



## **ATRIUM REAL ESTATE INVESTMENT TRUST**

# **Condensed Financial Statements**

## **Second Quarter Ended 30 June 2013**

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**ATRIUM REAL ESTATE INVESTMENT TRUST**  
**CONDENSED STATEMENT OF FINANCIAL POSITION**

	(Unaudited) As at 30.06.2013 RM	(Audited) As at 31.12.2012 RM
<b>ASSETS</b>		
<b>Non-current assets</b>		
Investment properties	208,100,000	208,100,000
<b>Current assets</b>		
Trade and other receivables	970,042	587,616
Deposits with licensed financial institution	12,388,594	13,095,751
Bank balance	254,685	191,795
	<u>13,613,321</u>	<u>13,875,162</u>
<b>TOTAL ASSETS</b>	<u>221,713,321</u>	<u>221,975,162</u>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Trade and other payables	1,306,278	2,585,611
Borrowings	20,000,000	20,000,000
	<u>21,306,278</u>	<u>22,585,611</u>
<b>Current liabilities</b>		
Trade and other payables	4,608,923	3,683,257
Borrowings	45,000,000	45,000,000
	<u>49,608,923</u>	<u>48,683,257</u>
<b>TOTAL LIABILITIES</b>	<u>70,915,201</u>	<u>71,268,868</u>
<b>NET ASSET VALUE ("NAV")</b>	<u>150,798,120</u>	<u>150,706,294</u>
<b>FINANCED BY:</b>		
<b>UNITHOLDERS' FUNDS</b>		
Unitholders' capital	119,351,580	119,351,580
Undistributed income	31,446,540	31,354,714
<b>TOTAL UNITHOLDERS' FUNDS</b>	<u>150,798,120</u>	<u>150,706,294</u>
<b>NUMBERS OF UNITS IN CIRCULATION (UNITS)</b>	<u>121,801,000</u>	<u>121,801,000</u>
<b>NAV PER UNIT (RM)</b>		
- before proposed distribution	1.2381	1.2373
- after proposed distribution (Note 1)	1.2161	1.2153

The Condensed Balance Sheet should be read in conjunction with the Audited Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the financial statements.

*(Note 1 - Being Net Asset Value Per Unit after reflecting realised income to be distributed as second interim income distribution for 2013 of 2.20 sen per unit payable on 30 August 2013.)*

**ATRIUM REAL ESTATE INVESTMENT TRUST**  
**CONDENSED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)**

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 30.06.2013 RM	Preceding Year Corresponding Quarter 30.06.2012 RM	Current Year to Date 30.06.2013 RM	Preceding Year to Date 30.06.2012 RM
Gross revenue	4,118,714	4,064,202	8,243,233	8,113,862
Property operating expenses	(440,976)	(438,397)	(881,221)	(868,643)
<b>Net rental income</b>	<b>3,677,738</b>	<b>3,625,805</b>	<b>7,362,012</b>	<b>7,245,219</b>
Interest income	93,953	98,560	208,310	200,054
<b>Total income</b>	<b>3,771,691</b>	<b>3,724,365</b>	<b>7,570,322</b>	<b>7,445,273</b>
<b>Trust expenses</b>				
Manager's fees	(299,187)	(272,235)	(594,985)	(473,023)
Trustee's fees	(24,309)	(22,119)	(48,342)	(35,505)
Auditors' fees	(4,500)	(4,500)	(9,000)	(9,000)
Tax agent's fees	(1,300)	(1,410)	(2,470)	(2,520)
Finance costs	(688,848)	(688,826)	(1,372,675)	(1,441,032)
Administrative expenses	(40,651)	(50,427)	(91,780)	(79,369)
Others	-	(73)	-	(73)
<b>Total Expenses</b>	<b>(1,058,795)</b>	<b>(1,039,590)</b>	<b>(2,119,252)</b>	<b>(2,040,522)</b>
<b>Income before taxation</b>	<b>2,712,896</b>	<b>2,684,775</b>	<b>5,451,070</b>	<b>5,404,751</b>
Taxation	-	-	-	-
<b>Net income/Total comprehensive income for the period</b>	<b>2,712,896</b>	<b>2,684,775</b>	<b>5,451,070</b>	<b>5,404,751</b>
<b>Net income for the period is made up as follows:</b>				
-Realised	2,712,896	2,684,775	5,451,070	5,404,751
-Unrealised	-	-	-	-
<b>Earnings per unit (sen)</b>				
- after manager's fees	2.23	2.20	4.48	4.44
- before manager's fees	2.47	2.43	4.96	4.83
<b>Distribution per unit (sen)</b>				
- Proposed interim	2.20	2.20	4.40	4.40

The Condensed Income Statement should be read in conjunction with the Audited Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the financial statements.

**ATRIUM REAL ESTATE INVESTMENT TRUST**  
**CONDENSED STATEMENT OF CHANGES IN NET ASSET VALUE (UNAUDITED)**  
**For The Period from 01.01.2013 to 30.06.2013**

	← Undistributed Income →			
	Unitholders' Capital RM	Realised RM	Unrealised RM	Total RM
<b>Net assets as at 1 January 2013</b>	119,351,580	3,054,714	28,300,000	150,706,294
<b>Operations for the period from - 1 January 2013 to 30 June 2013</b>				
Net income for the period	-	5,451,070	-	5,451,070
Increase in net assets resulting from operations	-	5,451,070	-	5,451,070
<b>Unitholders' transactions</b>				
Distributions to unitholders				
- 2012 Final	-	(2,679,622)	-	(2,679,622)
- 2013 Interim		(2,679,622)		(2,679,622)
Decrease in net assets resulting from unitholders' transactions	-	(5,359,244)	-	(5,359,244)
<b>Net assets as at 30 June 2013</b>	<u>119,351,580</u>	<u>3,146,540</u>	<u>28,300,000</u>	<u>150,798,120</u>

**ATRIUM REAL ESTATE INVESTMENT TRUST**  
**CONDENSED STATEMENT OF CHANGES IN NET ASSET VALUE (UNAUDITED)**  
**For The Period from 01.01.2012 to 30.06.2012**

	← Undistributed Income →			
	Unitholders' Capital RM	Realised RM	Unrealised RM	Total RM
<b>Net assets as at 1 January 2012</b>	119,351,580	2,899,338	14,900,000	137,150,918
<b>Operations for the period from - 1 January 2012 to 30 June 2012</b>				
Net income for the period	-	5,404,751	-	5,404,751
Increase in net assets resulting from operations	-	5,404,751	-	5,404,751
<b>Unitholders' transactions</b>				
Distributions to unitholders				
- 2011 Final	-	(2,594,361)	-	(2,594,361)
- 2012 Interim		(2,679,622)		(2,679,622)
Decrease in net assets resulting from unitholders' transactions	-	(5,273,983)	-	(5,273,983)
<b>Net assets as at 30 June 2012</b>	<u>119,351,580</u>	<u>3,030,106</u>	<u>14,900,000</u>	<u>137,281,686</u>

The Condensed Statement of Changes in Net Asset Value should be read in conjunction with the Audited Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the financial statements.

**ATRIUM REAL ESTATE INVESTMENT TRUST**  
**CONDENSED STATEMENT OF CASH FLOW (UNAUDITED)**  
**For The Period from 01.01.2013 to 30.06.2013**

	<b>Current Year to Date 30.06.2013 RM</b>	<b>Preceding Year to Date 30.06.2012 RM</b>
<b><u>Cash Flow From Operating Activities</u></b>		
Income before taxation	5,451,070	5,404,751
Adjustments for:		
Interest income	(208,310)	(200,054)
Interest expense	1,372,675	1,441,032
Operating income before working capital changes	6,615,435	6,645,729
(Increase)/Decrease in trade and other receivables	(382,426)	719,393
Decrease in trade and other payables	(353,667)	(3,220,073)
Cash generated from operating activities	5,879,342	4,145,049
Tax paid	-	-
Net cash generated from operating activities	5,879,342	4,145,049
<b><u>Cash Flow From Investing Activities</u></b>		
Interest income	208,310	200,054
Net cash (used in)/generated from investing activities	208,310	200,054
<b><u>Cash Flow Form Financing Activities</u></b>		
Interest paid	(1,372,675)	(1,441,032)
Distribution to unitholders	(5,359,244)	(5,273,983)
Net cash used in financing activities	(6,731,919)	(6,715,015)
<b>Net Decrease In Cash And Cash Equivalents</b>	<b>(644,267)</b>	<b>(2,369,912)</b>
<b>Cash And Cash Equivalents At The Beginning Of the Period</b>	<b>13,287,546</b>	<b>15,280,669</b>
<b>Cash And Cash Equivalents At The End Of the Period</b>	<b>12,643,279</b>	<b>12,910,757</b>
<b><u>Cash and cash equivalents</u></b>		
Cash and bank balances	254,685	253,007
Deposits with licensed financial institution	12,388,594	12,657,750
	<u>12,643,279</u>	<u>12,910,757</u>

The Condensed Cash Flow Statement should be read in conjunction with the Audited Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the financial statements.

**ATRIUM REAL ESTATE INVESTMENT TRUST**  
**NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS**  
**For The Quarter Ended 30 June 2013**

**Disclosure requirements as per Malaysian Financial Reporting Standards (“MFRS”) 134**

**A1. Basis of Preparation**

The quarterly financial report is unaudited and has been prepared in accordance with the requirements of Malaysian Financial Reporting Standard (MFRS) 134: Interim Financial Reporting and paragraph 9.44 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

The accounting policies and methods of computation used in the preparation of the quarterly financial report are consistent with those adopted in the preparation of the audited financial information of the Atrium Real Estate Investment Trust (“Atrium REIT”) for the year ended 31 December 2012.

**A2. Audit Report of Preceding Financial Year Ended 31 December 2012**

The Auditors Report on the financial statements of the preceding financial year was not qualified.

**A3. Seasonality or Cyclicity of Operations**

The business operations of the Atrium REIT are not materially affected by any seasonal or cyclical factor.

**A4. Exceptional or Unusual Items**

There were no unusual items to be disclosed for the quarter under review.

**A5. Changes in Estimates of Amounts Reported**

This is not applicable as no estimates were previously reported.

**A6. Changes in Debt and Equity Securities**

There was no issuance, cancellation, repurchase, resale and repayment of debts and equity securities during the current financial quarter. The outstanding debt is disclosed in Note B13.

## **A7. Income Distribution**

During the quarter under review, the Atrium REIT paid an interim income distribution of 2.20 sen per unit, amounting to RM 2,679,622 in respect of the quarter ended 31 March 2013 on 30 May 2013. Based on the second quarter's results ended 30 June 2013, there will be an interim distribution of 2.20 sen per unit, amounting to RM 2,679,622 to be distributed on the 30 August 2013.

## **A8. Segment Reporting**

No segment information is prepared as the Atrium REIT's activities are predominantly in one industry segment and occur predominantly in Malaysia.

## **A9. Valuation of Property, Plant & Equipment**

The investment properties are valued based on valuations performed by independent registered valuers. The valuations of land and buildings have been brought forward without amendment from the audited financial statements for the year ended 31 December 2012.

## **A10. Material Events**

There was no material event subsequent to the end of the current financial quarter.

## **A11. Changes in the Composition of Atrium REIT**

There is no change in composition of Atrium REIT for the current financial quarter.

## **A12. Changes in Contingent Liabilities**

There is no contingent liability to be disclosed.

## **A13. Supplementary Information on Realised and Unrealised Income**

The Undistributed Income as at the end of the reporting period may be analysed as follows:

	As at 30 June 2013 RM	As at 31 December 2012 RM
<u>Realised</u>		
Distributable undistributed income	3,146,540	3,054,714
<u>Unrealised</u>		
Cumulative net changes arising from the fair value adjustments to the investment properties	<u>28,300,000</u>	<u>28,300,000</u>
	<u>31,446,540</u>	<u>31,354,714</u>



## **Additional disclosure requirement as per paragraph 9.44 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

### **B1. Manager's Investment Objectives**

The Manager's investment objectives are to maximise profits in order to reward Unitholders with a stable distribution of income and to acquire quality assets to achieve long term growth in the Net Asset Value ("NAV") per unit. The Manager has achieved its objective of rewarding Unitholders with stable and attractive return through consistent distribution of income since the listing of the Atrium REIT on 2 April 2007. There was no change in the investment objectives of the Atrium REIT as at the date of this report.

### **B2. Strategies and Policies**

There was no change in strategies and policies employed since the preceding financial year.

### **B3. Review of Performance**

	<b>Current Quarter As at 30 June 2013</b>	<b>Immediate Preceding Quarter As at 31 March 2013</b>
Net asset value (RM)	150,798,120	150,764,846
Units in circulation (units)	121,801,000	121,801,000
Net asset value per unit (RM)	1.2381	1.2378
Market price per unit (RM)	1.35	1.26
Highest traded price per unit during the quarter (RM)	1.40	1.31
Lowest traded price per unit during the quarter (RM)	1.25	1.17

#### **Quarterly Results**

For the quarter ended 30 June 2013, the Atrium REIT recorded total income of RM3,771,691 which is 1.27% higher than the last corresponding quarter of RM3,724,365. Income before taxation for the quarter of RM2,712,896 represents a slight increase of 1.05% compared to RM2,684,775 achieved in the last corresponding quarter. This is due mainly to the increase of rental income on the investment properties.

#### **Six Months Results**

For the six months financial period ended 30 June 2013, Atrium REIT recorded Total Income of RM7,570,322 which is 1.68% higher than the corresponding period of RM 7,445,273 Net Income for the period of RM5,451,070 represents a slight increase of 0.86% compared to RM5,404,751 achieved in the last corresponding period.

The slight improvement in the result is due mainly to the positive rental reversion in all new tenancies signed/renewed even though there was an increase in the Trust Expenses. The Trust Expenses increased as a result of the increase in Manager's Fees and Trustee's Fees even though finance costs decreased.

#### B4. Comparison with Preceding Quarter

	<b>Current Quarter 01.04.2013 To 30.06.2013 RM</b>	<b>Preceding Quarter 01.01.2013 To 31.03.2013 RM</b>
Gross revenue	4,118,714	4,124,519
Property expenses	(440,976)	(440,245)
<b>Net property income</b>	3,677,738	3,684,274
<b>Other income</b>		
Interest income	93,953	114,356
<b>Total income</b>	3,771,691	3,798,630
Trust expenses	(1,058,795)	(1,060,456)
<b>Income before taxation</b>	2,712,896	2,738,174
Taxation	-	-
<b>Net income</b>	2,712,896	2,738,174

Atrium REIT's net income for the quarter ended 30 June 2013 is lower compared to the preceding quarter due mainly to lower other income.

#### B5. Maintenance Costs and Major Capital Expenditure

##### **Atrium Shah Alam 2**

Since the remedial works carried out in 2009 on the warehouse floor slab due to soil settlement, the Manager has been closely monitoring the state and condition of the affected area. There appears to be some soil movement which however, is not significant enough to render damage to the floor slab.

No major capital expenditure was incurred by Atrium REIT during the quarter under review.

#### B6. Prospects

##### **Atrium Shah Alam 1 ("ASA1")**

The tenancy for ASA1 will be expiring on 31 December 2013. DHL has confirmed that it will be exercising the option to renew the rental for ASA 1 for a period of 3 years, commencing on 1 January 2014 and expiring on 31 December 2016. The relevant documentations in relation to the said renewal will be executed by both parties in due course.

### **Atrium Rawang**

The tenancy for Atrium Rawang will be expiring on 31 October 2013. The Manager is in the midst of negotiation with the existing tenant for the renewal of the tenancy and hope to conclude the renewal by the 3rd quarter of 2013.

Currently, all the properties of the Atrium REIT are fully tenanted and the Manager expects to maintain its 100% occupancy rates for all the Trust's properties in 2013. The 100% occupancy rates of the properties are due to their strong tenants, competitive rental rates, strategic locations and excellent facilities.

The Manager will continue to actively identify good assets for new acquisition to improve the yield and to continue focusing on the strategy of having the investment properties leased long-term to reputable tenants.

### **B7. Portfolio Composition**

There was no change to the total numbers of properties held by the Atrium REIT since the last reporting period. As at 30 June 2013, the portfolio composition of Atrium REIT is as follow:

#### **Investments in Real Estates**

<b>Description of property</b>	<b>Tenure of land</b>	<b>Existing use</b>	<b>Occupancy rate as at 30.06.2013 %</b>	<b>Date of valuation</b>	<b>Acquisition cost RM'000</b>	<b>Latest valuation (A) RM'000</b>	<b>Percentage of (A) over Net Assets Value %</b>
Atrium Shah Alam 1	Freehold	Industrial	100	31.12.2012	57,200	69,700	46.2
Atrium Shah Alam 2	Freehold	Industrial	100	31.12.2012	49,100	57,000	37.8
Atrium Puchong	Freehold	Industrial	100	31.12.2012	38,500	43,600	28.9
Atrium Rawang	Freehold	Industrial	100	31.12.2012	10,000	8,800	5.8
Atrium USJ	Freehold	Industrial	100	31.12.2012	25,000	29,000	19.2
						179,800	208,100

### **B8. Utilisation of Proceeds Raised from Issuance of New Units**

This is not applicable as there are no proceeds raised from any issuance of new units during the current financial quarter.

## B9. Corporate Development

There was no corporate proposal announced during the current financial quarter.

## B10. Material Litigation

There was no material litigation as at the latest practicable date from the date of this report.

## B11. Soft Commission

During the financial quarter, the Manager did not receive any soft commission (i.e. goods and services) from the brokers or agents by virtue of transactions conducted by the Atrium REIT.

## B12. Revenue Recognition

Rental and interest income are recognized on an accrual basis.

## B13. Manager's Fees

Pursuant to the Deed dated 20 November 2006 and the Supplementary Trust Deed dated 25 November 2008, the Manager is entitled to receive a fee of up to 1.0% per annum of the Net Asset Value ("NAV") of the Trust.

For the quarter ended 30 June 2013, the Manager received a fee of 0.8% per annum of the NAV of the Trust.

## B14. Trustee's Fees

For the quarter ended 30 June 2013, the Trustee received a fee of 0.065% per annum of the NAV of the Trust.

## B15. Borrowings and Debt Securities

	As at 30 June 2013 RM	As at 31 December 2012 RM
<u>Short Term Financing</u>		
Short Term Revolving Credit ("STRC") - secured	45,000,000	45,000,000
<u>Long Term Financing</u>		
Term Loan ("TL") - secured	20,000,000	20,000,000
	<u>65,000,000</u>	<u>65,000,000</u>

The STRC facility is secured by way of a first party legal charge over Atrium Shah Alam 1 and Atrium Rawang. This financing facility is renewable on a yearly basis subject to the Bank's review. The interest rates for the STRC facility ranged from 4.10% to 4.18% per annum for the quarter under review.

The interest rate for the TL facility is 4.415% per annum for the quarter under review. The TL facility is secured by all monies First Party charge over Atrium USJ. This financing facility has a maturity of 7 years from the date of first drawdown and will be repaid in full via a bullet repayment at maturity.

## **B16. Unitholdings of Directors and their Related Parties**

<b>As at 30.06.2013</b>	<b>Number of units held</b>	<b>Percentage of total units %</b>	<b>Market value RM</b>
<b>Direct unit holdings in Atrium REIT</b>			
Atrium REIT Managers Sdn Bhd	523,800	0.43	707,130
<b>Directors of the Manager:</b>			
Dato' Dr Ir Mohamad Khir Bin Harun	-	-	-
Wong Sui Ee	333,000	0.27	449,550
Tor Peng Sie	100,000	0.08	135,000
How Hu Son	100,000	0.08	135,000
Soong Kwong Heng	55,000	0.05	74,250
Glory Blitz Industries Sdn Bhd	20,024,800	16.44	27,033,480
Sparkle Skyline Sdn Bhd	9,258,900	7.60	12,499,515
Chan Kam Tuck (Note 1)	14,700,500	12.07	19,845,675
Chan Kum Chong	70,000	0.06	94,500

The market value is determined by multiplying the number of units with the closing market price of RM1.35 per unit.

*Note 1 - Unitholding under Chan Kam Tuck is made up of his individual holding of 4,700,500 units and his deemed holding under a trust where he is the beneficiary.*

## **B17. Taxation**

Atrium REIT intends to distribute at least 90% of the distributable income (realised) to unitholders for the financial year 2013, which is exempt from tax pursuant to Section 61A(1) of Income Tax Act, 1967 under the Finance Act, 2006. Thus, Atrium REIT should not incur any tax expenses for the financial year and has not provided any tax expense for this current financial quarter.

Reconciliation between applicable income tax expense and effective income tax expense of the Atrium REIT is as follows:

	<b>01.01.2013 To 30.06.2013 RM</b>	<b>01.01.2012 To 30.06.2012 RM</b>
Current tax expense	-	-
<b>Reconciliation of effective tax expense</b>		
Income before taxation	5,451,070	5,404,751
Income tax using Malaysian tax rate of 25%	1,362,768	1,351,188
Effect of income exempted from tax	(1,362,768)	(1,351,188)
Tax expense	-	-

#### **B18. Distribution to Unitholders**

Distributions to unitholders are from the following sources:

	<b>01.01.2013 To 30.06.2013 RM</b>	<b>01.01.2012 To 30.06.2012 RM</b>
Net property income	7,362,012	7,245,219
Interest income	208,310	200,054
Miscellaneous income	-	-
Change in fair value of investment properties	-	-
	7,570,322	7,445,273
Less: Expenses	(2,119,252)	(2,040,522)
Net income	5,451,070	5,404,751
Less: Income distributed	(2,679,622)	(5,359,244)
Less: Proposed income distribution	(2,679,622)	-
Balance undistributed income	91,826	45,507

#### **Distribution per unit (sen)**

- First Interim distribution payable on 31 May 2013 (2012: paid on 31 May 2012)	2.20	2.20
- Second Interim distribution payable on 30 August 2013 (2012: paid on 30 August 2012)	2.20	2.20

For the financial quarter ended 30 June 2013, the Board of Directors of the Manager has declared a final income distribution of 2.20 sen per unit to be paid on 30 August 2013 to the unitholders registered in the Record of Depositors on 12 August 2013.

Withholding tax will be deducted for distributions made to the following categories of unitholders :

- Resident individual (withholding tax at 10%)
- Non Resident individual (withholding tax at 10%)
- Resident institutional investors (withholding tax at 10%)
- Non-resident institutional investors (withholding tax at 10%)
- Resident companies (No withholding tax. Subject to corporate tax at prevailing rate)
- Non-resident companies (withholding tax at 25% for Year of Assessment 2013)

#### **B19. Responsibility Statement**

In the opinion of the Directors of the Manager, this quarterly report has been prepared in accordance with MFRS 134: Interim Financial Reporting and Paragraph 9.44 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad so as to give a true and fair view of the financial position of the Atrium REIT as at 30 June 2013 and of its financial performance and cash flows for the quarter/ period ended on that date and duly authorized for release by the Board of the Manager on 23 July 2013.

By Order of the Board

WONG SUI EE  
Executive Director  
Atrium REIT Managers Sdn Bhd  
Company No: 710526-V  
(As the Manager of Atrium Real Estate Investment Trust)  
Kuala Lumpur  
Dated: 23 July 2013