PARAGON UNION BERHAD

Company No. 199401000779 (286457-V) (Incorporated in Malaysia)

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE SECOND QUARTER ENDED 30 JUNE 2021

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(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE SECOND QUARTER ENDED 30 JUNE 2021

	Individua Unau		Cumulative Quarter Unaudited		
	Current Period	Preceding Corresponding		Preceding Period To Date	
	Quarter	Period Quarter			
	30/06/2021 RM'000	30/06/2020 RM'000	30/06/2021 RM'000	30/06/2020 RM'000	
Revenue	9,279	5,501	19,802	14,074	
Cost of Sales	(7,868)	(4,971)	(17,024)	(12,996)	
Gross Profit	1,411	530	2,778	1,078	
Operating expenses	(2,131)	(2,143)	(5,789)	(4,855)	
Other incomes	12	243	106	245	
Loss from operations	(708)	(1,370)	(2,905)	(3,532)	
Finance costs	(364)	(395)	(648)	(644)	
Loss before Taxation	(1,072)	(1,765)	(3,553)	(4,176)	
Taxation	21	(4)	12	(30)	
Loss/ total comprehensive expenses for the year	(1,051)	(1,769)	(3,541)	(4,206)	
Loss/total comprehensive expenses attributable to:					
Owners of the Company Non-controlling interest	(1,051)	(1,769)	(3,541)	(4,206)	
	(1,051)	(1,769)	(3,541)	(4,206)	
Loss per share (sen)					
- Basic and Diluted	(1.52)	(2.73)	(5.12)	(6.50)	

(The Condensed Consolidated Statement of Profit or loss and other Comprehensive Income should be read in conjunction with the audited Annual Financial Statement for the year ended 31 December 2020 and the accompanying explanatory notes attached to the interim financial statements)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2021

AS AT 30 JUNE 2021		
	(Unaudited) As at end of Current Quarter	(Audited) As at preceding Financial Year Ended
	30/06/2021 RM'000	31/12/2020 RM'000
ASSETS		
Non-Current Assets		
Property, Plant and Equipment	37,385 37,385	38,061 38,061
Current Assets	37,303	30,001
Inventories	24,226	22,503
Trade and Other Receivables	6,396	7,627
Tax recoverable	-	395
Cash and Bank balances	1,549	1,720
	32,171	32,245
TOTAL ASSETS	69,556	70,306
EQUITY AND LIABILITIES		
Capital and reserves		
Share Capital	67,437	69,147
Executives' Share Scheme Reserve	-	194
Merger Reserves, non-distributable	(4,618)	(4,618)
Treasury Shares, at cost Accumulated Losses	(678) (27,957)	(3,042)
		(24,416)
Equity attributable to equity holders of the company	34,184	37,265
Non-controlling interests	12	12
Total Equity	34,196	37,277
Non-Current Liabilities		
Deferred Tax Liabilities	121	133
Lease Liabilities	634	1,003
Bank Borrowings	11,193	11,704
	11,948	12,840
Current Liabilities		
Trade and Other Payables	11,972	9,626
Lease Liabilities	831	942
Bank Borrowings Tax Payables	10,609	9,621
•	23,412	20,189
TOTAL LIABILITIES	35,360	33,029
TOTAL EQUITY AND LIABILITIES	69,556	70,306
Net Assets Per Share (RM)	0.49	0.56

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited Annual Financial Statement for the year ended 31 December 2020 and the accompanying explanatory notes attached to the interim financial statements)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SECOND QUARTER ENDED 30 JUNE 2021 (UNAUDITED)

		Att	ributable to Owners of the Company		\longrightarrow			
				Non Distributabl	е			
	Share	Merger	Treasury	Executives' Share Scheme	Accumulated		Non- Controlling	Total
	Capital	Reserve	Shares	('ESS')	Losses	Total	Interest	Equity
	Capital	11000170	Gilares	Reserves	200000	. Otal	intoroot	Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance as at 1 January 2021	69,147	(4,618)	(3,042)	194	(24,416)	37,265	12	37,277
Share-based payment under ESS	-	-	-	460	-	460	-	460
Vesting of ESS	(1,710)	-	2,364	(654)	-	-	-	-
Loss/total comprehensive loss for the financial year	-	-	-	-	(3,541)	(3,541)	-	(3,541)
Balance as at 30 June 2021	67,437	(4,618)	(678)	-	(27,957)	34,184	12	34,196
Balance as at 1 January 2020	70,000	(4,618)	(4,221)	-	(18,680)	42,481	(33)	42,448
Share-based payment under ESS	-	-	-	520	-	520	-	520
Vesting of ESS	(853)	-	1,179	(326)	-	-	-	-
(Loss)/profit/total comprehensive (loss)/income for the financial year	-	-	-	-	(5,736)	(5,736)	45	(5,691)
Balance as at 31 December 2020	69,147	(4,618)	(3,042)	194	(24,416)	37,265	12	37,277
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(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SECOND QUARTER ENDED 30 JUNE 2021

	(Unaudited) 6 Months Current Period to date 30/6/2021 RM'000	(Unaudited) 6 Months Preceding Period to date 30/6/2020 RM'000
Cash flows from operating activities		
Loss before taxation	(3,553)	(4,176)
Adjustments for:	, ,	, ,
Depreciation of property, plant and equipment	1,063	1,163
Impairment loss on trade receivables	_	-
Interest expenses	648	544
Share-based payment under ESS	460	-
Operating loss before working capital changes	(1,382)	(2,469)
Changes in working capital:		
Inventories	(1,723)	(2,939)
Trade & other receivables	1,231	4,796
Trade & other payables	2,346	1,573
Cash generated from operations	472	961
Interest paid	(648)	(544)
Net cash (used in)/generated from operating activities	(176)	417
Cash flows from investing activities		
Purchase of property, plant & equipment	(387)	(1,860)
Net cash used in investing activities	(387)	(1,860)
Cash flows from financing activities		
Repayment of term loans	_	(1,288)
Addition of banker's acceptance	457	527
Addition/(repayment) of usance letter of credit	1,183	(218)
(Repayment)/addition of lease liabilities	(480)	1,266
Net increase in fixed deposit pledged	(727)	(700)
Net cash generated from/(used in) financing activities	433	(413)
Net changes in cash and cash equivalents	(130)	(1,856)
Cash and cash equivalent at beginning of period	(5,448)	(2,598)
Cash and cash equivalent at end of period	(5,578)	(4,454)
	(2)2	
Cash and cash equivalents comprise the following:		
Cash and bank balances	1,549	828
Bank overdraft	(6,400)	(4,582)
Fixed deposits with licensed bank	(727)	(700)
Cash and cash equivalents at end of the period	(5,578)	(4,454)

NOTES TO THE INTERIM FINANCIAL STATEMENTS

Selected Explanatory Notes:

- Part A Explanatory Notes Pursuant to MFRS 134 (Interim Financial Reporting)
- Part B Explanatory Notes Pursuant to Appendix 9B of the Listing Requirement of Bursa Malaysia Securities Berhad

Part A - Explanatory Notes Pursuant to MFRS134

A1. Basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standard ("MFRS") 134: "Interim Financial Reporting", paragraph 9.22 and Part A of Appendix 9B of the Main Market Listing Requirements ("Main LR") Bursa Malaysia Securities Berhad ("Bursa Securities").

The interim financial statements should be read in conjunction with the Group's audited Financial Statements for the financial year ended 31 December 2020. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2020.

A2. Accounting policies

The significant accounting policies and methods of computation applied in the unaudited interim financial statements are consistent with those adopted in the most recent audited annual financial statements for the financial year ended 31 December 2020. The adoption of the following Malaysian Financial Reporting Standards ("MFRSs") and amendments to accounting standards that are effective for the Group and the Company's financial year beginning on or after 1 January 2020 are as follows:-

- Amendments to References to the Conceptual Framework in MFRS Standards:
 - Amendments to MFRS2, "Share Based Payments"
 - Amendments to MFRS 3, "Business Combinations"
 - Amendments to MFRS 6, "Exploration for and Evaluation of Mineral Resources"
 - Amendments to MFRS 14, "Regulatory Deferral Accounts"
 - Amendments to MFRS 101, "Presentation of Financial Statements"
 - Amendments to MFRS 108, "Accounting Policies, Changes in Accounting Estimates and Errors"
 - Amendments to MFRS 134, "Interim Financial Reporting"
 - Amendments to MFRS 137, "Provisions, Contingent Liabilities and Contingent Assets"
 - Amendments to MFRS 138, "Intangible Assets"
 - Amendments to IC Interpretation 12, "Service Concession Arrangements"
 - Amendments to IC Interpretation 19, "Extinguishing Financial Liabilities with Equity Instruments"

- Amendments to IC Interpretation 20, "Stripping Costs in the Production Phase of a Surface Mine"
- Amendments to IC Interpretation 22, "Foreign Currency Transactions and Advance Considerations"
- Amendments to IC Interpretation 132, "Intangible Assets-Web Site Costs"
- Amendments to MFRS 3, "Business Combinations" (Definition of a Business)
 - Amendments to MFRS Standards arising from Definition of Material:
 - Amendments to MFRS 101, "Presentation of Financial Statements"
 - Amendments to MFRS 108, "Accounting Policies, Changes in Accounting Accounting Estimates and Errors"
- Amendments to MFRS Standards arising from Interest Rate Benchmark Reform:
 - Amendments to MFRS 7, "Financial Instruments Disclosures"
 - Amendments to MFRS 9, "Financial Instruments"
 - Amendments to MFRS 139, "Financial Instruments: Recognition and Measurement"

Annual periods beginning on/after 1 January 2021

- Amendments to MFRS Standards arising from Interest Rate Benchmark Reform Phase 2:
 - Amendments to MFRS 4, "Insurance Contracts"
 - Amendments to MFRS 7, "Financial Instruments: Disclosures"
 - Amendments to MFRS 9, "Financial Instruments"
 - Amendments to MFRS 16, "Leases"
 - Amendments to MFRS 139, "Financial Instruments: Recognition and Measurement"

Annual periods beginning on/after 1 January 2022

- Amendments to MFRS 3, "Business Combinations" (Reference to the Conceptual Framework)
- Amendments to MFRS 116, "Property, Plant and Equipment" (Proceeds before Intended Use)
- Amendments to MFRS 137, "Provision, Contingent Liabilities and Contingent Assets" (Onerous Contracts Cost of Fulfilling a Contract)
- Annual Improvement to MFRS Standards 2018 2020:
 - Amendments to MFRS 101, "First-time Adoption of Malaysian Financial Reporting Standards"
 - Amendments to MFRS 9, "Financial Instruments"
 - Amendments to Illustrative Examples accompanying MFRS 16, "Leases"
 - Amendments to MFRS 141, "Agriculture"

Annual periods beginning on/after 1 January 2023

- MFRS 17, "Insurance Contracts"
- Amendments to MFRS 17, "Insurance Contracts"
- Amendments to MFRS 101, "Presentation of Financial Statements" (Classification of Liabilities as Current or Non-current)

Effective date yet to be determined by the Malaysian Accounting Standards Board

• Amendments to MFRS 10 and MFRS 128, "Sales or Contribution of Assets between an Investor and its Associate or Joint Venture"

A3. Qualification of Annual Financial Statements

There has not been any qualification made by the auditors on the annual financial statements of the Group for the financial year ended 31 December 2020.

A4. Seasonal or cyclical factors

The Group's business operation results were not materially affected by any seasonal or cyclical factors during the current quarter under review and financial period to date.

A5. Unusual items due to their nature, size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows of the Group during the current quarter under review and financial period to date save and except for:

- (i) The Covid-19 Pandemic; the nationwide MCO; EMCO & FMCO imposed; and
- (ii) The Company had on 22 January 2021 received the Notice of Unconditional Mandatory Take-Over Offer from Hong Leong Investment Bank Berhad on behalf of AKK Capital Sdn Bhd ('Offeror'), notifying that on even date, Offeror had entered into an unconditional Share Sale Agreements to acquire a total of 39,979,794 ordinary shares in Paragon Union Berhad ("PUB Shares"), representing approximately 60.41% equity interest in Paragon Union Berhad from Asia Avenue Sdn Bhd, Tan Choon Hock, Kong Say Thor, Lee Poh Ting and Lee Poh Yee, for a total cash consideration of RM21,988,886.70 or RM0.55 per PUB Share via direct business transaction ("Share Acquisition"). The Shares Acquisition has dealth and completed on 25 January 2021.

Following the Shares Acquisition, the resultant collective shareholding of the Offeror and the Ultimate Offeror namely Mr. Koon Hoi Chun will be 60.41%. Accordingly, pursuant to Section 218(2) of the Capital Markets and Services Act 2007 ("CMSA") and Paragraph 4.01(a) of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia ("SC") ("Rules"), the Offeror and the Ultimate Offeror is obliged to

extend an Unconditional Mandatory Take-Over Offer to acquire all the remaining shares (excluding the treasury shares) which are not already held by the Offeror and the Ultimate Offeror ("Holders") ("Offer Shares") for a cash offer price of RM0.55 per Offer Shares("Offer").

On 26 January 2021, the Board announced that it does not intend to seek an alternative person to make a take-over offer for the Offer Shares and that Malacca Securities Sdn Bhd has been appointed to act as the Independent Adviser to advise the Board and the Holders, and to provide its comments, opinion, information and recommendation on the Offer. Malacca Securities Sdn Bhd had on 27 January 2021, declared to the SC its independence from any conflict of interest or potential conflict of interest to act as the Independent Adviser in relation to the Offer.

On 15 February 2021, Offer Documents has been circulated out to the Holders by Offeror to acquire the Offer Shares for a cash offer price of RM0.55 per Offer Shares.

On 25 February 2021, Independent Advice Circular ("IAC") has circulated out to the Holders with the relevant information on the Offer and the Directors' view and recommendation on the Offer together with the recommendation of Independent Adviser. IAC state as Not Fair & Not Reasonable and recommend Holders to reject the Offer.

The Acquisitions completed on 08 March 2021.

A6. Material changes in estimates

There was no material changes in estimates of amounts reported in the previous financial years which have a material impact in the current quarter under review.

A7. Issuances, cancellation, repurchase, resale and repayment of debts and equity

The Company had utilized part of its existing treasury shares for the Employees' Share Scheme ("ESS") and has granted and vested 4,449,960 units of treasury shares at a reference price of RM 0.22 per share ("Scheme Shares") of which 1,480,600 units of the Scheme Shares have vested on 31 July 2020 and the remaining 2,969,360 units of the Scheme Shares have vested on 15 February 2021 to the eligible staffs during the financial period.

On 23 August 2021, The Company announced the Proposed Private Placement of up to 20% of the total number of issued shares of PUB ("**PUB Shares**" or "**shares**") (excluding treasury shares) in accordance with a general mandate pursuant to Section 75 and Section 76 of the Companies Act 2016 ("Act") of which shareholders' approval has been obtained during Annual General Meeting held on 31 May 2021.

The size of the Proposed Private Placement is up to 13,829,652 new PUB Shares. The Proposed Private Placement is expected to raise gross proceeds of up to approximately RM 16.62 million, and its shall be utilized to improve the immediate

financial condition of the Group caused by unprecedented outbreak of the Covid-19 Pandemic which had adversely affected the sales, operating cost and financial performance of the Group.

Baring any unforeseen circumstances, the Board expects the whole Proposed Private Placement to be completed by the fourth quarter 2021.

1st tranche of the Proposed Private Placement of 7,280,000 new PUB Shares with issue price fixed at RM 1.2453 has been completed on 20 September 2021 which generated a gross proceed of RM 9,065,784. The fund shall be utilized for expenses on Proposed Private Placement; repayment of bank overdrafts and working capital.

A8. Dividends paid

There was no dividend paid during the current quarter under review and financial period to date.

A9. Segment Information

Segmental information in respect of the Group's business segments is as follows:-

	Automotive		Automotive Commercial		Commercial		Consoli	dated
	30 June	30 June	30 June	30 June	30 June	30 June		
	2021	2020	2021	2020	2021	2020		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000		
Revenue from								
external	15,882	11,915	3,920	2,159	19,802	14,074		
customers								
Segment	(1,011)	(1,402)	(468)	(1,725)	(1,479)	(3,127)		
results	(1,011)	(1,402)	(+00)	(1,723)	(1,479)	(3,127)		
Unallocated					(2,074)	(1,049)		
income/(expense)					(2,074)	(1,049)		
Consolidated								
(Loss)/profit					(2.552)	(4,176)		
before					(3,553)	(4,170)		
taxation								

A10. Valuation of property, plant & equipment

The property, plant and equipment of the Group are stated at cost less accumulated depreciation and accumulated impairment losses. There were no revaluation of property, plant and equipment for the current quarter and financial year ended 31 December 2020.

A11. Subsequent material events

Save and except for Part A7 as mentioned; there were no material events subsequent to the end of the current quarter under review.

A12. Changes in the composition of the Group

In view of the receipt of Notice of Unconditional Mandatory Take-Over Offer dated 22 January 2021; details as mentioned in Part A5, Asia Avenue Sdn Bhd ceased to be Paragon Union Berhad's holding company in place of AKK Capital Sdn Bhd.

A13. Changes in contingent assets or contingent liabilities

There were no material changes to the contingent assets or contingent liabilities disclosed since the last annual financial report for the financial year ended 31 December 2020 up to the date of issue of this quarterly report.

Part B – Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B1. Review of performance

Group Performance

Description			Increase/(D	ecrease)
	Current Period to date 30/06/2021 RM'000	Preceding Period To date 30/06/2020 RM'000	RM'000	%
Revenue	19,802	14,074	5,728	40.70
Loss before tax	(3,533)	(4,176)		

The Group recorded a revenue of RM 19.802 million for the current period as compared to RM 14.074 million in the previous corresponding period, representing improved of RM 5.728 million. This is mainly due to increase of sales in both Automotive and Commercial Sectors as overall economic activities registered an improvement since beginning of Q1'21 till May'21. However, sales activities slowed down following the re-imposition of FMCO in Jun'21.

B2. Comparison with preceding quarter's result

Group Performance

				Decrease)
Description	Current Quarter 30/06/2021 RM'000	Immediate Preceding Quarter 31/03/2021 RM'000	RM'000	%
Revenue	9,279	10.523	(1,244)	(11.82)
Loss before tax	(1,072)	(2,481)		

The Group revenue has decreased by RM 1.244 million due to decreased in sales performance for Automotive Sector in the quarter caused by re-imposition of FMCO in Jun'21 with minimum sales but essential cost remain in place.

The Group registered a loss before tax of RM 1.072 million compared with immediate preceding quarter loss of RM 2.481 million mainly due to recognition of one-off expenses incurred on Unconditional Mandatory Take-Over Offer and Employee Share Scheme in the immediate preceding quarter.

B3. Current Year Prospects

Generally, overall market would likely be experiencing a cautious attitude as 2021 is widely acknowledge as a year of full of challengers and uncertainty. However the Group remain optimistic on overall markets.

Going forward, the Group anticipate that revenue in both sectors will recovered at a slower but steady pace.

B4. Explanatory notes on variances with profit forecasts or profit guarantee

Not applicable as the Group did not make any profit forecast for the current financial period in any public document.

B5. Taxation

There was no provision for taxation for the current guarter under review.

B6. Corporate proposals

As of 30 June 2021, there was no corporate proposal announced, save and except for Part A5 & A7 as mentioned.

B7. Loss before taxation

Loss before taxation is derived after (crediting)/ or charging:

	Current Period	Current Period	
Description	Quarter	To-Date	
	30 June 2021	30 June 2021	
	RM'000	RM'000	
Other Incomes	(12)	(106)	
Interest expenses	364	648	
Depreciation of property, plant & equipment	299	1,063	

B8. Details of treasury shares

The Company had utilized its existing treasury shares for the Establishment of Employees' Share Scheme ("ESS") of up to 5,301,700 Ordinary Shares in the Company.

The Company has granted and vested 4,449,960 units of treasury shares at a reference price of RM 0.22 per share to the eligible staffs and as at 31 March 2021, the number of treasury shares held by the company is 851,740 units.

B9. Group borrowings

The total group borrowings as at 30 June 2021 were as follows:

	As at	As at
	30 June	30 June
	2021	2020
	RM'000	RM'000
Short Term (current)		
Secured: Bills payable	2,999	1,357
Bank Overdrafts	6,400	4,582
Term Loan	1,210	837
Sub-Total	10,609	6,776
Long Term (non-current)		
Secured: Term Loan	11,193	11,408
Total	21,802	18,184

B10. Changes in material litigation

There was no material litigation for the current quarter under review.

B11. Dividends payable

The Board does not recommend any dividend in the current quarter and financial year to date.

B12. Loss per share

The basic loss per share ("LPS") is derived by dividing the loss after taxation and loss attributable to owner of the Company by weighted average number of 69,148,260 (preceding year to date 31 December 2020 : 66,178,900) ordinary shares of the Company in issue during the financial period under review, excluding treasury shares of 851,740 (preceding year to date 31 December 2020 : 3,821,100) units held by the Company:-

	Individua	l Quarter	Cumulative Period	
	Current	Preceding	Current	Preceding
	Period	Period	Year	Year To-
	Quarter	Quarter	To-Date	Date
	30 June	30 June	30 June	30 June
	2021	2020	2021	2020
i)Earnings				
Loss attributable to owner of the company (RM'000)	(1,051)	(1,769)	(3,541)	(4,206)
ii)Weighted average number of	fordinary sh	ares		
Weighted average number of shares in issue ('000)	69,148	64,698	69,148	64,698
Basic loss per share (sen)	(1.52)	(2.73)	(5.12)	(6.50)

The diluted loss per share is not disclosed as the Group does not have any dilutive potential ordinary shares.

B13. Authorisation for Issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 29th September 2021.