



## **ATRIUM REAL ESTATE INVESTMENT TRUST**

# **Condensed Financial Statements**

## **Third Quarter Ended 30 September 2013**

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

	<b>(Unaudited)</b>	<b>(Audited)</b>
	<b>As at</b>	<b>As at</b>
	<b>30.09.2013</b>	<b>31.12.2012</b>
	<b>RM</b>	<b>RM</b>
<b>ASSETS</b>		
<b>Non-current assets</b>		
Investment properties	208,100,000	208,100,000
<b>Current assets</b>		
Trade and other receivables	936,703	587,616
Deposits with licensed financial institution	12,086,115	13,095,751
Bank balance	323,108	191,795
	13,345,926	13,875,162
<b>TOTAL ASSETS</b>	<b>221,445,926</b>	<b>221,975,162</b>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Trade and other payables	332,563	2,585,611
Borrowings	20,000,000	20,000,000
	20,332,563	22,585,611
<b>Current liabilities</b>		
Trade and other payables	5,286,490	3,683,257
Borrowings	45,000,000	45,000,000
	50,286,490	48,683,257
<b>TOTAL LIABILITIES</b>	<b>70,619,053</b>	<b>71,268,868</b>
<b>NET ASSET VALUE ("NAV")</b>	<b>150,826,873</b>	<b>150,706,294</b>
<b>FINANCED BY:</b>		
<b>UNITHOLDERS' FUNDS</b>		
Unitholders' capital	119,351,580	119,351,580
Undistributed income	31,475,293	31,354,714
<b>TOTAL UNITHOLDERS' FUNDS</b>	<b>150,826,873</b>	<b>150,706,294</b>
<b>NUMBERS OF UNITS IN CIRCULATION (UNITS)</b>	<b>121,801,000</b>	<b>121,801,000</b>
<b>NAV PER UNIT (RM)</b>		
- before proposed distribution	1.2383	1.2373
- after proposed distribution (Note 1)	1.2163	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 third interim income distribution for 2013 of 2.20 sen per unit payable on 29 November 2013.)*

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

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 30.09.2013 RM	Preceding Year Corresponding Quarter 30.09.2012 RM	Current Year to Date 30.09.2013 RM	Preceding Year to Date 30.09.2012 RM
Gross revenue	4,118,714	4,117,229	12,361,948	12,231,091
Property operating expenses	(453,103)	(441,682)	(1,334,325)	(1,310,325)
<b>Net rental income</b>	<b>3,665,611</b>	<b>3,675,547</b>	<b>11,027,623</b>	<b>10,920,766</b>
Interest income	93,675	100,991	301,985	301,046
Miscellaneous income	-	-	-	-
<b>Total income</b>	<b>3,759,286</b>	<b>3,776,538</b>	<b>11,329,608</b>	<b>11,221,812</b>
<b>Trust expenses</b>				
Manager's fees	(302,495)	(275,302)	(897,480)	(748,325)
Trustee's fees	(24,578)	(22,368)	(72,920)	(57,873)
Auditors' fees	(4,500)	(4,500)	(13,500)	(13,500)
Tax agent's fees	(1,260)	(1,260)	(3,730)	(3,780)
Finance costs	(695,531)	(695,954)	(2,068,206)	(2,136,986)
Valuation fees	-	-	-	-
Administrative expenses	(22,547)	(16,103)	(114,327)	(95,472)
Others	-	-	-	(73)
<b>Total Expenses</b>	<b>(1,050,911)</b>	<b>(1,015,487)</b>	<b>(3,170,163)</b>	<b>(3,056,009)</b>
<b>Income before taxation</b>	<b>2,708,375</b>	<b>2,761,051</b>	<b>8,159,445</b>	<b>8,165,803</b>
Taxation	-	-	-	-
<b>Net income/Total comprehensive income for the period</b>	<b>2,708,375</b>	<b>2,761,051</b>	<b>8,159,445</b>	<b>8,165,803</b>
<b>Net income for the period is made up as follows:</b>				
-Realised	2,708,375	2,761,051	8,159,445	8,165,803
-Unrealised	-	-	-	-
<b>Earnings per unit (sen)</b>				
- after manager's fees	2.22	2.27	6.70	6.70
- before manager's fees	2.47	2.49	7.44	7.32
<b>Distribution per unit (sen)</b>				
- Interim : Paid	2.20	2.20	4.40	4.40
: Proposed	2.20	2.20	2.20	2.20

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 30.09.2013**

	← Undistributed Income →			Total RM
	Unitholders' Capital RM	Realised RM	Unrealised 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 September 2013</b>				
Net income for the period	-	8,159,445	-	8,159,445
Increase in net assets resulting from operations	-		-	
<b>Unitholders' transactions</b>				
Distributions to unitholders				
- 2012 Final	-	(2,679,622)	-	(2,679,622)
- 2013 Interim		(5,359,244)		(5,359,244)
Decrease in net assets resulting from unitholders' transactions	-	(8,038,866)	-	(8,038,866)
<b>Net assets as at 30 September 2013</b>	119,351,580	3,175,293	28,300,000	150,826,873

**ATRIUM REAL ESTATE INVESTMENT TRUST**  
**CONDENSED STATEMENT OF CHANGES IN NET ASSET VALUE**  
**(UNAUDITED)(cont'd)**  
**For The Period from 01.01.2012 to 30.09.2012**

	← Undistributed Income →			Total RM
	Unitholders' Capital RM	Realised RM	Unrealised 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 September 2012</b>				
Net income for the period	-	8,165,803	-	8,165,803
Increase in net assets resulting from operations	-	8,165,803	-	8,165,803
<b>Unitholders' transactions</b>				
Distributions to unitholders				
- 2011 Final	-	(2,594,361)	-	(2,594,361)
- 2012 Interim		(5,359,244)		(5,359,244)
Decrease in net assets resulting from unitholders' transactions	-	(7,953,605)	-	(7,953,605)
<b>Net assets as at 30 September 2012</b>	<u>119,351,580</u>	<u>3,111,536</u>	<u>14,900,000</u>	<u>137,363,116</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 30.09.2013**

	<b>Current Year to Date 30.09.2013 RM</b>	<b>Preceding Year to Date 30.09.2012 RM</b>
<b><u>Cash Flow From Operating Activities</u></b>		
Income before taxation	8,159,445	8,165,803
Adjustments for:		
Interest income	(301,985)	(301,046)
Interest expense	2,068,206	2,136,986
Operating income before working capital changes	9,925,666	10,001,743
(Increase)/Decrease in trade and other receivables	(349,087)	836,783
Decrease in trade and other payables	(649,815)	(3,278,055)
Cash generated from operating activities	8,926,764	7,560,471
Tax paid	-	-
Net cash generated from operating activities	8,926,764	7,560,471
<b><u>Cash Flow From Investing Activities</u></b>		
Interest income	301,985	301,046
Net cash generated from investing activities	301,985	301,046
<b><u>Cash Flow Form Financing Activities</u></b>		
Interest paid	(2,068,206)	(2,136,986)
Distribution to unitholders	(8,038,866)	(7,953,605)
Net cash used in financing activities	(10,107,072)	(10,090,591)
<b>Net Decrease In Cash And Cash Equivalents</b>	(878,323)	(2,229,074)
<b>Cash And Cash Equivalents At The Beginning Of the Period</b>	13,287,546	15,280,669
<b>Cash And Cash Equivalents At The End Of the Period</b>	12,409,223	13,051,595
<b><u>Cash and cash equivalents</u></b>		
Cash and bank balances	323,108	555,212
Deposits with licensed financial institution	12,086,115	12,496,383
	<u>12,409,223</u>	<u>13,051,595</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 September 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, 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 30 June 2013 on 30 August 2013. Based on the third quarter's result ended 30 September 2013, there will be an interim distribution of 2.20 sen per unit, amounting to RM 2,679,622 to be made on the 29 November 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 September 2013 RM	As at 31 December 2012 RM
<u>Realised</u>		
Distributable undistributed income	3,175,293	3,111,536
<u>Unrealised</u>		
Cumulative net changes arising from the fair value adjustments to the investment properties	28,300,000	28,300,000
	<u>31,475,293</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 income 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 September 2013</b>	<b>Immediate Preceding Quarter As at 30 June 2013</b>
Net asset value (RM)	150,826,873	150,798,120
Units in circulation (units)	121,801,000	121,801,000
Net asset value per unit (RM)	1.2383	1.2381
Market price per unit (RM)	1.30	1.35
Highest traded price per unit during the quarter (RM)	1.39	1.40
Lowest traded price per unit during the quarter (RM)	1.22	1.25

#### **Quarterly Results**

For the quarter ended 30 September 2013, Atrium REIT recorded total income of RM3,759,286 which is 0.46% lower than the last corresponding quarter of RM 3,776,538. Net Income for the quarter of RM 2,708,375 represents a slight decrease of 1.91% compared to RM 2,761,051 achieved in the last corresponding quarter.

The decrease in Net Income is due to an increase in the Property Operating Expenses and Trust Expenses. The Property Operating Expenses increased due to the increase in the sewerage charges for Atrium USJ whilst the Trust Expenses increased as a result of the increase in Manager's Fees and Trustee's Fees. Interest income decreased due to a decrease in deposits with licensed financial institutions.

## **Nine Months Results**

For the nine months financial period ended 30 September 2013, Atrium REIT recorded Total Income of RM 11,329,608 which is 0.96% higher than the corresponding period of RM 11,221,812. Net Income for the period of RM 8,159,445 represents a slight decrease of 0.08% compared to RM 8,165,803 achieved in the last corresponding period.

The increase in Total Income is due mainly to the positive rental reversion in all new tenancies signed/renewed. The increase in Trust Expenses is due to the increase in Manager's fees, Trustee's fees and administrative fees even though finance costs decreased.

### **B4. Comparison with Preceding Quarter**

	<b>Current Quarter 01.07.2013 To 30.09.2013 RM</b>	<b>Preceding Quarter 01.04.2013 To 30.06.2013 RM</b>
Gross revenue	4,118,714	4,118,714
Property expenses	(453,103)	(440,976)
<b>Net property income</b>	<u>3,665,611</u>	<u>3,677,738</u>
Interest income	93,675	93,953
<b>Total income</b>	<u>3,759,286</u>	<u>3,771,691</u>
Trust expenses	(1,050,911)	(1,058,795)
<b>Income before taxation</b>	<u>2,708,375</u>	<u>2,712,896</u>
Taxation	-	-
<b>Net income</b>	<u>2,708,375</u>	<u>2,712,896</u>

Atrium REIT's net income for the quarter ended 30 September 2013 is lower compared to the preceding quarter mainly due to higher property expenses even though there is a slight decrease in the trust expenses. The increase in the property expenses is due to higher sewerage charges for Atrium USJ.

### **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 ("ASA 1")**

The tenancy for ASA 1 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 (“AR”)**

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 hopes to conclude the renewal before the expiry of the tenancy.

#### **Atrium USJ – Block B**

The tenancy for Atrium USJ – Block B will be expiring on 31 December 2013. The Manager is in the midst of negotiation with the existing tenant for the renewal of the tenancy and expects to conclude the renewal before the expiry of the tenancy.

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 September 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 30.09.2013 %</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 September 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 September 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 September 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
	65,000,000	65,000,000

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 4.17% 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 30.09.2013</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	650,800	0.53	846,040
<b>Directors of the Manager:</b>			
Dato' Dr Ir Mohamad Khir Bin Harun	-	-	-
Wong Sui Ee	343,000	0.28	445,900
Tor Peng Sie	100,000	0.08	130,000
How Hu Son	100,000	0.08	130,000
Soong Kwong Heng	55,000	0.05	71,500
Glory Blitz Industries Sdn Bhd	10,024,800	8.23	13,032,240
Sparkle Skyline Sdn Bhd	9,258,900	7.60	12,036,570
Chan Kam Tuck (Note 1)	25,001,100	20.53	32,501,430
Chan Kum Chong	70,000	0.06	91,000

The market value is determined by multiplying the number of units with the closing market price of RM1.30 per unit.

*Note 1 – Unitholding under Chan Kam Tuck is made up of his individual holding of 15,001,100 units and his deemed holding under a trust where he is the beneficiary.*

## **B17. Taxation**

The 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, the 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 30.09.2013 RM</b>	<b>01.01.2012 To 30.09.2012 RM</b>
Current tax expense	-	-
<b>Reconciliation of effective tax expense</b>		
Income before taxation	8,159,445	8,165,803
Income tax using Malaysian tax rate of 25%	2,039,861	2,041,451
Effect of income exempted from tax	(2,039,861)	(2,041,451)
Tax expense	-	-

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

Distributions to unitholders are from the following sources:

	<b>01.01.2013 to 30.09.2013 RM</b>	<b>01.01.2012 to 30.09.2012 RM</b>
Net property income	11,027,623	10,920,766
Interest income	301,985	301,046
Less: Expenses	11,329,608 (3,170,163)	11,221,812 (3,056,009)
Net income	8,159,445	8,165,803
Less : Income distributed	(5,359,244)	(8,038,866)
Less : Proposed interim distribution	(2,679,622)	-
Balance undistributed income	120,579	126,937

#### **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
- Third Interim distribution payable on 29 November 2013 (2012: paid on 30 November 2012)	2.20	2.20

For the financial quarter ended 30 September 2013, the Board of Directors of the Manager has declared an interim income distribution of 2.20 sen per unit to be paid on 29 November 2013 to the unitholders registered in the Record of Depositors on 11 November 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)

#### **B17. 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 September 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 24 October 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: 24 October 2013