# Company Guide MRCB-Quill REIT

Version 4 | Bloomberg: MQREIT MK | Reuters: MQRE.KL

#### Refer to important disclosures at the end of this report

# Malaysia Equity Research

# HOLD

Last Traded Price: RM1.16 (KLCI : 1,654.08) Price Target : RM1.26 (9% upside) (Prev RM1.30) Shariah Compliant: No Potential Catalyst: Yield-accretive asset injection Where we differ: Earnings inline

#### Analyst

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#### What's New

- Earnings from proposed acquisition of Menara Shell to be accretive in 1QFY17
- DPU dilution from equity fund raising moderated by higher distribution payout
- Maintain HOLD, lower TP to RM1.26



Forecasts and Valuation FY Dec (RMm)	2015A	2016F	2017F	2018F
Gross Revenue	115	124	178	182
Net Property Inc	90.3	97.8	140	145
Total Return	54.0	55.8	82.0	86.6
Distribution Inc	50.9	55.8	82.0	86.6
EPU (sen)	10.2	8.44	7.68	8.09
EPU Gth (%)	(1)	(17)	(9)	5
DPU (sen)	8.47	8.44	7.68	8.09
DPU Gth (%)	1	0	(9)	5
NAV per shr (sen)	137	137	125	125
PE (X)	11.4	13.7	15.1	14.3
Distribution Yield (%)	7.3	7.3	6.6	7.0
P/NAV (x)	0.8	0.8	0.9	0.9
Aggregate Leverage (%)	43.6	43.8	41.5	41.7
ROĂE (%)	8.4	6.2	7.3	6.5
Distn. Inc Chng (%):		-	40	42
Consensus DPU (sen):		8.40	N/A	N/A
Other Broker Recs:		B: 4	S: 0	H: 1

Source of all data: Company, AllianceDBS Research, Bloomberg Finance L.P

# 01 July 2016

#### LONGER TERM GROWTH PROSPECTS

Sizeable asset acquisition from MRCB. MOREIT has signed a conditional sale and purchase agreement (SPA) to acquire Menara Shell located at Kuala Lumpur Sentral for RM640m from its major shareholder Malaysian Resources Corporation Berhad (MRCB). The proposed acquisition is expected to be completed by Dec 2016 and will be earnings accretive from 1QFY17. Upon completion, this asset will expand MQREIT's portfolio size from RM1.6bn in FY15 to c.RM2.3bn in FY17. While we increased our FY17/18F earnings by c.40%, we forecast a massive 61% equity dilution arising from its proposed private placement. Management will mitigate the near term DPU dilution by increasing payout ratio to 100% until DPU reaches back to current levels. Taking into account the higher payout ratio and our FY17 NPI yield forecast of 6.1% for Menara Shell, we expect a more moderate 9% DPU dilution in FY17. We maintain our HOLD recommendation as we expect the massive equity fund raising will lead to share overhang in the near term.

**Revamped profile with new injections.** MQREIT's asset portfolio has undergone a drastic shift with the acquisition of the RM740m Platinum Sentral (PS) asset in FY15. Moving forward, we expect the overall portfolio to improve further with the proposed acquisition of Menara Shell. We have assumed that PS and Menara Shell will increase overall occupancy levels for its portfolio from 91% in FY15 to 96% in FY17, and raise average rent psf from RM4.80 in FY15 to RM5.60 in FY17.

**MRCB connection.** MQREIT has the right of first refusal to MRCB's stable of investment properties, which is worth up to RM1.5bn in aggregate. However, MQREIT's current gearing of c.43% indicates that new equity issuance will likely be necessary for sizeable acquisitions in the near term.

#### Valuation:

Our DDM-derived TP is lowered to RM1.26 (from RM1.30 previously), with 7.7% cost of equity and 1% TG. This takes into account the near term DPU dilution and the change in our risk-free rate assumption to 4.0% from 4.3%.

#### Key Risks to Our View:

**Earnings stability.** Our earnings forecast assumes vacancies will not increase and there is immediate renewal of expiring leases. Delayed leasing of released spaces will be negative to earnings and may de-rate the stock.

#### At A Glance

Issued Capital (m shrs)	661
Mkt. Cap (RMm/US\$m)	767 / 192
Major Shareholders (%)	
Malaysian Resources Corp	31.2
Quill group of companies	17.7
Capitaland Financial Ltd	17.7
Free Float (%)	33.5
3m Avg. Daily Val (US\$m)	0.05
ICB Industry : Real Estate / Real Estate Investment Trusts	



#### WHAT'S NEW

#### **Exciting progress**

#### Sizeable acquisition from MRCB

- MQREIT has signed a conditional sale and purchase agreement (SPA) to acquire a 33-storey office tower known as Menara Shell together with a 5-storey podium and a 4-storey basement car park (915 car park lots and 110 motorcycle lots) located at Kuala Lumpur Sentral for RM640m from 348 Sentral Sdn Bhd ("348 Sentral"), a wholly-owned subsidiary of Malaysian Resources Corporation Berhad (MRCB).
- The proposed acquisition should complete by Dec 2016. Upon completion, the proposed acquisition is expected to expand MQREIT's asset portfolio size from RM1.6bn in FY15 to c.RM2.3bn in FY17. This will move MQREIT's standing among local REITs from 8<sup>th</sup> place to 7<sup>th</sup> place in terms of asset size.

#### Massive equity fund raising to finance acquisition

- The purchase will be fully settled through a proposed 35:65 debt:equity funding structure to fund the proposed acquisition of RM640m and estimated expenses of RM16m. The equity funding exercise will entail a proposed placement involving the issuance of up to 406.7m units, which represents a 61% increase of its current share base (see Exhibit 1 and 2). 155.2m units will be placed out to institutional investors by way of a book building exercise at an issue price to be determined later.
- The actual breakdown of funding has not been finalised at this juncture and will be dependent upon the actual placement size and the issue price of the placement units. Based on an assumed issue price of RM1.05 per unit and a maximum of 406.7k units, the expected gross proceeds from the proposed placement is RM427m. In the event of lower proceeds from the placement, the difference will be funded via borrowings, subject to the total borrowings of MQREIT not exceeding a gearing level of 50% (FY16 gearing: c.43%).

#### **Exhibit 1: Proposed placement**

	Proposed	Direct s	hareholdings
Shareholders	placement (m units)	Current (%)	After placement (%)
MRCB	144.8m	31.2	32.9
Quill group of company	-	17.7	11.0
Capitaland Financial Ltd	-	17.7	11.0
EPF	74.8m	-	7.0
Institutional investors	155.2m		

Source: Company, AllianceDBS Research

#### Exhibit 2: Gearing analysis

Units in circulation (m)	661.4
Current gearing	43%
Debt-equity structure	35:65
Equity raised (RM'm)	427
Additional debt (RM'm)^	229
Unit issuance (m) #	406.7
Adjusted final gearing	42%
Equity dilution	61%
^ assumed taken post-equity raising	

# assumed taken post-equity faising # assumed issue price of RM1.05 per unit Source: Company, AllianceDBS Research

# DPU dilution partly mitigated by higher payout in the near term

- Menara Shell is well-located and occupancy is almost full, with established tenants such as Shell People Services Asia Sdn Bhd, AmInsurance General Bhd and Tradewinds Corporation. The total NLA of 557,053 sq ft implies a price of RM1,148psf. At pre-financing injection yield of 5.33% (based on FY2015 results), this asset is earnings dilutive when compared to MQREIT FY15 yield of 7.3%.
- While we increased our FY17/18F earnings by c.40% after imputing the proposed acquisition into our forecast, we forecast a massive 61% equity dilution arising from its proposed private placement.
- Management indicates that it plans to mitigate the near term DPU dilution by increasing payout ratio to 100% from the minimum payout of 90% until DPU reaches back to current levels.
- Taking into account the higher payout ratio and our FY17 NPI yield forecast of 6.1% for Menara Shell, we expect a more moderate 9% DPU dilution in FY17. DPU will resume its upward trajectory in FY18 with a forecasted growth of 5%.

#### Maintain HOLD

We maintain our HOLD recommendation as we expect the massive equity fund raising will lead to share overhang in the near term. Our DDM-derived TP is lowered to RM1.26 (from RM1.30 previously), with 7.7% cost of equity and 1% TG. This takes into account the near term DPU dilution and the change in our risk-free rate assumption to 4.0% from 4.3%.

#### **CRITICAL DATA POINTS TO WATCH**

#### **Earnings Drivers:**

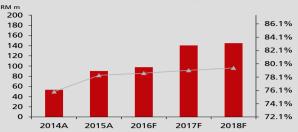
**Revamped profile with new injections.** Revamped profile with new injections. MQREIT's asset portfolio has undergone a drastic shift with the acquisition of the RM740m Platinum Sentral (PS) asset in FY15. We expect overall portfolio to improve further with the proposed acquisition of Menara Shell. We forecasted a conservative FY17 NPI yield of 6.1% for Menara Shell, which will result in a 9% dilution in DPU due to the equity fund raising exercise. The injection of PS and Menara Shell is expected to increase the overall occupancy levels from 91% in FY15 to 96% in FY17 and our forecast average rent psf from RM4.80 in FY15 to RM5.60 in FY17. We are positive of MQREIT's DPU growth from FY17 onwards as the recent developments will improve the quality of MQREIT's overall asset portfolio.

**Minimal rent escalation on office spaces.** MQREIT has nine other assets which are primarily office spaces with valuations generally below the RM150m level for each asset. They are mostly located in the suburban Cyberjaya and Petaling Jaya areas. Rental reversions have been mild or flat as competition is rife within those areas. We expect these assets to contribute c.60%/43%/43% of MQREIT's overall topline in FY16F/FY17F/FY18F.

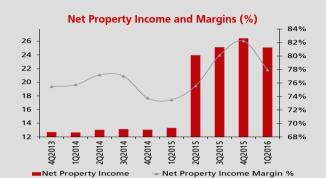
**Expect to maintain healthy occupancy.** Portfolio occupancy has generally been fairly decent at above the 90% level, but has been dragged by the complete vacancy of the Quill Building 10 (QB10) from early 2013. However, the completion of the disposal of QB10 in early Sep 15 and the acquisition of the fully-occupied PS will have a net effect of raising overall occupancy to 95%. Going forward, there is only 7% and 10% of NLA expiring in FY16 and FY17 respectively and as such, vacancy risk will generally be contained in the near term.

Possible acquisition of major shareholder's assets in the long term. As developer MRCB has become a major shareholder with a 31% stake following the injection of PS, MQREIT has obtained the right of first refusal to the former's stable of investment properties. Notable assets include Ascott Sentral (serviced apartments), Plaza Alam Sentral (retail), Sooka Sentral (lifestyle/retail) and Kompleks Sentral (industrial). Collectively, they carry a book value of c.RM340m, and could see injection values of up to RM860m. The REIT also may acquire office assets from the Quill Group, the original sponsor of MQREIT with a remaining stake of c.17.7%. Nonetheless, we highlight that gearing is currently at c.43%, implying limited debt headroom - additional unit issuance would be necessary to fund any big-ticket purchase, and thus earnings accretion from future acquisitions will likely be negated by dilution from equity issuance.

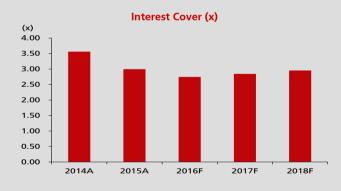
Net Property Income and Margins (%)



Net Property Income 🔺 Net Property Income Margin %









## **MRCB-Quill REIT**

#### **Balance Sheet:**

**Gearing is near the limit, though manageable for now.** With borrowings taken up to part-fund the PS acquisition and proposed acquisition of Menara Shell, MQREIT has a gearing level of c.42-43%. Note that this is near the cap of 50% as per REIT guidelines, and implies additional debt headroom of c.RM180m in FY17F. However, the average cost of debt of 4.4-4.6% is manageable, as interest payments are still adequately covered by its cash inflows. Interest rate risk is contained as all of its debts are on fixed interest rates. Debt maturity is staggered with 26% maturing in 2016, 16% in 2018, and the remaining 58% in 2020.

#### **Share Price Drivers:**

Acquisition newsflow. One of MQREIT's appeals is the availability of an asset acquisition pipeline of completed investment properties from sponsor MRCB. Confirmation of injections at accretive yields will be key re-rating catalysts for the stock.

**Forward yield spread.** A REIT's attractiveness depends on its distribution yield relative to other fixed-income assets. A common benchmark is the REIT's yield spread over the indicative 10-year Malaysian Government Securities yield, which is currently near the c.4.0% level.

#### Key Risks:

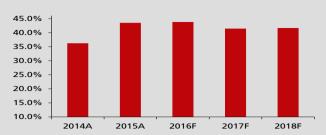
**Soft office rental market.** The office sector outlook remains tepid due to excess supply, especially in Kuala Lumpur and Cyberjaya, where the REIT has exposure. Rental reversion potential is relatively weak and occupancies could be a risk factor.

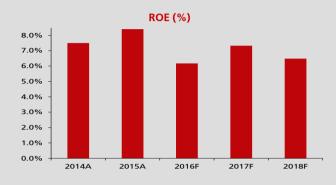
**Significant equity funding needed.** MQREIT's relatively high gearing of c.43% implies debt headroom of only c.RM180m in FY17, given the 50% cap as per REIT regulations. As such, additional unit issuance would be necessary to fund any big-ticket purchase, and thus earnings accretion from future acquisitions will likely be negated by dilution from equity issuance.

#### **Company Background**

MRCB-Quill REIT is a real estate investment trust that focuses on office properties. Its largest asset is Platinum Sentral with 445k-sq-ft NLA in the Kuala Lumpur Sentral transport hub. Its other assets include five office assets in Cyberjaya, one retail/commercial asset, one industrial asset and one hypermarket.

Aggregate Leverage (%)











FY Dec	2014A	2015A	2016F	2017F	2018F	
Portfolio NLA (k sq ft)	1,289.8	1,289.8	1,289.8	1,723.0	1,723.0	
Agg. occupancy rate (%)	92.1%	90.6%	95.3%	95.5%	96.7%	
Average Menara Shell rents					_	
(RM psf/mth)				6.9	7.3	
Average total rents (RM						
psf/mth) ncome Statement (RMm)	4.8	4.8	5.0	5.6	6.3	Overall occupancy and average rent to improve further after the expected inclusion of Menara Shell (FY17)
FY Dec	2014A	2015A	2016F	2017F	2018F	
Gross revenue	70.3	115	124	178	182	
Property expenses	(16.9)	(24.9)	(26.5)	(37.1)	(37.4)	
Net Property Income	53.3	90.3	97.8	140	145	
Other Operating expenses	(5.8)	(9.2)	(10.0)	(14.0)	(14.1)	
Other Non Opg (Exp)/Inc	0.0	0.0	0.0	0.0	0.0	
Net Interest (Exp)/Inc	(13.3)	(27.1)	(32.0)	(44.5)	(44.3)	
Exceptional Gain/(Loss)	6.12	6.68	0.0	0.0	0.0	
Net Income	40.3	60.7	55.8	82.0 🔍	86.6	
Гах	0.0	0.0	0.0	0.0	0.0	
Vinority Interest	0.0	0.0	0.0	0.0	0.0	Proposed acquisition of
Preference Dividend	0.0	0.0	0.0	0.0	0.0	Menara Shell to be accretive in FY17
Net Income After Tax	40.3	60.7	55.8	82.0	86.6	
Total Return	40.3	54.0	55.8	82.0	86.6	
Non-tax deductible Items	7.59	9.78	0.0	0.0	0.0	
Net Inc available for Dist.	32.7	50.9	55.8	82.0	86.6	
Growth & Ratio						
Revenue Gth (%)	1.9	64.0	7.9	42.9	2.7	
N Property Inc Gth (%)	0.2	69.3	8.3	43.7	3.2	
Net Inc Gth (%)	9.9	50.7	(8.0)	46.9	5.6	
Dist. Payout Ratio (%)	95.7	94.3	100.0	100.0	100.0	
Net Prop Inc Margins (%)	75.9	78.4	78.7	79.1	79.5	$\backslash$
Net Income Margins (%)	57.3	52.7	44.9	46.2	47.5	$\backslash$
Dist to revenue (%)	46.5	44.2	44.9	46.2	47.5	$\backslash$
Managers & Trustee's fees	8.3	8.0	8.0	7.9	7.7	
ROAE (%)	7.5	8.4	6.2	7.3	6.5	Assume a ramp-up to full
ROA (%)	4.7	4.9	3.4	4.2	3.7	payout
ROCE (%)	5.6	6.6	5.4	6.5	5.7	
Int. Cover (x)	3.6	3.0	2.7	2.8	3.0	

# **MRCB-Quill REIT**

#### Quarterly / Interim Income Statement (RMm)

Quarterly / Interim Income FY Dec	1Q2015	2Q2015	3Q2015	4Q2015	1Q2016	
	-		-	-		
Gross revenue	18.6	32.2	31.8	32.6	32.7	
Property expenses	(4.9)	(7.9)	(6.3)	(5.8)	(7.2)	
Net Property Income	13.7	24.3	25.5	26.8	25.5	
Other Operating expenses	(2.0)	(2.6)	(2.4)	(2.8)	(2.7)	
Other Non Opg (Exp)/Inc	0.0	0.0	0.0	0.0	0.0	
Net Interest (Exp)/Inc	(3.4)	(8.1)	(8.0)	(7.6)	(7.5)	
Exceptional Gain/(Loss)	0.0	0.0	0.59	6.68	0.0	
Net Income	8.28	13.6	15.7	23.1	15.2	
Tax	0.0	0.0	0.0	0.0	0.0	
Minority Interest	0.0	0.0	0.0	0.0	0.0	
Net Income after Tax	8.28	13.6	15.7	23.1	15.2	
Net Inc available for Dist.	8.28	13.6	15.1	16.4	15.2	
Growth & Ratio						
Revenue Gth (%)	2	73	(1)	2	0	
N Property Inc Gth (%)	2	78	5	5	(5)	
Net Inc Gth (%)	(43)	65	15	47	(34)	
Net Prop Inc Margin (%)	73.5	75.6	80.1	82.2	77.9	
Dist. Payout Ratio (%)	88.6	107.7	0.0	176.5	0.0	
Balance Sheet (RMm) TY Dec	2014A	2015A	2016F	2017F	2018F	
Investment Properties	838	1,572	1,582	2,222	2,232	
Other LT Assets	1.24	1.83	1.83	1.83	1.83	
Cash & ST Invts	23.3	46.0	47.6	73.7	76.2	
Inventory	0.0	0.0	0.0	0.0	0.0	
Debtors	6.14	5.65	6.09	8.71	8.94	
Other Current Assets	0.0	0.0	0.0	0.0	0.0	
Total Assets	868	1,625	1,637	2,306	2,319	
ST Debt	2.26	191	201	440	450	
Creditor	12.2	13.6	14.3	15.0	15.7	
Other Current Liab	0.0	0.0	0.0	0.0	0.0	
LT Debt	313	516	516	516	516	
Other LT Liabilities	0.0	0.0	0.0	0.0	0.0	
Unit holders' funds	541	904	905	1,334	1,336	
Minority Interests	0.0	0.0	0.0	0.0	0.0	
Total Funds & Liabilities	868	1,625	1,637	2,306	2,319	
	000	1,025	1,057	2,500	2,519	
Non-Cash Wkg. Capital	(6.1)	(7.9)	(8.2)	(6.3)	(6.8)	_
Net Cash/(Debt)	(292)	(662)	(670)	(883)	(891)	
Ratio	. ,		. ,		/	
Current Ratio (x)	2.0	0.3	0.2	0.2	0.2	
Quick Ratio (x)	2.0	0.3	0.2	0.2	0.2	
Aggregate Leverage (%)	36.3	43.6	43.8	41.5 🖌	41.7	
Z-Score (X)	1.3	0.7	0.8	0.8	0.8	
	1.5	0.7	0.0	0.0	0.0	

Source: Company, AllianceDBS Research

Gearing to improve slightly due to private placement

#### Cash Flow Statement (RMm)

FY Dec	, 2014A	2015A	2016F	2017F	2018F
	20144	2013A	2010	20171	2010
Pre-Tax Income	40.3	60.7	55.8	82.0	86.6
Dep. & Amort.	0.0	0.0	0.0	0.0	0.0
Tax Paid	0.0	0.0	0.0	0.0	0.0
Associates &JV Inc/(Loss)	0.0	0.0	0.0	0.0	0.0
Chg in Wkg.Cap.	(3.2)	6.43	0.23	(1.9)	0.51
Other Operating CF	13.3	27.1	32.0	44.5	44.3
Net Operating CF	50.5	94.2	88.0	125	131
Net Invt in Properties	(6.0)	(752)	(10.0)	(640)	(10.0)
Other Invts (net)	0.0	0.0	0.0	0.0	0.0
Invts in Assoc. & JV	0.0	0.0	0.0	0.0	0.0
Div from Assoc. & JVs	0.0	0.0	0.0	0.0	0.0
Other Investing CF	0.73	0.89	1.12	1.19	1.84
Net Investing CF	(5.3)	(751)	(8.9)	(639)	(8.2)
Distribution Paid	(32.7)	(38.7)	(55.8)	(82.0)	(86.6)
Chg in Gross Debt	0.0	389	10.0	239	10.0
New units issued	0.0	342	0.0	427	0.0
Other Financing CF	(14.0)	(28.9)	(33.1)	(45.7)	(46.1)
Net Financing CF	(46.7)	663	(78.9)	538	(123)
Currency Adjustments	0.0	0.0	0.0	0.0	0.0
Chg in Cash	(1.5)	6.55	0.23	24.1	0.51
Operating CFPS (sen)	13.7	14.7	13.3	11.8	12.2
Free CFPS (sen)	11.4	(110)	11.8	(48.3)	11.3
Source: Company, AllianceDBS	S Research				

#### Target Price & Ratings History



S.No.	Date	Closing Price	Target Price	Rating
1:	23 J ul 15	1.19	1.25	HOLD
2:	23 Oct 15	1.15	1.20	HOLD
3:	06 Nov 15	1.16	1.20	HOLD
4:	04 Dec 15	1.12	1.20	HOLD
5:	03 May 16	1.14	1.20	HOLD
6:	28 Jun 16	1.16	1.30	HOLD

Source: AllianceDBS Research

### **MRCB-Quill REIT**

#### DISCLOSURE

#### **Stock rating definitions**

CTRONIC DUN		
STRONG BUY	-	> 20% total return over the next 3 months, with identifiable share price catalysts within this time frame
BUY	-	> 15% total return over the next 12 months for small caps, >10% for large caps
HOLD	-	-10% to +15% total return over the next 12 months for small caps, -10% to +10% for large caps
FULLY VALUED	-	negative total return $>$ -10% over the next 12 months
SELL	-	negative total return of > -20% over the next 3 months, with identifiable catalysts within this time frame

#### **Commonly used abbreviations**

Adex = advertising expenditure	EPS :
bn = billion	EV =
BV = book value	FCF
CF = cash flow	FV =
CAGR = compounded annual growth rate	FY =
Capex = capital expenditure	m =
CY = calendar year	M-o-
Div yld = dividend yield	NAV
DCF = discounted cash flow	NM :
DDM = dividend discount model	NTA
DPS = dividend per share	NR =
EBIT = earnings before interest & tax	p.a.
EBITDA = EBIT before depreciation and amortisation	PAT

EPS = earnings per share EV = enterprise value FCF = free cash flow FV = fair value FY = financial year m = million M-o-m = month-on-month NAV = net assets value NM = not meaningful NTA = net tangible assets NR = not rated p.a. = per annum PAT = profit after tax PBT = profit before tax P/B = price / book ratio P/E = price / earnings ratio PEG = P/E ratio to growth ratio q-o-q = quarter-on-quarter RM = Ringgit ROA = return on assets ROE = return on equity TP = target price trn = trillion WACC = weighted average cost of capital y-o-y = year-on-year YTD = year-to-date

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