Trust Deed") dated 11th December, 2006 (date of establishment), made between Regal Portfolio Management Limited (the "REIT Manager") and DB Trustees (Hong Kong) Limited (the "Trustee") (as amended by the first supplemental trust deed dated 2nd March, 2007, the second supplemental trust deed dated 15th May, 2008, the third supplemental trust deed dated 8th May, 2009, the fourth supplemental trust deed dated 23rd July, 2010, the fifth supplemental trust deed dated 3rd May, 2011, the sixth supplemental trust deed dated 21st July, 2011 and the seventh supplemental trust deed dated 14th April, 2015) and the Code on Real Estate Investment Trusts (the "REIT Code") issued by the Securities and Futures Commission (the "SFC").

The principal activity of Regal REIT and its subsidiaries (collectively, the "Group") is to own and invest in income-producing hotels, serviced apartments or commercial properties (including office premises) with the objectives of producing stable and growing distributions to the unitholders of Regal REIT (the "Unitholders") and to achieve long-term growth in the net asset value per Unit.

The addresses of the registered office of the REIT Manager and the Trustee are Unit No. 2001, 20th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong and Level 60, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, respectively.

### 2. BASIS OF PREPARATION

#### 2.1 Statement of compliance

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. In addition, the condensed consolidated financial statements include applicable disclosures required by the REIT Code issued by the SFC.

#### 2.2 Basis of preparation

The condensed consolidated financial statements have been prepared on the historical cost basis, except for property, plant and equipment, investment properties and investment properties - right-of-use assets which have been measured at fair value. These condensed consolidated financial statements are presented in Hong Kong dollars, the functional currency of Regal REIT, and all values are rounded to the nearest thousand except when otherwise indicated.

As at 30th June, 2020, the Group's current liabilities exceeded its current assets by HK\$676,441,000. The net current liabilities position was mainly due to the outstanding loan under the 2017 MTW Facility in the principal amount of HK\$748,000,000 which will be expiring in September 2020 and has been classified under current liabilities as at the end of the reporting period. Taking into account the current available banking facilities, the refinancing arrangement and the stable operating cash inflow from rental income, the REIT Manager considers the Group has adequate resources to meet its liabilities, commitments and funding requirements as and when they fall due within one year from the end of the reporting period. Accordingly, the REIT Manager continues to adopt the going concern basis in preparing the condensed consolidated financial statements.

The accounting policies adopted in the preparation of the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31st December, 2019, except for the adoption of the following revised Hong Kong Financial Reporting Standards ("HKFRSs"), which are effective for the Group's annual periods beginning on or after 1st January, 2020.

Amendments to HKFRS 3	<i>Definition of a Business</i>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i>

Other than as explained below regarding the impact of Amendments to HKAS 1 and HKAS 8 *Definition of Material*, the revised standards are not relevant to the preparation of the Group's interim condensed consolidated financial information. The nature and impact of Amendments to HKAS 1 and HKAS 8 are described below.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. The amendments did not have any impact on the Group's interim condensed consolidated financial information.

### 3. OPERATING SEGMENT INFORMATION

Operating segments of the Group are identified on the basis of internal reports covering the components of the Group which are regularly reviewed by the Group's chief operating decision-maker to make decisions about resources to be allocated to segments and assess their performance. Information reported to the Group's chief operating decision-maker, for the above-mentioned purposes, is mainly focused on the segment results related to the nature of properties, namely, the hotel properties and the mixed use property. For management purposes, the two reportable operating segments are (i) the hotel properties segment which invested in the Initial Hotels, iclub Sheung Wan Hotel, iclub Fortress Hill Hotel and iclub Ma Tau Wai Hotel; and (ii) the mixed use property segment which invested in the iclub Wan Chai Hotel and is made up of the hotel portion and non-hotel portions.

The operating segments of the Group for the six months ended 30th June, 2020 are as follows:

	<b>Hotel Properties (unaudited) HK\$'000</b>	<b>Mixed Use Property (unaudited) HK\$'000</b>	<b>Total (unaudited) HK\$'000</b>
<b>Segment revenue</b>			
Gross rental revenue	427,551	2,331	429,882
Gross hotel revenue	—	5,208	5,208
	<u>427,551</u>	<u>7,539</u>	<u>435,090</u>
<b>Segment results</b>	<u>426,158</u>	<u>2,342</u>	<u>428,500</u>
Fair value changes on investment properties	(2,268,193)	(20,000)	(2,288,193)
Depreciation	—	(4,291)	(4,291)
Interest income			954
REIT Manager fees			(50,943)
Trust, professional and other expenses			(5,765)
Finance costs - excluding distribution to Unitholders			<u>(138,503)</u>
Loss before tax and distribution to Unitholders			<u>(2,058,241)</u>

The operating segments of the Group for the six months ended 30th June, 2019 were as follows:

	Hotel Properties (unaudited) HK\$'000	Mixed Use Property (unaudited) HK\$'000	Total (unaudited) HK\$'000
<b>Segment revenue</b>			
Gross rental revenue	470,405	3,603	474,008
Gross hotel revenue	—	17,218	17,218
Total	<u>470,405</u>	<u>20,821</u>	<u>491,226</u>
<b>Segment results</b>	<u>469,046</u>	<u>11,217</u>	480,263
Fair value changes on investment properties	(585,092)	—	(585,092)
Fair value changes on investment properties - right-of-use assets	(4,532)	—	(4,532)
Depreciation	—	(4,753)	(4,753)
Interest income			1,075
REIT Manager fees			(56,140)
Trust, professional and other expenses			(4,385)
Finance costs - excluding distribution to Unitholders			<u>(144,613)</u>
Loss before tax and distribution to Unitholders			<u>(318,177)</u>

### Segment assets and liabilities

As part of the Group's performance assessment, the fair values of investment properties, property, plant and equipment and investment properties - right-of-use assets are reviewed by the Group's chief operating decision-maker.

As at 30th June, 2020, the Group's segment assets, comprised of the aggregate fair values of the investment properties, property, plant and equipment and investment properties - right-of-use assets in the hotel properties segment and the mixed use property segment, amounted to HK\$22,059,000,000 (31st December, 2019: HK\$24,324,787,000) and HK\$751,000,000 (31st December, 2019: HK\$828,000,000), respectively.

Save as set out above, no other assets and liabilities are included in the assessment of the Group's segment performance.

## Other segment information

	Six months ended 30th June, 2020		
	Hotel Properties (unaudited) HK\$'000	Mixed Use Property (unaudited) HK\$'000	Total (unaudited) HK\$'000
Capital expenditures	<u>20,643</u>	<u>55</u>	<u>20,698</u>

  

	Six months ended 30th June, 2019		
	Hotel Properties (unaudited) HK\$'000	Mixed Use Property (unaudited) HK\$'000	Total (unaudited) HK\$'000
Capital expenditures	<u>23,092</u>	<u>164</u>	<u>23,256</u>

Capital expenditures consist of additions to investment properties and property, plant and equipment.

## Information about a major customer

For the six months ended 30th June, 2020, revenue of HK\$427,551,000 (six months ended 30th June, 2019: HK\$470,405,000) was derived from the lease of hotel properties to a single lessee which is a related company.

## Geographical information

The Group's investment properties, property, plant and equipment and investment properties - right-of-use assets are all located in Hong Kong.

#### 4. NET RENTAL AND HOTEL INCOME

Revenue represents the gross rental revenue received and receivable from its investment properties, and gross hotel revenue during the period.

The net rental and hotel income represents the aggregate of:

- (a) Net rental income, being the gross rental revenue less property operating expenses; and
- (b) Net hotel income, being the gross hotel revenue less hotel operating expenses.

An analysis of the gross and net rental and hotel income is as follows:

	Notes	Six months ended 30th June, 2020 (unaudited) HK\$'000	Six months ended 30th June, 2019 (unaudited) HK\$'000
<b>Gross rental revenue</b>			
Rental income			
Initial Hotels	(a)	355,000	388,000
iclub Wan Chai Hotel - Non-hotel portions		2,331	3,603
iclub Sheung Wan Hotel	(b)	20,500	23,000
iclub Fortress Hill Hotel	(c)	20,500	23,000
iclub Ma Tau Wai Hotel	(d)	30,499	30,332
Other income	(f)	1,052	6,073
		<u>429,882</u>	474,008
Property operating expenses		<u>(1,742)</u>	(1,677)
<b>Net rental income</b>		<u>428,140</u>	472,331
<b>Gross hotel revenue</b>			
Hotel operating expenses		<u>5,208</u>	17,218
		<u>(4,848)</u>	(9,286)
<b>Net hotel income</b>		<u>360</u>	7,932
<b>Net rental and hotel income</b>		<u>428,500</u>	480,263
<b>Revenue from contracts with customers</b>			
Gross hotel revenue	(e)	<u>5,208</u>	17,218
<b>Revenue from other sources</b>			
Gross rental income		<u>429,882</u>	474,008

Notes:

(a) An analysis of the Initial Hotels rental income is as follows:

	<b>Six months ended 30th June, 2020 (unaudited) HK\$'000</b>	Six months ended 30th June, 2019 (unaudited) HK\$'000
Base Rent	<b>355,000</b>	388,000
Variable Rent	—	—
	<b><u>355,000</u></b>	<b><u>388,000</u></b>

(b) An analysis of the iclub Sheung Wan Hotel rental income is as follows:

	<b>Six months ended 30th June, 2020 (unaudited) HK\$'000</b>	Six months ended 30th June, 2019 (unaudited) HK\$'000
Base Rent	<b>20,500</b>	23,000
Variable Rent	—	—
	<b><u>20,500</u></b>	<b><u>23,000</u></b>



- (c) An analysis of the iclub Fortress Hill Hotel rental income is as follows:

	<b>Six months ended 30th June, 2020 (unaudited) HK\$'000</b>	Six months ended 30th June, 2019 (unaudited) HK\$'000
Base Rent	20,500	23,000
Variable Rent	—	—
	<u>20,500</u>	<u>23,000</u>

- (d) An analysis of the iclub Ma Tau Wai Hotel rental income is as follows:

	<b>Six months ended 30th June, 2020 (unaudited) HK\$'000</b>	Six months ended 30th June, 2019 (unaudited) HK\$'000
Contractual cash rental income	30,600	28,900
Difference in accounting rental income and contractual cash rental income	(101)	1,432
	<u>30,499</u>	<u>30,332</u>

- (e) Gross hotel revenue is recognised over time.
- (f) During the period, the sublease of premises (previously classified as the investment properties - right-of-use assets) was extended to 31st December, 2030 and hence, was reassessed and classified as finance lease. Accordingly, the other income was reduced to HK\$1,052,000 as the lease income of HK\$5,191,000 received was not recognised in profit or loss in the current period.

## 5. REIT MANAGER FEES

	<b>Six months ended 30th June, 2020 (unaudited) HK\$'000</b>	Six months ended 30th June, 2019 (unaudited) HK\$'000
Base Fees	<b>37,919</b>	41,628
Variable Fees	<b>13,024</b>	14,512
	<b><u>50,943</u></b>	<u>56,140</u>

Under the Trust Deed, the REIT Manager is entitled to receive the following:

- a base fee (the "Base Fee") of currently 0.3% (subject to a maximum of 0.5%) per annum of the value of the deposited property of Regal REIT which is payable monthly (in the form of Units and/or cash) and subject to adjustments (in the form of cash) based on the value of the deposited property of Regal REIT as at the end of the reporting period for the relevant financial year; and
- a variable fee (the "Variable Fee") of currently 3% (subject to a maximum of 5%) per annum of the net property income for the relevant financial year as defined in the Trust Deed in respect of each Initial Hotel, iclub Wan Chai Hotel, iclub Sheung Wan Hotel, iclub Fortress Hill Hotel and iclub Ma Tau Wai Hotel, which is payable annually.

For the financial years 2020 and 2019, the REIT Manager elected to receive its Base Fees and Variable Fees in the form of cash, details of which can be referred to an announcement of Regal REIT published on 6th December, 2019.

## 6. TRUST, PROFESSIONAL AND OTHER EXPENSES

	<b>Six months ended 30th June, 2020 (unaudited) HK\$'000</b>	Six months ended 30th June, 2019 (unaudited) HK\$'000
Auditor's remuneration	<b>1,088</b>	1,128
Legal and other professional fees	<b>1,631</b>	494
Trustee fees	<b>1,973</b>	2,084
Other expenses	<b>1,073</b>	679
	<b><u>5,765</u></b>	<u>4,385</u>

## 7. FINANCE COSTS – EXCLUDING DISTRIBUTION TO UNITHOLDERS

	<b>Six months ended 30th June, 2020 (unaudited) HK\$'000</b>	Six months ended 30th June, 2019 (unaudited) HK\$'000
Total interest expense on financial liabilities not at fair value through profit or loss:		
Interest expense on interest-bearing bank borrowings	<b>126,105</b>	132,148
Amortisation of debt establishment costs	<b>10,261</b>	10,199
Interest expense on lease liabilities	<b>228</b>	361
	<b><u>136,594</u></b>	<u>142,708</u>
Others	<b>1,909</b>	1,905
	<b><u>138,503</u></b>	<u>144,613</u>

## 8. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30th June, 2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the period.

	<b>Six months ended 30th June, 2020 (unaudited) HK\$'000</b>	Six months ended 30th June, 2019 (unaudited) HK\$'000
Current	<b>22,698</b>	28,248
Deferred (note 20)	<b>15,270</b>	16,520
Total tax charge for the period	<b><u>37,968</u></b>	<u>44,768</u>

## 9. LOSS PER UNIT ATTRIBUTABLE TO UNITHOLDERS

The calculation of the basic loss per Unit attributable to Unitholders is based on the loss for the period before distribution to Unitholders of HK\$2,096,209,000 (six months ended 30th June, 2019: HK\$362,945,000) and the weighted average of 3,257,431,189 Units (six months ended 30th June, 2019: 3,257,431,189 Units) in issue during the period. The basic loss per Unit attributable to Unitholders for the period amounted to HK\$0.644 (six months ended 30th June, 2019: HK\$0.111).

The diluted loss per Unit attributable to Unitholders is the same as the basic loss per Unit attributable to Unitholders as there were no dilutive instruments in issue during the period (six months ended 30th June, 2019: Nil).

## 10. PROPERTY, PLANT AND EQUIPMENT

	<b>Authorised investments</b>
	<b>Hotel properties HK\$'000</b>
At 1st January, 2019	709,000
Additions	787
Deficit on revaluation	(86,337)
Depreciation provided during the year	(9,450)
	<hr/>
At 31st December, 2019 (audited) and 1st January, 2020	<b>614,000</b>
Additions	<b>55</b>
Deficit on revaluation	<b>(52,764)</b>
Depreciation provided during the period	<b>(4,291)</b>
	<hr/>
At 30th June, 2020 (unaudited)	<b>557,000</b>

The Group's property, plant and equipment represents the value of land and building together with furniture, fixtures and equipment of iclub Wan Chai Hotel for the hotel portion. The REIT Manager has determined that the property, plant and equipment constitute a single class of asset (i.e. hotel property) based on the nature, characteristics and risks of the property. The property, plant and equipment was valued by CBRE Limited ("CBRE"), an independent property valuer and the principal valuer of Regal REIT, at HK\$557,000,000 as at 30th June, 2020 (31st December, 2019: HK\$614,000,000). A revaluation deficit of HK\$52,764,000 (31st December, 2019: HK\$86,337,000) resulting from the valuation as at 30th June, 2020 has been charged to other comprehensive loss.

The property, plant and equipment is categorised as Level 3 in the fair value hierarchy.

The iclub Wan Chai Hotel has been pledged to secure banking facilities granted to the Group (note 19).

The carrying amount of the Group's property, plant and equipment would have been HK\$392,075,000 (31st December, 2019: HK\$395,200,000) had such assets been stated in the condensed consolidated financial statements at cost less accumulated depreciation.

Further particulars of the Group's hotel properties are included on page 68.

## 11. INVESTMENT PROPERTIES AND INVESTMENT PROPERTIES - RIGHT-OF-USE ASSETS

	Note	Right-of-use assets HK\$'000	Authorised investments		Total HK\$'000
			Hotel properties HK\$'000	Commercial properties HK\$'000	
At 31st December, 2018		—	26,773,000	221,000	26,994,000
Effect of adoption of HKFRS 16		23,199	—	—	23,199
At 1st January, 2019 (restated)		23,199	26,773,000	221,000	27,017,199
Additions		8,026	—	—	8,026
Fair value changes		(9,438)	(2,515,605)	(7,000)	(2,532,043)
Capital expenditures for the year		—	45,605	—	45,605
At 31st December, 2019 (audited) and 1st January, 2020		<b>21,787</b>	<b>24,303,000</b>	<b>214,000</b>	<b>24,538,787</b>
Derecognised during the period	(a)	<b>(21,787)</b>	—	—	<b>(21,787)</b>
Fair value changes		—	<b>(2,268,193)</b>	<b>(20,000)</b>	<b>(2,288,193)</b>
Capital expenditures for the period		—	<b>20,643</b>	—	<b>20,643</b>
Other addition		—	<b>3,550</b>	—	<b>3,550</b>
At 30th June, 2020 (unaudited)		<b>—</b>	<b>22,059,000</b>	<b>194,000</b>	<b>22,253,000</b>

The REIT Manager has determined that the investment properties constitute two classes of asset (i.e. hotel and commercial properties) based on the nature, characteristics and risks of each property.

The Group's investment properties were valued by CBRE at HK\$22,253,000,000 as at 30th June, 2020 (31st December, 2019: HK\$24,517,000,000). The investment properties are leased to a related company and other commercial tenants under operating leases. Further details of which are included in note 18 to the condensed consolidated financial statements.

The Initial Hotels, together with iclub Sheung Wan Hotel, iclub Fortress Hill Hotel and iclub Ma Tau Wai Hotel, have been pledged to secure banking facilities granted to the Group (note 19).

Further particulars of the Group's investment properties are included on pages 67 to 68.

Upon the adoption of HKFRS 16, the Group recognised right-of-use assets as investment properties.

- (a) During the period, the sublease of premises (previously classified as the investment properties - right-of-use assets) was extended to 31st December, 2030 and hence, was reassessed and classified as finance lease. Accordingly, investment properties - right-of-use assets of HK\$21,787,000 were derecognised.

The investment properties and the investment properties - right-of-use assets are categorised as Level 3 in the fair value hierarchy.

## 12. FINANCE LEASE RECEIVABLES

	Minimum lease payments		Present value of minimum lease payments	
	30th June, 2020 (unaudited) HK\$'000	31st December, 2019 (audited) HK\$'000	30th June, 2020 (unaudited) HK\$'000	31st December, 2019 (audited) HK\$'000
Amounts receivable:				
Not later than one year	10,384	—	10,101	—
Later than one year and not later than five years	6,780	—	6,723	—
	<u>17,164</u>	<u>—</u>	<u>16,824</u>	<u>—</u>
Less: Unearned finance income	(340)	—		
	<u>16,824</u>	<u>—</u>		
Portion classified as current assets	(10,101)	—		
Non-current portion	<u>6,723</u>	<u>—</u>		

The effective interest rates of the finance lease of the premises as at 30th June, 2020 ranged from 2.29% to 2.45% per annum.

No finance lease receivable is past due at the end of the reporting period.

### 13. ACCOUNTS RECEIVABLE

	<b>30th June, 2020 (unaudited) HK\$'000</b>	31st December, 2019 (audited) HK\$'000
Difference in accounting rental income and contractual cash rental income	<b>10,083</b>	10,184
Other accounts receivable	<b>343</b>	569
	<b><u>10,426</u></b>	<u>10,753</u>

The difference in accounting rental income and contractual cash rental income is recognised as revenue in the condensed consolidated statement of profit or loss on the straight-line basis over the lease term in accordance with the Group's accounting policy.

The Group's accounts receivable as at the end of the reporting period, based on invoice dates, are aged as being within 3 months. No accounts receivable are past due at the end of the reporting period.

The general credit terms for other accounts receivable are 30 days. The Group seeks to maintain control over the outstanding receivables and to minimise any credit risk associated thereon.

### 14. RESTRICTED CASH

The restricted cash of the Group is kept in designated bank accounts in accordance with the relevant facility agreements and is restricted mainly for servicing finance costs on certain interest-bearing bank borrowings, funding and utilisation of furniture, fixtures and equipment expenditures for the Initial Hotels, iclub Wan Chai Hotel - Hotel portion, iclub Sheung Wan Hotel and iclub Fortress Hill Hotel, and holding rental deposits from certain tenants.



## 15. CASH AND CASH EQUIVALENTS

	<b>30th June, 2020 (unaudited) HK\$'000</b>	31st December, 2019 (audited) HK\$'000
Cash and bank balances	<b>41,358</b>	49,957
Non-pledged time deposit with an original maturity of less than three months when acquired	—	70,198
Non-pledged time deposit with an original maturity of more than three months when acquired	<b>11,233</b>	—
Cash and cash equivalents	<b>52,591</b>	120,155

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

## 16. ACCOUNTS PAYABLE

	<b>30th June, 2020 (unaudited) HK\$'000</b>	31st December, 2019 (audited) HK\$'000
Amounts due to related companies	<b>37,251</b>	41,117
Other accounts payable	<b>599</b>	215
	<b>37,850</b>	41,332

The amounts due to related companies are unsecured, interest-free and repayable on demand. Other accounts payable are unsecured, non interest-bearing and are normally settled within 90 days.

The Group's accounts payable as at the end of the reporting period, based on invoice dates, are all aged within 3 months.

## 17. CONTRACT LIABILITIES

The Group has recognised the following revenue-related contract liabilities:

	<b>30th June, 2020 (unaudited) HK\$'000</b>	31st December, 2019 (audited) HK\$'000
Advances from customers	<b>451</b>	392

Contract liabilities included the advance receipts from customers under hotel operations.

## 18. LEASE

### The Group as a lessee

The Group has lease contracts for various premises used in its operations. Leases of premises generally have lease terms between 1 and 12 years.

#### (a) Lease liabilities

The carrying amount of lease liabilities and the movements during the period/year are as follows:

	<b>30th June, 2020 (unaudited) HK\$'000</b>	31st December, 2019 (audited) HK\$'000
Carrying amount at 1st January	<b>21,787</b>	23,199
Additions	—	8,026
Accretion of interest recognised during the period/year	<b>228</b>	647
Payments	<b>(5,191)</b>	(10,085)
Carrying amount at 30th June/31st December	<b>16,824</b>	21,787
Analysed into:		
Current portion	<b>10,101</b>	9,985
Non-current portion	<b>6,723</b>	11,802
	<b>16,824</b>	21,787

(b) The amounts recognised in profit or loss in relation to leases are as follows:

	<b>30th June, 2020 (unaudited) HK\$'000</b>	30th June, 2019 (unaudited) HK\$'000
Interest on lease liabilities	<b>228</b>	361
Fair value changes on investment properties - right-of-use assets	—	4,532
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31st December, 2019 (included in property and hotel operating expenses)	<b>30</b>	165
Total amount recognised in profit or loss	<b>258</b>	5,058

(c) The total cash outflow for leases is HK\$5,221,000 (six months ended 30th June, 2019: HK\$5,058,000).

### The Group as a lessor

The Group leases its investment properties and investment properties - right-of-use assets (note 11) consisting of hotel properties, commercial properties and premises in Hong Kong under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At the end of the reporting period, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	<b>30th June, 2020 (unaudited) HK\$'000</b>	31st December, 2019 (audited) HK\$'000
Within one year	<b>470,744</b>	865,966
After one year but within two years	<b>68,528</b>	67,709
After two years but within three years	<b>11,900</b>	46,021
	<b>551,172</b>	979,696

## 19. INTEREST-BEARING BANK BORROWINGS

	<b>30th June, 2020 (unaudited) HK\$'000</b>	31st December, 2019 (audited) HK\$'000
Interest-bearing bank borrowings	<b>9,945,000</b>	9,980,000
Debt establishment costs	<b>(38,306)</b>	(48,567)
	<b>9,906,694</b>	9,931,433
Portion classified as current liabilities	<b>(747,800)</b>	(747,241)
Non-current portion	<b>9,158,894</b>	9,184,192
Amounts repayable:		
Within one year	<b>747,800</b>	747,241
In the second year	<b>4,486,729</b>	4,481,190
In the third to fifth years, inclusive	<b>4,672,165</b>	4,703,002
	<b>9,906,694</b>	9,931,433

On 12th September, 2016, Regal REIT, through wholly-owned subsidiaries, Bauhinia Hotels Limited and Rich Day Investments Limited, entered into a facility agreement for a term loan facility of HK\$4,500.0 million and a revolving loan facility of up to HK\$1,000.0 million (the "2016 IH Facilities"), for a term of five years to September 2021. The 2016 IH Facilities are secured by four of the five Initial Hotels, namely, Regal Airport Hotel, Regal Hongkong Hotel, Regal Oriental Hotel and Regal Riverside Hotel. As at 30th June, 2020, the 2016 IH Facilities had an outstanding amount of HK\$4,500.0 million, representing the full amount of the term loan facility.

On 8th March, 2018, Regal REIT, through a wholly-owned subsidiary, Ricobem Limited, arranged a bilateral term loan facility of HK\$3,000.0 million (the "2018 RKH Facility"), secured by a mortgage over the Regal Kowloon Hotel. This facility has a term of five years to March 2023. As at 30th June, 2020, the outstanding amount of the 2018 RKH Facility was HK\$3,000.0 million, representing the full amount of the term loan facility.

On 19th July, 2019, Regal REIT, through a wholly-owned subsidiary, Sonnix Limited, entered into a facility agreement for a term loan facility of HK\$440.0 million (the "2019 WC Facility"), for a term of five years to July 2024. The 2019 WC Facility is secured by the iclub Wan Chai Hotel. As at 30th June, 2020, the facility and the outstanding amount on the 2019 WC Facility was HK\$405.0 million.

On 19th October, 2018, Regal REIT, through a wholly-owned subsidiary, Tristan Limited, arranged a bilateral loan facility of up to HK\$790.0 million, comprised of a term loan facility of HK\$632.0 million and a revolving loan facility of up to HK\$158.0 million (the "2018 SW Facilities"), secured by the iclub Sheung Wan Hotel. The 2018 SW Facilities have a term of five years to October 2023. As at 30th June, 2020, the utilised amount of the 2018 SW Facilities was HK\$632.0 million, representing the full amount of the term loan facility.

On 29th November, 2018, Regal REIT, through a wholly-owned subsidiary, Wise Decade Investments Limited, arranged another bilateral loan facility of up to HK\$825.0 million, comprised of a term loan facility of HK\$660.0 million and a revolving loan facility of up to HK\$165.0 million (the "2018 FH Facilities"), secured by the iclub Fortress Hill Hotel. The 2018 FH Facilities has a term of five years to November 2023. As at 30th June, 2020, the outstanding amount of the 2018 FH Facilities was HK\$660.0 million, representing the full amount of the term loan facility.

On 4th September, 2017, Regal REIT, through a wholly-owned subsidiary, Land Crown International Limited, arranged a term loan facility of HK\$748.0 million (the "2017 MTW Facility"), secured by the iclub Ma Tau Wai Hotel. The 2017 MTW Facility has a term of three years to September 2020. As at 30th June, 2020, the outstanding amount of the 2017 MTW Facility was HK\$748.0 million, representing the full amount of the term loan facility.

As at 30th June, 2020, the outstanding loan facilities bore interest at the Hong Kong Interbank Offered Rate plus an interest margin ranging from 0.92% per annum to 1.15% per annum (31st December, 2019: ranging from 0.92% per annum to 1.15% per annum).

Bank borrowings under the 2016 IH Facilities, the 2018 RKH Facility, the 2019 WC Facility, the 2018 SW Facilities, the 2018 FH Facilities and the 2017 MTW Facility are guaranteed by Regal REIT and/or certain individual companies of the Group on a joint and several basis.

The Group's interest-bearing bank borrowings are also secured by, amongst others:

- (i) legal charges and debentures over the corresponding properties;
- (ii) an assignment of rental income and all other proceeds arising from and including all rights, titles and interests under all hotel management agreements and lease agreements, where appropriate, relating to the relevant properties;
- (iii) charges over each relevant rental account, sales proceeds account and other control accounts of the Group, if any;
- (iv) a floating charge over all of the undertakings, properties, assets and rights of each of the relevant companies of the Group; and
- (v) an equitable charge over the shares in the relevant companies of the Group.

## 20. DEFERRED TAX

The movements in deferred tax assets and liabilities during the period/year were as follows:

	Fair value adjustments arising from revaluation of property, plant and equipment HK\$'000	Depreciation allowances in excess of related depreciation HK\$'000	Losses available for offsetting against future taxable profits HK\$'000	Total HK\$'000
Gross deferred tax assets/(liabilities) at 1st January, 2019	(50,853)	(560,809)	11,359	(600,303)
Deferred tax credited to other comprehensive loss during the year	14,246	—	—	14,246
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year	505	(32,641)	(1,065)	(33,201)
Gross deferred tax assets/(liabilities) at 31st December, 2019 (audited)	<u>(36,102)</u>	<u>(593,450)</u>	<u>10,294</u>	<u>(619,258)</u>
Gross deferred tax assets/(liabilities) at 1st January, 2020	<b>(36,102)</b>	<b>(593,450)</b>	<b>10,294</b>	<b>(619,258)</b>
Deferred tax credited to other comprehensive loss during the period	<b>8,706</b>	—	—	<b>8,706</b>
Deferred tax credited/(charged) to the condensed consolidated statement of profit or loss during the period (note 8)	<b>183</b>	<b>(15,150)</b>	<b>(303)</b>	<b>(15,270)</b>
Gross deferred tax assets/(liabilities) at 30th June, 2020 (unaudited)	<u><b>(27,213)</b></u>	<u><b>(608,600)</b></u>	<u><b>9,991</b></u>	<u><b>(625,822)</b></u>

For presentation purposes, certain deferred tax assets and liabilities have been offset in the condensed consolidated statement of financial position.

## 21. NUMBER OF UNITS IN ISSUE

	<b>Number of Units</b>	
	<b>30th June, 2020 (unaudited)</b>	31st December, 2019 (audited)
At beginning and end of the period/year	<b><u>3,257,431,189</u></b>	<b><u>3,257,431,189</u></b>

## 22. NET ASSET VALUE PER UNIT ATTRIBUTABLE TO UNITHOLDERS

The net asset value per Unit attributable to Unitholders is calculated by dividing the net assets attributable to Unitholders as at 30th June, 2020 of HK\$12,348,410,000 (31st December, 2019: HK\$14,671,093,000) by the number of Units in issue of 3,257,431,189 (31st December, 2019: 3,257,431,189) as at that date.

## 23. NOTE TO THE CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

Changes in liabilities arising from financing activities

	<b>Lease liabilities HK\$'000</b>	<b>Interest- bearing bank borrowings HK\$'000</b>
At 31st December, 2018	—	9,913,284
Effect of adoption of HKFRS 16	23,199	—
At 1st January, 2019 (restated)	23,199	9,913,284
Changes from financing cash flows	(9,438)	(2,640)
Non-cash changes:		
Additions	8,026	—
Amortisation of debt establishment costs	—	20,789
At 31st December, 2019 (audited) and at 1st January, 2020	<b>21,787</b>	<b>9,931,433</b>
Changes from financing cash flows	<b>(4,963)</b>	<b>(35,000)</b>
Non-cash change:		
Amortisation of debt establishment costs	—	10,261
At 30th June, 2020 (unaudited)	<b><u>16,824</u></b>	<b><u>9,906,694</u></b>

## 24. COMMITMENTS

The Group had the following capital commitments in respect of its properties at the end of the reporting period:

	<b>30th June, 2020 (unaudited) HK\$'000</b>	31st December, 2019 (audited) HK\$'000
Authorised, but not contracted for	<b>94,300</b>	103,193

## 25. CONNECTED AND RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in these condensed consolidated financial statements, the Group had the following material transactions with connected and/or related parties during the period:

<b>Connected/related parties</b>	<b>Relationship with the Group</b>
DB Trustees (Hong Kong) Limited	The Trustee of Regal REIT
Deutsche Bank AG and its associates (the "Deutsche Bank Group")	Connected persons of the Trustee
Regal Hotels International Holdings Limited and other members of its group (collectively, the "RHIHL Group")	Significant Unitholders of Regal REIT
Regal Portfolio Management Limited	The REIT Manager of Regal REIT and a member of the RHIHL Group
Paliburg Holdings Limited and other members of its group (collectively, the "PHL Group")	Controlling shareholders of the RHIHL Group
CBRE Limited	The principal valuer of the Group



(a) Transactions with connected/related parties:

	Notes	Six months ended 30th June, 2020 (unaudited) HK\$'000	Six months ended 30th June, 2019 (unaudited) HK\$'000
Contractual rental income received/receivable from the RHIHL Group	(i)	432,844	468,973
Rental income received/receivable from the RHIHL Group	(ii)	871	922
Hotel management fees charged by the RHIHL Group	(iii)	(104)	(762)
Marketing fees charged by the RHIHL Group	(iv)	(52)	(172)
Building management fees charged by the PHL Group	(v)	(316)	(316)
REIT Manager fees	(vi)	(50,943)	(56,140)
Trustee fees	(vii)	(1,973)	(2,084)
Valuation and other services fees paid/payable to the principal valuer	(viii)	(219)	(200)
Meeting fees charged by the RHIHL Group	(ix)	(234)	—

Notes:

- (i) The rental income earned by the Group was in accordance with the relevant lease agreements with respect to the Initial Hotels, iclub Sheung Wan Hotel, iclub Fortress Hill Hotel and iclub Ma Tau Wai Hotel.
- (ii) The rental income earned by the Group was in accordance with the relevant tenancy agreement with respect to Shop Nos. A & B, which is part of the iclub Wan Chai Hotel.
- (iii) The hotel management fees in respect of iclub Wan Chai Hotel - Hotel portion were comprised of (a) a base fee, for an amount based on 2% of the gross hotel revenue, and (b) an incentive fee based on 5% of the excess of the gross operating profit over the base fee and fixed charges in accordance with the corresponding hotel management agreement.
- (iv) The marketing fees in respect of iclub Wan Chai Hotel - Hotel portion were charged at 1% of the gross hotel revenue of iclub Wan Chai Hotel - Hotel portion in accordance with the corresponding hotel management agreement.
- (v) The building management fees were charged at a mutually agreed amount payable on a monthly basis in respect of iclub Wan Chai Hotel - Non-hotel portions.
- (vi) The REIT Manager is entitled to receive Base Fees and Variable Fees, details of which, including the terms, are set out in note 5 to the condensed consolidated financial statements.
- (vii) The Trustee is entitled to receive trustee fees (calculated and payable quarterly) at rates ranging from 0.015% per annum to 0.025% per annum based on the value of the deposited property of Regal REIT as at the end of the reporting period subject to a minimum of HK\$66,000 per month.
- (viii) The valuation and other services fees were charged by the principal valuer in accordance with the terms of the relevant agreements.
- (ix) The meeting fees were charged at mutually agreed amounts.

The above transactions have been entered into in the ordinary course of business and on normal commercial terms.

(b) Balances with connected/related parties were as follows:

	Notes	30th June, 2020 (unaudited) HK\$'000	31st December, 2019 (audited) HK\$'000
Net amounts due from/(to) the RHIHL Group:			
Accounts payable to related companies	(i)	<b>(37,251)</b>	(41,117)
Deposit received	(iii)	<b>(433)</b>	(461)
Other payables	(i)	<b>(64)</b>	(151)
Amounts due from related companies	(i)	<b>720</b>	48
Amounts due to related companies	(i)	<b>(748)</b>	(666)
Net amounts due from the PHL Group:			
Deposits paid	(i)	<b>1,212</b>	1,212
Net amounts due to:			
The Trustee	(ii)	<b>(948)</b>	(684)
The principal valuer	(iii)	<b>(180)</b>	(390)
Restricted and non-restricted bank balances with the Deutsche Bank Group	(iv)	<b>155</b>	155

Notes:

- (i) The amounts are unsecured, interest-free and repayable on demand/within one year.
  - (ii) The amount is unsecured and repayable in accordance with the terms of the Trust Deed.
  - (iii) The amount is repayable in accordance with the terms of the relevant agreement.
  - (iv) The bank balances earn interest at prevailing market rates.
- (c) The RHIHL Group has guaranteed to pay all amounts from time to time owing or payable by the lessee of the Initial Hotels to the Group under the respective lease agreements, when the same become due, together with other charges and outgoings, interest, default interest, fees and costs. In this connection, the RHIHL Group undertook to maintain a minimum consolidated tangible net worth (as defined in the relevant agreements) of HK\$4 billion. Under the Market Rental Package for 2020, the RHIHL Group provided third party guarantee as security deposit for an amount of HK\$177.5 million (2019: HK\$194.0 million), which is equivalent to three-month Base Rent for the year 2020, issued by a licensed bank in Hong Kong.
- (d) Under a deed of trade mark licence, the RHIHL Group granted the REIT Manager and companies holding the Initial Hotels within the Group a non-exclusive and non-transferable licence at nil consideration to use its registered trade marks or service marks for the purpose of describing the ownership of the Initial Hotels and/or use in connection with the business of the Initial Hotels.
- (e) On 20th December, 2019, the Group entered into a hotel management agreement with a member of the RHIHL Group in respect of the management of iclub Wan Chai Hotel for a 10-year term commencing on 1st January, 2021.

- (f) On 10th February, 2014, the Group entered into a hotel management agreement with a member of the RHIHL Group in respect of the management of iclub Sheung Wan Hotel for a 10-year term commencing on 10th February, 2014.
- (g) On 28th July, 2014, the Group entered into a hotel management agreement with a member of the RHIHL Group in respect of the management of iclub Fortress Hill Hotel for a 10-year term commencing on 28th July, 2014.
- (h) On 4th September, 2017, the Group entered into a hotel management agreement with a member of the RHIHL Group in respect of the management of iclub Ma Tau Wai Hotel for a 10-year term commencing on 4th September, 2017.

## **26. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS**

The REIT Manager considers that the carrying amounts of the financial assets and financial liabilities recorded in the condensed consolidated financial statements approximated to their fair values at the end of the reporting period.



**To the board of directors of Regal Portfolio Management Limited  
(as manager of Regal Real Estate Investment Trust)**

## INTRODUCTION

We have reviewed the interim financial information set out on pages 33 to 65, which comprises the condensed consolidated statement of financial position of Regal Real Estate Investment Trust ("Regal REIT") and its subsidiaries as at 30th June, 2020, and the related condensed consolidated statement of profit or loss, statement of comprehensive income, statement of changes in net assets and statement of cash flows and the distribution statement for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants.

The Manager of Regal REIT is responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

**Ernst & Young**  
*Certified Public Accountants*

22/F, CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong

25th August, 2020

## SUMMARY OF PROPERTY PORTFOLIO

As at 30th June, 2020

	<b>Description</b>	<b>Use</b>	<b>Lease</b>	<b>Gross Floor Area (sq.m.)</b>	<b>Approx. Covered Floor Area (sq.m.)</b>	<b>Percentage interest attributable to Regal REIT</b>
(1)	Regal Airport Hotel 9 Cheong Tat Road Hong Kong International Airport Chek Lap Kok New Territories Hong Kong	Hotel	Medium term	71,988	83,400	100
(2)	Regal Hongkong Hotel 88 Yee Wo Street Causeway Bay Hong Kong	Hotel	Long term	25,090	32,000	100
(3)	Regal Kowloon Hotel 71 Mody Road Tsimshatsui Kowloon Hong Kong	Hotel	Long term	31,746	43,500	100
(4)	Regal Oriental Hotel 30-38 Sa Po Road and Shops 3-11 on G/F including Cockloft of Shops 5-7 and the whole of 1/F Po Sing Court 21-25 Shek Ku Lung Road 40-42 Sa Po Road and 15-29 Carpenter Road Kowloon City Kowloon Hong Kong	Hotel	Medium term	22,601	27,300	100

As at 30th June, 2020

	<b>Description</b>	<b>Use</b>	<b>Lease</b>	<b>Gross Floor Area</b> (sq.m.)	<b>Approx. Covered Floor Area</b> (sq.m.)	<b>Percentage interest attributable to Regal REIT</b>
(5)	Regal Riverside Hotel 34-36 Tai Chung Kiu Road Shatin, New Territories Hong Kong	Hotel	Medium term	59,668	69,100	100
(6)	iclub Wan Chai Hotel Shops A, B and C on G/F, Flat Roof on 3/F, Whole of 5-12/F, 15-23/F and 25-29/F Eastern and Western Elevations of External Walls Architectural Feature at Roof Top and Upper Roof 211 Johnston Road Wan Chai Hong Kong	Hotel/ commercial	Long term	5,326	5,530	100
(7)	iclub Sheung Wan Hotel 138 Bonham Strand Sheung Wan Hong Kong	Hotel	Long term	7,197	9,600	100
(8)	iclub Fortress Hill Hotel 18 Merlin Street North Point Hong Kong	Hotel	Long term	6,849	9,400	100
(9)	iclub Ma Tau Wai Hotel 8 Ha Heung Road Kowloon Hong Kong	Hotel	Long term	6,298	9,490	100



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