

## ATRIUM REAL ESTATE INVESTMENT TRUST

(Established in Malaysia)

(Managed by Atrium REIT Managers Sdn. Bhd. 200501028391 (710526-V))

Minutes of the General Meeting of Unitholders of Atrium Real Estate Investment Trust (“Atrium REIT”) conducted on a virtual basis through live streaming and online remote voting using Remote Participation and Voting (“RPV”) Facilities from the broadcast venue at Tricor Business Centre, Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 27 October 2022 at 11.00 a.m.

Present : Dato’ Dr Ir. Mohamad Khir bin Harun  
[Chairman of the Meeting/Atrium REIT Managers Sdn. Bhd.  
 (“the Manager”)]

Others as per attendance list

By Invitation : Ms. Wong Sui Ee  
Mr. Tor Peng Sie\*  
Mr. Chan Wan Seong  
Mr. Soong Kwong Heng\*  
Mr. Chng Boon Huat  
Ms. Lydia Foong

Directors of the Manager

Absent with : Mr. How Hu Son  
apologies

Mr. Chan Kum Chong - Chief Executive Officer of the  
Manager (“CEO”)

Mr. Mark Lee Hooi Hoong - Chief Financial Officer of the  
Manager (“CFO”)

Ms. Ng Bee Eng - Chief Operations Officer of the  
Manager (“COO”)

In Attendance : Ms. Shirley Fong Seah Lih - Company Secretary

Ms. Thong Kar Mun - Representative of Tricor Corporate  
Services Sdn. Bhd.

\*via video conferencing

### 1. **CHAIRMAN OF MEETING**

Dato’ Dr. Ir Mohamad Khir bin Harun presided as the Chairman of the meeting. On behalf of the Board of the Manager, the Chairman welcomed and thanked the unitholders, authorised representatives, management team and the Board of Directors of the Manager for participating remotely from various locations through live streaming.

The Chairman then introduced his fellow Board members, the CEO, the CFO, the COO and the Company Secretary who were with him at the broadcast venue, and the Board members who were attending the meeting via video conferencing.

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### **MINUTES OF THE GENERAL MEETING OF UNITHOLDERS OF ATRIUM REIT DULY HELD ON 27 OCTOBER 2022**

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#### **2. QUORUM AND NOTICE OF MEETING**

There being no objection, the notice convening the meeting dated 29 September 2022, having been circulated to all the unitholders of Atrium REIT within the statutory period, was taken as read.

Upon confirming a quorum pursuant to Schedule 2 of the Second Restated Deed of Atrium REIT by the Secretary, the Chairman called the meeting to order at 11.00 a.m.

Thereafter, the Chairman informed the meeting that the resolution set out in the Notice of meeting would be voted by poll, which would be conducted electronically via the RPV facility provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("TIIH") in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and that Atrium REIT was required to appoint at least one scrutineer to validate the votes cast at the general meeting.

The Chairman then announced Scrutineer Solutions Sdn. Bhd. as the scrutineer for the poll.

The unitholders were informed that the voting on the resolutions could be done anytime throughout the meeting until the closure of the voting session.

TIIH was invited to explain the remote voting procedures through the RPV facility.

#### **3. ORDINARY RESOLUTION**

##### **PROPOSED SPECIAL ISSUANCE OF UP TO 20,000,000 UNITS IN ATRIUM REIT TO CHAN KAM TUCK, A MAJOR UNITHOLDER OF ATRIUM REIT, AT AN ISSUE PRICE OF RM1.40 PER PLACEMENT UNIT ("PROPOSED SPECIAL ISSUANCE")**

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The meeting continued to consider the Proposed Special Issuance.

The Chairman informed that the full text of the proposed resolution was set out in the notice of meeting and the same was taken as read.

The meeting was informed that Atrium REIT Managers Sdn Bhd, being the Manager of Atrium REIT and its related corporations, namely Glory Blitz Industries Sdn Bhd, Sparkle Skyline Sdn Bhd and Realco Sdn Bhd, would abstain from voting in respect of their unitholdings in Atrium REIT on the Proposed Special Issuance.

And the major unitholder, Mr. Chan Kam Tuck, was deemed interested in the Proposed Special Issuance, by virtue of the specific allotment and issuance of Placement Units to him under the Proposed Special Issuance. As such, he would abstain from voting in respect of his direct and/or indirect unitholdings in Atrium REIT on the Proposed Special Issuance.

In addition, he would also undertake to ensure that all persons connected to him would abstain from voting in respect of their direct and/or indirect interest, if any, on the Proposed Special Issuance.

The Chairman then informed the unitholders or proxies to leave their questions in the query box and the Board would address the questions during the Questions-and-Answers session later.

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#### 4. QUESTIONS & ANSWERS SESSION

The Chairman addressed the question received from the unitholders, which was submitted through TIIH's online platform via the online query box during the meeting. Please refer to **Appendix 1** for details.

#### 5. POLLING AND RESULTS OF POLL

After dealing with all the business on the Agenda, the Chairman announced that the poll administrator and scrutineer were TIIH and Scrutineer Solutions Sdn. Bhd. respectively.

The meeting proceeded to poll voting.

The meeting was adjourned for 20 minutes for the verification of votes.

Upon completion of the verification of votes by poll, the Chairman called the meeting to order and the poll results were announced as follows: -

#### **ORDINARY RESOLUTION – PROPOSED SPECIAL ISSUANCE OF UP TO 20,000,000 UNITS IN ATRIUM REIT (“ATRIUM REIT UNIT(S)” OR “UNIT(S)” (“PLACEMENT UNIT(S)”) TO CHAN KAM TUCK (“CKT”), A MAJOR UNITHOLDER OF ATRIUM REIT, AT AN ISSUE PRICE OF RM1.40 PER PLACEMENT UNIT (“PROPOSED SPECIAL ISSUANCE”)**

<u>Result On Voting By Poll</u>							
<u>Vote For</u>				<u>Vote Against</u>			
<u>No. of Units</u>	<u>%</u>	<u>No. of Proxy/ Unitholders</u>	<u>%</u>	<u>No. of Units</u>	<u>%</u>	<u>No. of Proxy/ Unitholders</u>	<u>%</u>
19,840,644	99.9501	59	85.5072	9,896	0.0499	10	14.4928
<u>Total Votes</u>							
<u>No. of Units</u>	<u>%</u>	<u>No. of Proxy/ Unitholders</u>	<u>%</u>				
19,850,540	100.000	69	100.000				

Based on the poll result, the Chairman declared the following motion carried: -

**“THAT**, subject to the approvals of all relevant authorities and/or parties (if required) being obtained for the Proposed Special Issuance: -

- (i) approval be and is hereby given to Atrium REIT Managers Sdn Bhd (“**Manager**”) to place, and pursuant thereto for the board of directors of the Manager (“**Board**”) to allot and issue up to 20,000,000 Placement Units to CKT, representing up to approximately 8.14% of the total number of issued Atrium REIT Units as at 19 September 2022, at an issue price of RM1.40 per Placement Unit. The actual allocation of the Placement Units pursuant to the Proposed Special Issuance shall be at the Manager's absolute discretion provided that the aggregate number of Placement Units to be issued to CKT shall not exceed 20,000,000 Placement Units;

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- (ii) the Placement Units shall, upon allotment and issuance, rank equally in all respects with the existing Atrium REIT Units, save and except that the holders of the Placement Units will not be entitled to any distribution income, rights, entitlement and/or any other distributions that may be declared, made or paid where the entitlement date precedes the date of allotment and issuance of the Placement Units; and
- (iii) approval and authority be and are given to the Board and Pacific Trustees Berhad (“**Trustee**”) (acting for and on behalf of Atrium REIT) to do all such acts and things as they may consider necessary or expedient in the best interests of Atrium REIT with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Special Issuance.”

**6. CLOSURE**

There being no further business, the meeting closed at 11.39 a.m. with a vote of thanks to the Chair.

Dated: 27 November 2022

**CONFIRMED AS CORRECT RECORD**



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**CHAIRMAN OF THE MEETING**

AW:SF:TKM

Minutes re: General Meeting of Unitholders of Atrium REIT

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**NOTES IN RESPECT OF THE QUESTION-AND-ANSWER SESSION AT THE GENERAL MEETING OF UNITHOLDERS OF ATRIUM REAL ESTATE INVESTMENT TRUST TO BE CONDUCTED ON A VIRTUAL BASIS THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING USING REMOTE PARTICIPATION AND VOTING FACILITIES FROM THE BROADCAST VENUE AT TRICOR BUSINESS CENTRE, MANUKA 2 & 3, UNIT 29-01, LEVEL 29, TOWER A, VERTICAL BUSINESS SUITE, AVENUE 3, BANGSAR SOUTH, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR ON THURSDAY, 27 OCTOBER 2022 AT 11.00 A.M.**

**Live Questions**

Unitholder

Q1: Have all the costs of bank borrowing, placement and special issuance been capitalised and included in the total purchase and construction costs of Atrium Shah Alam 4 (“ASA4”)?

This is to ensure that the final acquisition costs and the rental yield of ASA4 are more accurate and comparable to the other properties.

Mr Chan Kum Chong  
(The Chief Executive  
Officer of the Manager)

A1: The purchase of the property was financed by debts and internal funds and is already taken up in the financial statements. The Asset Enhancement Initiative of ASA4 will be financed by the private placement and special issuance exercises. The costs of the AEI will be capitalised progressively based on the works completed as certified by the consultants.