

ATRIUM REAL ESTATE INVESTMENT TRUST

(Established in Malaysia)

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

Minutes of the Deferred Eighth Annual General Meeting (“AGM”) of Atrium Real Estate Investment Trust (“Atrium REIT”) held entirely through live streaming from the broadcast venue at Tricor Boardroom, Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, on 30 June 2020, Tuesday at 5.00 p.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 Soong Kwong Heng* Mr How Hu Son* Mr Chan Wan Seong* Mr Chng Boon Huat	} Directors of the Manager
	Mr Chan Kum Chong	
	Mr Mark Lee Hooi Hoong	- Chief Financial Officer of the Manager (“CFO”)
In Attendance	: Ms Shirley Fong Seah Lih	- Company Secretary
	Ms Thong Kar Mun*	- Representatives 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 thanked and welcomed 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 the fellow Board members, CEO, CFO and the Company Secretary who were with him at the broadcast venue and the Board who were attending the meeting via video conferencing.

2. QUORUM AND NOTICE OF MEETING

There being no objection, the notice convening the meeting dated 1 June 2020, having been circulated to all the unitholders of Atrium REIT within the statutory period, was taken as read.

Upon confirming the presence of 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 5.00 p.m.

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Thereafter, the Chairman informed the meeting that the resolution set out in the Notice of meeting would be voted by poll, which was conducted electronically via the remote participation and voting (“RPV”) facility provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“TIH”) 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 declared Asia Securities Sdn. Berhad as the scrutineer for the poll.

The meeting was further informed that Ordinary Resolution 1 tabled at the meeting required a simple majority of more than 50% votes from the unitholders present in person or by proxies and voting at the meeting.

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

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

3. AUDITED FINANCIAL STATEMENTS OF ATRIUM REIT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 TOGETHER WITH THE TRUSTEE’S REPORT ISSUED BY PACIFIC TRUSTEES BERHAD, AS TRUSTEE OF ATRIUM REIT AND THE MANAGER’S REPORT ISSUED BY ATRIUM REIT MANAGERS SDN. BHD., AS THE MANAGER OF ATRIUM REIT AND THE AUDITORS’ REPORT THEREON

The Audited Financial Statements of Atrium REIT for the financial year ended 31 December 2019 together with the Trustee’s Report issued by Pacific Trustees Berhad, as Trustee of Atrium REIT, and the Manager’s Report issued by the Manager and the Auditors’ Report thereon (“Audited Financial Statements”), which were dispatched to all the unitholders of Atrium REIT on 28 February 2020, were tabled for discussion.

It was noted that pursuant to the provision under the Guidelines on Listed Real Estate Investment Trust issued by the Securities Commission Malaysia, this agenda item did not require approval from the unitholders of Atrium REIT.

4. ORDINARY RESOLUTION 1 (SPECIAL BUSINESS) AUTHORITY TO ISSUE AND ALLOT NEW UNITS OF UP TO 20% OF ITS TOTAL NUMBER OF UNITS ISSUED OF ATRIUM REIT

The meeting continued to consider the special business in respect of the unitholders’ mandate to issue and allot new units of up to 20% of its total number of units issued of Atrium REIT.

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

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The Chairman further informed the meeting that the passing of the proposed resolution pertaining to the unitholders' mandate to issue and allot new units of up to 20% of its total number of units issued of Atrium REIT would provide flexibility to the Manager to issue and allot new units to raise funds to finance future investments, acquisitions, capital expenditure and/or to refinance existing debt as well as for working capital purposes, subject to the relevant laws and regulations, without the need of convening a separate general meeting to obtain unitholders' approval, which will incur additional cost and cause further delays.

The authority shall, unless revoked or varied by the unitholders at a unitholders' meeting, expire at the conclusion of the next Annual General Meeting of Atrium REIT.

5. QUESTIONS & ANSWERS SESSION

The Chairman addressed the questions received from the unitholders, which were submitted through TIIH's online platform prior to the AGM and those received via the online query box during the AGM.

6. POLLING AND RESULTS OF POLL

After dealing with all the businesses on the Agenda, the Chairman announced that the poll administrator and scrutineer were TIIH and Asia Securities Sdn. Berhad respectively.

The meeting proceeded to poll voting.

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

Upon completion of the counting of votes by poll, the Chairman called the meeting to order and the representative of Asia Securities Sdn. Berhad announced the poll results as follows:-

ORDINARY RESOLUTION 1 – AUTHORITY TO ISSUE AND ALLOT NEW UNITS OF UP TO 20% OF ITS TOTAL NUMBER OF UNITS ISSUED OF ATRIUM REIT

<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>
36,704,874	99.606	26	76.471	145,340	0.394	8	23.529
<u>Total Votes</u>							
<u>No. of Units</u>	<u>%</u>	<u>No. of Proxy/ Unitholders</u>	<u>%</u>				
36,850,214	100.000	34	100.000				

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

“THAT pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and subject to the approvals from all relevant regulatory authorities and/or parties, where required, the Directors of Atrium REIT Managers Sdn. Bhd., the Manager of Atrium REIT (“the Manager”), be and are hereby authorised to issue and allot new units in Atrium REIT (“New Units”) from time to time to such persons and for such purposes as the Directors of the Manager may in their absolute discretion deem fit and in the best interest of Atrium REIT, provided that the aggregate number of New Units to be issued pursuant to this resolution, when aggregated with the number of units in Atrium REIT issued during the preceding 12 months, does not exceed 20% of its total number of units issued of Atrium REIT for the time being (“Proposed Mandate”).

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the unitholders at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next Annual General Meeting of the unitholders is required by law to be held; or
- (iii) revoked or varied by resolution passed by the unitholders in a unitholders’ meeting, whichever is the earlier.

THAT the New Units to be issued pursuant to the Proposed Mandate shall, upon issuance and allotment, rank *pari passu* in all respects with the existing units of Atrium REIT, except that the New Units will not be entitled to any income distribution, right, benefit, entitlement and/or any other distributions that may be declared prior to the date of allotment of such New Units.

THAT the Directors of the Manager and Pacific Trustees Berhad (“the Trustee”), acting for and on behalf of Atrium REIT, be and are hereby authorised to give effect to the Proposed Mandate with full powers to assent to any condition, modification, variation and/or amendment as they may deem fit in the best interest of Atrium REIT and/or as may be imposed by the relevant authorities.

AND THAT the Directors of the Manager and the Trustee, acting for and on behalf of Atrium REIT, be and are hereby authorised to take all necessary steps and do all such acts, deeds and things as they may deem necessary or expedient to implement, finalise and to give full effect to the Proposed Mandate.”

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DULY HELD ON 30 JUNE 2020**

7. CLOSURE

There being no further business, the meeting closed at 5.48 p.m. with a vote of thanks to the Chair.