



UNI WALL APS HOLDINGS BERHAD

(Company No. 1269520-X)

(Incorporated in Malaysia)

**FINANCIAL STATEMENTS FOR THE HALF-YEAR
ENDED 31 DECEMBER 2018**

CHARACTERISTICS OF THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES")

THE LEAP MARKET HAS BEEN POSITIONED AS A MARKET DESIGNED TO ACCOMMODATE CORPORATIONS TO WHICH A HIGHER INVESTMENT RISK MAY BE ATTACHED THAN OTHER CORPORATIONS LISTED ON THE ACE MARKET OR MAIN MARKET OF BURSA SECURITIES. IT IS A QUALIFIED MARKET WHICH IS MEANT MAINLY FOR SOPHISTICATED INVESTORS ONLY. ONLY EXISTING SECURITIES HOLDERS AND SOPHISTICATED INVESTORS ARE ALLOWED TO PARTICIPATE IN CORPORATE EXERCISES UNDERTAKEN BY UNI WALL APS HOLDINGS BERHAD ("UNI WALL" OR THE "COMPANY"). SOPHISTICATED INVESTORS SHOULD BE AWARE OF THE POTENTIAL RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER DUE AND CAREFUL CONSIDERATION.

UNI WALL APS HOLDINGS BERHAD
(Company No. 1269520-X)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2018⁽¹⁾

	As at 31.12.2018 Unaudited RM'000	As at 31.12.2017 Audited RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	13,770	13,112
Deferred tax asset	13	-
Total non-current assets	13,783	13,112
Current assets		
Trade receivables	5,741	3,302
Other receivables	1,225	527
Amount due from contract customers	7,813	-
Fixed deposit with licensed banks	1,916	1,610
Cash and bank balances	289	12
Total current assets	16,984	5,451
Total assets	30,767	18,563
LIABILITIES AND EQUITY		
Capital and reserves		
Share capital	8,000	1,000
Merger reserves	(6,000)	-
Retained earnings	11,405	6,483
Total equity	13,405	7,483
Non-current liabilities		
Finance lease liabilities	478	226
Bank borrowings	1,875	-
Deferred tax liabilities	-	11
Total non-current liabilities	2,353	237
Current liabilities		
Amount due to contract customers	-	2,088
Trade payables	3,767	116
Other payables	1,359	279
Amount due to Directors	3,975	4,536
Finance lease liabilities	290	189
Bank borrowings	2,287	1,361
Tax payable	3,331	2,274
Total current liabilities	15,009	10,843
Total liabilities and equity	30,767	18,563
Net assets per share (RM)⁽²⁾	0.04	0.02

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Notes:

- (1) The basis of preparation of the Unaudited Condensed Consolidated Statements of Financial Position are detailed in Note A1 and should be read in conjunction with the Audited Combined Financial Statements as disclosed in the Information Memorandum of the Company dated 26 November 2018 and the accompanying explanatory notes attached to this interim financial report.*
- (2) Net assets per share is calculated based on the Company's number of issued ordinary shares prior to the Excluded Issue (as defined in Note A8) of 320,000,002.*

UNI WALL APS HOLDINGS BERHAD
(Company No. 1269520-X)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018⁽¹⁾

	Individual 6 months ended		Cumulative 12 months ended	
	31.12.2018	31.12.2017	31.12.2018	31.12.2017
	RM'000	RM'000	RM'000	RM'000
Revenue	12,653	6,033	17,311	9,359
Cost of sales	(5,518)	(421)	(7,402)	(1,211)
Gross profit	7,135	5,612	9,909	8,148
Other income	20	56	46	112
Administrative expenses	(1,287)	(938)	(2,432)	(2,201)
Finance costs	(144)	(63)	(379)	(120)
Profit before taxation	5,724	4,667	7,144	5,939
Taxation	(1,704)	(1,978)	(2,059)	(2,296)
Profit for the financial period/year, representing total comprehensive income for the financial period/year	4,020	2,689	5,085	3,643
Earnings per ordinary share ("EPS") (sen):				
- Basic and diluted ⁽²⁾	1.3	0.8	1.6	1.1

Notes:

- (1) *The basis of preparation of the Unaudited Condensed Consolidated Statements of Profit or Loss and Other Comprehensive Income are detailed in Note A1 and should be read in conjunction with the Audited Combined Financial Statements as disclosed in the Information Memorandum of the Company dated 26 November 2018 and the accompanying explanatory notes attached to this interim financial report.*
- (2) *Basic earnings per share are calculated based on the assumption that 320,000,002 Uni Wall shares were issued at the beginning of the financial periods.*

UNI WALL APS HOLDINGS BERHAD
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UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018⁽¹⁾

	← Non-distributable →		Distributable	
	Share capital	Merger reserve	Retained earnings	Total
	RM'000	RM'000	RM'000	RM'000
At 1 January 2017	800	-	5,740	6,540
Profit for the financial year, representing total comprehensive profit for the financial year	-	-	3,643	3,643
Transactions with owners:				
Issuance of ordinary shares	200	-	-	200
Dividends to owners of the company	-	-	(2,900)	(2,900)
Total transactions with owners	200	-	(2,900)	(2,700)
At 31 December 2017	1,000	-	6,483	7,483
At 1 January 2018	1,000	-	6,483	7,483
Profit for the financial year, representing total comprehensive profit for the financial year	-	-	5,085	5,085
Transactions with owners:				
Issuance of ordinary shares	1,000	-	-	1,000
Dividends to owners of the Company	-	-	(163)	(163)
Merger reserve arising from restructuring before listing	6,000	(6,000)	-	-
Total transactions with owners	7,000	(6,000)	(163)	837
At 31 December 2018	8,000	(6,000)	11,405	13,405

Note:

- (1) *The basis of preparation of the Unaudited Condensed Consolidated Statements of Changes in Equity are detailed in Note A1 and should be read in conjunction with the Audited Combined Financial Statements as disclosed in the Information Memorandum of the Company dated 26 November 2018 and the accompanying explanatory notes attached to this interim financial report.*

UNI WALL APS HOLDINGS BERHAD
(Company No. 1269520-X)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

	12 months ended	
	31.12.2018	31.12.2017
	RM'000	RM'000
Cash Flows From operating activities		
Profit before taxation	7,144	5,939
Adjustments for:		
Bad debts written off	-	27
Deposits written off	-	32
Depreciation of property, plant and equipment	1,168	793
Depreciation of investment properties	-	1
Interest expense	272	117
Interest income	(46)	(75)
Loss on disposal of property, plant and equipment	110	98
Operating profit before working capital changes	8,648	6,932
Changes in working capital		
Trade receivables	(2,439)	460
Other receivables	(698)	(230)
Amount due from/to Directors	(561)	8,245
Amount due from/to contract customers	(9,901)	(9,128)
Trade payables	3,651	1
Other payables	1,080	224
Cash (used in)/from operations	(220)	6,504
Tax paid	(1,025)	(275)
Interest paid	(272)	(117)
Net cash (used in)/from operating activities	(1,517)	6,112
Cash Flows From Investing activities		
Purchases of property, plant and equipment	(1,825)	(5,435)
Proceeds from disposal of property, plant and equipment	297	76
Interest received	46	75
(Decrease)/increase in pledged fixed deposits	(306)	968
Net cash used in investing activities	(1,788)	(4,316)
Cash Flows From Financing activities		
Dividend paid	(163)	(2,900)
Proceeds from issuance of ordinary shares	1,000	200
Repayment of finance lease liabilities	(57)	(296)
Drawdown of term loan	2,500	-
Repayment of term loan	(268)	(2)
Net cash from/(used in) financing activities	3,012	(2,998)

UNI WALL APS HOLDINGS BERHAD
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UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 (CONT'D)

	12 months ended	
	31.12.2018	31.12.2017
	RM'000	RM'000
Net decrease in cash and cash equivalents	(293)	(1,202)
Cash and cash equivalents at beginning of the financial year	(1,348)	(146)
Cash and cash equivalents at end of the financial year	(1,641)	(1,348)
Cash and cash equivalent at the end of the financial year comprises:		
Cash and bank balances	289	12
Fixed deposits with licensed banks	1,916	1,610
Bank overdrafts	(1,930)	(1,360)
	275	262
Less: Pledged fixed deposits with licensed banks	(1,916)	(1,610)
	(1,641)	(1,348)

Note:

- (1) *The basis of preparation of the Unaudited Condensed Consolidated Statements of Cash Flows are detailed in Note A1 and should be read in conjunction with the Audited Combined Financial Statements as disclosed in the Information Memorandum of the Company dated 26 November 2018 and the accompanying explanatory notes attached to this interim financial report.*

UNI WALL APS HOLDINGS BERHAD

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A EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

A1. BASIS OF PREPARATION

Uni Wall was incorporated in Malaysia on 23 February 2018 under the Companies Act 2016 as a public company with an issued share capital of RM2.00 comprising 2 ordinary shares under its present name.

On 12 June 2018, there was a capital restructuring whereby Uni Wall obtained full control of Uni Wall Architectural Products & Services Sdn Bhd ("**Uni Wall Architectural**") by issuing 320,000,000 new ordinary shares in Uni Wall for a total purchase consideration of RM8,000,000 to the original shareholders, in exchange for the shares in Uni Wall Architectural. The original shareholders have the same interest in Uni Wall as they had in Uni Wall Architectural and there is no change to the assets and liabilities as a result of the establishment of Uni Wall.

On 15 January 2019, Uni Wall's entire enlarged issued share capital of RM15,312,002 comprising of 365,700,002 ordinary shares were listed on the LEAP Market of Bursa Securities.

The interim financial statements of Uni Wall and its subsidiary (the "**Group**") are unaudited and have been prepared in accordance with the Malaysian Financial Reporting Standards ("**MFRS**") 134: Interim Financial Reporting.

This is the interim financial report on the consolidated results for the financial year ended 31 December 2018 announced by the Company in compliance with the LEAP Market Listing Requirements of Bursa Securities ("**Listing Requirements**"). The comparative figures have been presented as if the combination has occurred from the date when the combining entities first came under common control.

The interim financial report should be read in conjunction with the Audited Combined Financial Statements as disclosed in the Information Memorandum of the Company dated 26 November 2018 and the accompanying explanatory notes attached to this interim financial report.

A2. CHANGES IN ACCOUNTING POLICIES

The financial information presented herein has been prepared in accordance with the accounting policies to be used in preparing the Audited Combined Financial Statements as disclosed in the Information Memorandum of the Company dated 26 November 2018. These policies do not differ significantly from those used in the audited consolidated financial statements for 31 December 2017 except as disclosed below:

As of 1 January 2018, the Group have adopted the following revised MFRSs and Amendments to MFRSs that have been issued by the MASB:

MFRSs and amendments effective for annual period beginning on or after 1 January 2018:

Amendments to MFRS 1: First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements to MFRS Standards 2014-2016 Cycle)

Amendments to MFRS 2: Share-based Payment: Classification and Measurement of Share-based Payment Transactions

MFRS 9: Financial Instruments

MFRS 15: Revenue from Contracts with Customers

MFRS 15: Revenue from Contracts with Customers: Clarifications to MFRS 15

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A EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 (CONT'D)

A2. CHANGES IN ACCOUNTING POLICIES (CONT'D)

Amendments to MFRS 128: Investments in Associates and Joint Ventures (Annual Improvements 2014-2016 Cycle)

Amendments to MFRS 140: Investment Property: Transfers of Investment Property
IC Interpretation 22: Foreign Currency Transactions and Advance Consideration

The adoption of the above pronouncement has no material financial impact to the Group other than as set out below:

i. MFRS 9: Financial instruments

The Group adopted MFRS 9: Financial Instruments on 1 January 2018. MFRS 9 replaces the guidance in MFRS 139 Financial Instruments: Recognition and Measurement on the classification and measurement of financial assets and financial liabilities, impairment of financial assets, and on hedge accounting.

MFRS 9 contains a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics.

MFRS 9 contains three principal classifications categories for financial assets: measured at amortised cost, fair value through other comprehensive income (“**FVOCI**”) and fair value through profit or loss (“**FVTPL**”). The standard eliminates the existing MFRS 139 categories of held to maturity, loans and receivables and available for sale. The Group has elected to classify the equity investments as FVTPL and present subsequent changes in the investment’s fair value to profit or loss.

MFRS 9 also replaces the incurred loss model in MFRS 139 with a forward-looking expected credit loss (“**ECL**”) model. Under MFRS 9, loss allowances will be measured on either 12 month ECLs or Lifetime ECLs. As allowed by the transitional provision of MFRS 9, the Group elected not to restate the comparatives.

The application of MFRS 9 does not have a material effect on the Group’s financial statements.

ii. MFRS 15: Revenue from Contract with Customers

MFRS 15 replaces the guidance in MFRS 111 Construction Contracts, MFRS 118 Revenue, IC Interpretation 13 Customer Loyalty Programmes, IC Interpretation 15, Agreements for Construction of Real Estate, IC Interpretation 18, Transfers of Assets from Customers and IC Interpretation 131, Revenue – Barter Transactions Involving Advertising Services. MFRS 15 provides a single model for accounting for revenue arising from contracts with customers, focusing on the identification and satisfaction of performance obligations.

The application of MFRS 15 does not have a material effect on the Group’s financial statements.

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A EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 (CONT'D)

A3. SEASONAL AND CYCLICAL FACTORS

The business operations of the Group are not significantly affected by any seasonal or cyclical factors for the current financial period and financial year-to-date under review.

A4. UNUSUAL ITEMS AFFECTING ASSETS, LIABILITIES, EQUITY, NET INCOME OR CASH FLOWS

There were no material unusual items affecting assets, liabilities, equity, net income or cash flows of the Group during the current financial period and financial year-to-date under review.

A5. MATERIAL CHANGES IN ESTIMATES

There were no material changes in estimates in the current financial period and financial year-to-date under review.

A6. DEBT AND EQUITY SECURITIES

Save as disclosed below, there were no other issuance, cancellation, repurchase, resale and repayment of debt and equity securities for the current financial period and financial year-to-date under review:

On 12 June 2018, the Company entered into a Share Sale Agreement with the shareholders of Uni Wall Architectural to acquire the entire issued share capital of Uni Wall Architectural for a total purchase consideration of RM8,000,000, which was wholly satisfied by the issuance of 320,000,000 new ordinary shares of the Company.

A7. SEGMENTAL INFORMATION

The Group's revenue is derived from one segment which is the supply, fabrication and installation of building facade system in Malaysia.

UNI WALL APS HOLDINGS BERHAD

(Company No. 1269520-X)

A EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 (CONT'D)**A8. MATERIAL EVENTS SUBSEQUENT TO THE END OF THE CURRENT FINANCIAL PERIOD**

Save as disclosed below, there were no material events subsequent to the end of the current financial period that have not been reflected in this interim financial report:

On 10 January 2019, 45,700,000 new ordinary shares of the Company were issued pursuant to the excluded issue at an issue price of RM0.16 per ordinary share to sophisticated investors within the meanings of Section 230 of the Capital Markets and Services Act 2017 ("**Excluded Issue**").

Subsequently, on 15 January 2019, the Company's entire enlarged issued capital of RM15,312,002 comprising 365,700,002 ordinary shares were listed on the LEAP Market of Bursa Securities.

A9. CHANGES IN THE COMPOSITION OF THE GROUP

Save as disclosed, there were no changes in the composition of the Group for the current financial period under review:

On 12 June 2018, there was a capital restructuring whereby Uni Wall obtained full control of Uni Wall Architectural, as explained in note A1.

A10. CONTINGENT ASSETS AND CONTINGENT LIABILITIES

There were no contingent assets and contingent liabilities as at the date of this interim financial report.

A11. CAPITAL COMMITMENTS

Save as disclosed as below, there are no other material capital commitment in respect of property, plant and equipment as at the end of the financial year ended 31 December 2018:

	As at 31.12.2018
	RM'000
Approved but not contracted for	
Purchase of property, plant and equipment	11,692

B ADDITIONAL INFORMATION REQUIRED UNDER THE LISTING REQUIREMENTS

B1. REVIEW OF PERFORMANCE

(a) Financial Year-To-Date vs. Previous Financial Year-To-Date

The Group recorded a revenue of RM17.3 million for the current financial year ended 31 December 2018, as compared to RM9.4million in the previous financial year, representing an increase of RM7.9 million or 84% mainly due to quantum of percentage of completion of 2 new projects (Hill 10: 23%, Central World: 96%) recognised during the financial year ended 31 December 2018.

The Group recorded a profit after tax of RM5.1 million for the current financial year ended 31 December 2018 as compared to a profit after tax of RM3.6 million in the previous financial year, representing an increase of RM1.5 million or 42%, which is in line with the increase in revenue. However, the profit after tax margin decrease by 10% as higher margin was recorded in the financial year ended 31 December 2017 mainly from the completion of Le Nouvel project, whereby minimal purchases of material were incurred as a result of higher efficiency of material usage and majority of the materials has already been purchased in prior years.

(b) Current Period vs. Previous Corresponding Period

The Group recorded a revenue of RM12.7 million for the current financial period ended 31 December 2018, as compared to RM6.0 million in the previous corresponding period, representing an increase of RM6.7 million or 112% mainly due to quantum of percentage of completion of the 2 new projects as mentioned above.

The Group recorded a profit after tax of RM4.0 million for the current financial period ended 31 December 2018, as compared to RM2.7 million in the previous corresponding period, representing an increase of RM1.3 million or 48% mainly due to higher revenue recognised in the current financial period ended 31 December 2018. However, the profit after tax margin decrease by 13% as higher margin was recorded in the financial period ended 31 December 2017 mainly from the completion of Le Nouvel project as explained in (a).

(c) Current Period vs. Immediate Preceding Period

The Group recorded a revenue of RM12.7 million for the current financial period ended 31 December 2018, as compared to RM4.7 million in the immediate preceding period, representing an increase of RM8.0 million or 170% mainly due to higher quantum of percentage of completion of the Hill 10 project (30 June 2018: 4%, 31 December 2018: 23%).

The Group recorded a profit after tax of RM4.0 million for the current financial period ended 31 December 2018 as compared to a profit after tax of RM1.1 million in the immediate preceding period, representing an increase of RM2.9 million or 264%, which is in line with the increase in revenue. The profit after tax margin is higher by 9% in the current period as compared to the immediate preceding period as revenue increased but operating cost remained at the same level.

B ADDITIONAL INFORMATION REQUIRED UNDER THE LISTING REQUIREMENTS (CONT'D)

B2. COMMENTARY ON PROSPECTS

As disclosed in the Company's Information Memorandum dated 26 November 2018, the Group has in place a series of future plans and strategies to further expand the Group's business which are focused in the following areas:

- (i) Expansion of geographical presence to Australia
- (ii) Expansion of presence in local building facade industry in Malaysia
- (iii) Expansion of factory facilities for higher fabrication capacity

Barring any unforeseen circumstances, the Board of Directors of the Company ("**Board**") is of the opinion that the prospects of the Group's financial performance for the financial year ending 31 December 2019 will remain favourable

B3. VARIANCE OF ACTUAL PROFIT FROM PROFIT FORECAST AND PROFIT GUARANTEE

The Group has not issued any profit forecast or profit guarantee in any form of public documentation and announcement.

C OTHER INFORMATION

C1. STATUS OF CORPORATE PROPOSALS

There was no corporate proposal announced as at the date of this report.

C2. UTILISATION OF PROCEEDS

The gross proceeds arising from the Excluded Issue amounting to RM7.3 million are as follows:

Purpose	Proposed Utilisation RM'000	Actual* Utilisation RM'000	Deviation RM'000	Balance RM'000	Estimated timeframe for utilisation upon listing
Capital expenditure	3,500	1,529	-	1,971	Within 6 months
Working capital	3,012	1,085	-	1,927	Within 24 months
Estimated listing expenses	800	800	-	-	Immediate
Total	7,312	3,414	-	3,898	

Note:

* Utilisation as at 18 February 2019.

C3. MATERIAL LITIGATION

There were no material litigations pending as at the date of this report.

C4. DIVIDENDS

The Board does not recommend any dividend for the current financial period ended 31 December 2018.

C5. EPS

The basic and diluted EPS for the current financial period and financial year-to-date are computed as follows:

	Individual 6 months ended		Cumulative 12 months ended	
	31.12.2018 RM'000	31.12.2017 RM'000	31.12.2018 RM'000	31.12.2017 RM'000
Profit attributable to owners of the parent	4,020	2,689	5,085	3,643
Number of ordinary shares in issue	320,000	320,000	320,000	320,000
Basic and diluted earnings per share (sen)	1.3	0.8	1.6	1.1

The earnings per share for the financial period/year ended 31 December 2018 and 31 December 2017 were computed based on the assumption that 320,000,002 Uni Wall shares were issued at the beginning of the financial period/year.