

**LATEXX PARTNERS BERHAD** (86100-V)  
(Incorporated in Malaysia)  
**NOTES TO INTERIM FINANCIAL STATEMENTS (DRAFT)**  
**FOR THE PERIOD ENDED 30 SEPTEMBER 2012**

**1. BASIS OF PREPARATION**

The interim financial statements are unaudited and have been prepared in accordance with Malaysian Financial Reporting Standard 134 ("MFRS 134"): Interim Financial Reporting issued by the Malaysian Accounting Standard Board ("MASB"), International Accounting Standard ("IAS") 34: Interim Financial Reporting issued by the International Accounting Standard Board ("IASB") and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The significant accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the financial statements for the financial year ended 31 December 2011 except for the adoption of the following new Malaysian Financial Reporting Standard ("MFRS") and IC Interpretation ("IC Int."):

MFRSs/IC Interpretations

MFRS 1	First Time Adoption of Malaysian Financial Reporting Standards
MFRS 2	Share-based Payment
MFRS 3	Business Combinations
MFRS 4	Insurance Contract
MFRS 5	Non-current Assets Held for Sale and Discontinued Operations
MFRS 6	Exploration for Evaluation of Mineral Resources
MFRS 7	Financial Instruments: Disclosures
MFRS 8	Operating Segments
MFRS 101	Presentation of Financial Statements
MFRS 102	Inventories
MFRS 107	Statement of Cash Flows
MFRS 108	Accounting Policies, Changes in Accounting Estimates and Errors
MFRS 110	Events after the Reporting Period
MFRS 111	Construction Contracts
MFRS 112	Income Taxes
MFRS 116	Property, Plant and Equipment
MFRS 117	Leases
MFRS 118	Revenue
MFRS 119	Employee Benefits
MFRS 120	Accounting for Government Grants and Disclosures of Government Assistance
MFRS 121	The Effects of Changes in Foreign Exchange Rates
MFRS 123	Borrowing Costs
MFRS 124	Related Party Disclosures
MFRS 126	Accounting and Reporting by Retirement Benefit Plans
MFRS 127	Consolidated and Separate Financial Statements
MFRS 128	Investment in Associates
MFRS 129	Financial Reporting in Hyperinflationary Economies
MFRS 131	Interest in Joint Ventures
MFRS 132	Financial Instruments: Presentation
MFRS 133	Earnings Per Share
MFRS 134	Interim Financial Reporting
MFRS 136	Impairment of Assets
MFRS 137	Provisions, Contingent Liabilities and Contingent Assets
MFRS 138	Intangible Assets
MFRS 139	Financial Instruments: Recognition and Measurement
MFRS 140	Inventory Property
MFRS 141	Agriculture
IC Int. 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
IC Int. 2	Members' Shares in Co-operative Entities and Similar Instruments
IC Int. 4	Determining Whether an Arrangement contains a Lease
IC Int. 5	Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
IC Int. 6	Liabilities arising from Participating in a Specific Market-Waste Electrical and Electronics Equipment

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IC Int. 7	Applying the Restatement Approach under MFRS 129 Financial Reporting in Hyperinflationary Economics
IC Int. 9	Reassessment of Embedded Derivatives
IC Int. 10	Interim Financial Reporting and Impairment
IC Int. 12	Service Concession Arrangements
IC Int. 13	Customer Loyalty Programme
IC Int. 14	MFRS 119-The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
IC Int. 15	Agreements for the Construction of Real Estate
IC Int. 16	Hedges of a Net Investment in a Foreign Operation
IC Int. 17	Distribution of Non-cash Assets to Owners
IC Int. 18	Transfer of Assets from Customers
IC Int. 19	Extinguishing Financial Liabilities with Equity Instruments
IC Int. 107	Introduction of the Euro
IC Int. 110	Government Assistance-No Specific Relation to Operating Activities
IC Int. 112	Consolidation-Special Purpose Entities
IC Int. 113	Jointly Controlled Entities-Non-Monetary Contribution by Ventures
IC Int. 115	Operating Leases-Incentives
IC Int. 125	Income Taxes-Change in the Tax Status of an Entity or its Shareholders
IC Int. 127	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
IC Int. 129	Service Concession Arrangements: Disclosures
IC Int. 131	Revenue-Barter Transactions Involving Advertising Services
IC Int. 132	Intangible Assets-Web Site Costs

The audited financial statements of the Group for the financial year ended 31 December 2011 were prepared in accordance with FRS. As the requirements under FRS and MFRS are similar, the adoption of the above MFRSs and IC Interpretations does not have any significant impact on the financial performance and financial position of the Group. In compliance with MFRS 1: First Time Adoption of MFRS, the Group has presented the statement of financial position as at 1 January 2012, which is the comparative earliest period, in the interim financial report without any restatement on the financial information.

The Group has not applied in advance the following MFRSs, Amendments to MFRSs and IC Interpretations that have been issued by MASB but not yet effective for the current financial year:

MFRS 9	Financial Instruments	1 January 2015
MFRS 10	Consolidated Financial Statements	1 January 2013
MFRS 11	Joint Arrangements	1 January 2013
MFRS 12	Disclosure of Interest in Other Entities	1 January 2013
MFRS 13	Fair Value Measurement	1 January 2013
MFRS 119	Employee Benefits	1 January 2013
MFRS 127	Separate Financial Statements	1 January 2013
MFRS 128	Investments in Associates and Joint Ventures	1 January 2013
Amendment to MFRS 1	Government Loans	1 January 2013
Amendment to MFRS 7	Disclosure-Offsetting financial Assets and Financial Liabilities	1 January 2013
Amendment to MFRS 101	Presentation of Items of Other Comprehensive Income	1 July 2012
Amendment to MFRS 132	Offsetting Financial Assets and Financial Liabilities	1 January 2014
IC Int. 20	Stripping Costs in the Production Phase of a Surface Mine	1 January 2013

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2011.

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**2. AUDITOR'S REPORT ON PRECEDING FINANCIAL STATEMENTS**

The auditor's report on the financial statements of the Group for the financial year ended 31 December 2011 was not subject to any qualification.

**3. SEASONAL OR CYCLICAL FACTORS**

The manufacture and export of examination gloves remain the flagship business of the Group and generally, this industry is not subject to seasonal or cyclical type of activity.

**4. UNUSUAL ITEMS AFFECTING FINANCIAL STATEMENTS**

There were no unusual items affecting assets, liabilities, equity, net income or cash flows because of their nature, size or incidence.

**5. MATERIAL CHANGES IN ACCOUNTING ESTIMATES**

There were no material changes in estimates that have a material effect in the current financial quarter.

**6. DEBT AND EQUITY SECURITIES**

There were no issuances, repurchases and repayment of debt and equity securities during the current financial quarter.

The number of warrants as at 30 September 2012 stood at 52,009,601.

The number of ordinary shares as at 30 September 2012 stood at 222,839,670 (inclusive of treasury shares).

**7. DIVIDENDS**

The table below is the compilation of all dividends previously declared by the Group:

<b>Financial Year</b>	<b>Description</b>	<b>Payment Date</b>	<b>Dividend (%)</b>	<b>Value (RM'000)</b>
<b>2009</b>	1 <sup>st</sup> interim tax exempt dividend	12.06.2009	2%	1,947
	2 <sup>nd</sup> interim tax exempt dividend	16.12.2009	2%	1,973
<b>2010</b>	1 <sup>st</sup> interim tax exempt dividend	05.07.2010	5%	5,271
	2 <sup>nd</sup> interim tax exempt dividend	05.10.2010	5%	5,445
	Final tax exempt dividend	18.07.2011	5%	5,552
<b>2011</b>	1 <sup>st</sup> interim tax exempt dividend	05.01.2012	5%	5,553
	Final tax exempt dividend	16.07.2012	3%	3,332
<b>Total</b>				<b>29,073</b>

**8. SEGMENTAL REPORTING**

The Group is principally engaged in the manufacturing and sales of examination gloves. Accordingly, the Group does not have other segment which is to be disclosed under the requirements of Financial Reporting Standard "FRS 114".

**9. VALUATION OF PROPERTY, PLANT AND EQUIPMENT**

The valuations of property, plant and equipment have been brought forward without amendment from the annual audited financial statements for the year ended 31 December 2011.

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**10. EVENTS SUBSEQUENT TO THE END OF INTERIM PERIOD**

There were no material events subsequent to the end of the current quarter ended 30 September 2012 that have not been reflected in the financial statements for the interim period.

**11. CHANGES IN THE COMPOSITION OF THE GROUP**

There was no change in the composition of the Group during the current financial quarter.

**12. CONTINGENT LIABILITIES OR CONTINGENT ASSETS**

**Contingent Liabilities**

	<b>As at 30.09.2012 RM'000</b>	<b>As at 31.12.2011 RM'000</b>
(i) Corporate Guarantee granted to subsidiary companies:		
(a) Corporate guarantee for unsecured banking facilities	192,625	182,625
(b) Corporate guarantee for secured banking facilities	15,500	15,500
(ii) On 24th September 2010, the Director General of the Inland Revenue Board issued a notice of additional tax payable to our subsidiary company, Latexx Manufacturing Sdn. Bhd. "LMSB", arising from a reassessment of tax liability for the year of assessment 2000. The additional tax plus penalty and late payment penalty is RM 7,641,386.91.		

The Director General has ruled that LMSB had not complied with one of the conditions as stipulated in the pioneer status certificate issued by the Ministry of International Trade and Industry by exporting examination gloves through Latexx Partners Berhad, "LPB", a parent company that holds 100% shareholding in LMSB. As a consequence of this, the Inland Revenue Board has not allowed LMSB its pioneer status tax incentive.

The Board of Directors is of the opinion that LMSB had complied with all the conditions as stipulated and all goods manufactured by LMSB were ultimately exported. A notice of appeal was filed on 20<sup>th</sup> October 2010 to the Special Commissioners of Income Tax to reverse the decision of the Director General of the Inland Revenue Board. The Special Commissioners have set 2<sup>nd</sup> and 3<sup>rd</sup> May 2012 for the hearing of our appeal.

On 30 November 2011, a Notice of Summon and Statement of Claim was served on LMSB for collection of additional taxes payable based on the reassessment of tax liability for the year of assessment 2000. Under Section 106, Income Tax Act, 1967, such taxes are payable first notwithstanding any appeal made on the assessment. The Board of Directors has agreed for settlement of the claim by the Director General of Inland Revenue Board (Collection Branch) via installment payments of 18 months amounting to RM 7,641,386.91 with effect from 15 January 2012.

The Board of Directors has also noted the confirmation by the Director General of Inland Revenue Board that the settlement of claim does not prejudice LMSB's appeal with the Special Commissioners of Income Tax which has been fixed for hearing on 2 & 3 May 2012 and that all additional tax, penalty and late payment penalty paid in relation to the claim will be returned to LMSB in the event that the appeal to the Special Commissioners of Income Tax is finally determined in favour of LMSB.

Prior to the hearing set for 2<sup>nd</sup> and 3<sup>rd</sup> May 2012 before the Special Commissioners with respect to the reassessment of tax liability for the year of assessment 2000, the Inland Revenue Board wrote to the Special Commissioners of Income Tax seeking an adjournment of the case on grounds that the Inland Revenue Board is currently waiting for certain feedback from the Ministry of International Trade and Industry and that the feedback may enable a settlement to be reached by the parties. The Special Commissioners of Income Tax rejected the request for adjournment. However, the hearing did not proceed on 2<sup>nd</sup> and 3<sup>rd</sup> May 2012. Instead, on 2<sup>nd</sup> May 2012, the Special Commissioners of Income Tax issued a direction for a Petition of Appeal to be prepared

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by LMSB setting out the background facts and relevant prayers requested and that the Inland Revenue Board comment on the same. The Special Commissioners of Income Tax set 23 July, 2012 as a mention date.

LMSB has since then complied with the Special Commissioners of Income Tax's direction to file a Petition of Appeal. During the mention fixed on 23 July, 2012, the Inland Revenue Board informed that they are waiting for certain feedback from the Ministry of International Trade and Industry before a settlement can be reached. In the meantime, the Special Commissioners of Income Tax have fixed the case for hearing on 18 March, 2013 and 19 March, 2013.

- (iii) On 23 June 2011, the Director General of the Inland Revenue Board issued a notice of non-chargeability covering the years of assessment 2002 to 2007 to our subsidiary companies, Latexx Manufacturing Sdn Bhd disallowing *inter-alia* (i) bad debts written off amounting to RM859,067 which was claimed in the year of assessment 2002; and (ii) pioneer status losses carried forward to the year of assessment 2003 amounting to RM 21,715,837.

The Board of Directors is of the opinion that the RM 859,067 in the bad debts written off should be deductible and that the entire losses of RM 21,715,837 that arose during the tenure of pioneer status should be allowed to be carried forward and has accordingly instructed its tax advisors to appeal against the decision of the Director General of Inland Revenue Board.

A notice of appeal was filed on 22 July 2011 to the Special Commissioners of Income Tax.

Pursuant to the Special Commissioners of Tax's directions, LMSB has since filed a Petition of Appeal setting out the background facts and relevant prayers of LMSB. The appeal was fixed for mention before the Special Commissioners of Tax on 30 August, 2012 for parties to prepare the necessary documents for the hearing of the appeal. The Special Commissioners of Income Tax have fixed the case for hearing on 30 July 2013 and 31 July 2013.

### **13. CAPITAL COMMITMENTS**

The amount of commitments for the purchase of property, plant and equipment not provided for in the interim financial statements as at 30 September 2012 is as follows:

	<b>RM'000</b>
<b>Approved and Contracted for :</b>	
<b>a) Building</b>	<b>1,012</b>

### **14. SIGNIFICANT RELATED PARTY TRANSACTIONS**

There was no related party transaction during the financial quarter under review.

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**Additional information required by Part A of Appendix 9B of Listing Requirements of Bursa Malaysia Securities Berhad**

**15. REVIEW OF PERFORMANCE**

	3 Months Ended			9 Months Ended		
	3Q12	3Q11	Variance	3Q12	3Q11	Variance
	RM '000	RM '000	%	RM '000	RM '000	%
<b>Revenue</b>	113,178	121,813	(7.1)	312,237	350,919	(11.0)
<b>PBT</b>	8,053	14,130	(43.0)	30,582	49,488	(38.2)
<b>PAT</b>	6,475	12,730	(49.1)	23,842	43,058	(44.6)

The Group recorded revenue of RM113.178 million for 3Q12, a decrease of 8.635 million from the same quarter a year ago. For the current quarter the Group achieved profit before tax of RM8.053 million, a decrease of RM6.077 million from RM14.130 million in the same quarter last year. Profit after tax was RM6.475 million compared to RM12.730 million in the same quarter last year.

The decrease in the Group's revenue in the current quarter was attributed to the lower selling price mainly as a result of more favourable raw material prices. On the other hand, reduction of profit before tax margin from 11.6% to 7.1% in the current quarter was mainly due to losses in foreign exchange of RM4.824 million in the 3Q12 as RM strengthened against US dollar.

**16. COMPARISON WITH PRECEDING QUARTER'S RESULT**

Financial Year	2012	2012	
	2Q	3Q	Inc/(Dec)
	RM '000	RM '000	%
<b>Revenue</b>	100,071	113,178	13.1
<b>PBT</b>	10,920	8,053	(26.2)
<b>PAT</b>	9,010	6,475	(28.1)

In comparison with the preceding quarter, revenue in the current quarter is 13.1% higher than the preceding quarter. The recorded profit before tax and profit after tax was RM8.053 million and RM6.475 million, a decrease of 26.2% and 28.1% respectively.

The improvement in the revenue is due to increase in sales volume, whereas the decrease in profit before tax in current quarter is mainly due to the losses in foreign exchange of RM4.824 million as RM strengthened against US dollar.

**17. PROSPECTS**

The demand for glove is still strong in all markets as there are increasing concerns on the importance of hand protection in all sectors. The near to mid-term outlook of the rubber glove industry remains to be positive.

However, the business environment of the glove industry remains to be challenging. Although the raw material prices have been relatively less volatile and more favourable in the current quarter, it remains to be one of the two main challenges that glove manufacturers face. The other challenge is the fluctuation of US dollar that has impacted on revenue.

The Group foresees the revenue in the remaining quarter will be sustained and a slight compression on the profit margin due to more competitive pricing in the industry.

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Picking up the momentum from the previous quarters, the Group will continue to expand to achieve volume growth by focusing on the Nitrile range, both medical and non-medical sectors, as well as market development in the rest of the world besides the advanced markets.

To achieve sustainable competitiveness in the industry, the Group will continue to focus on good management control on costs to enable competitive sales prices. Further to this, the Group plans to step-up automation and to gradually phase out the relatively older machines to improve on productivity and to be more cost efficient.

The Group is confident that with the current undertakings and strategies, it is able to cope with the temporary headwinds and move on to advance our market presence.

**18. PROFIT FORECAST**

Not applicable as no profit forecast was published.

**19. INCOME TAX EXPENSE**

	<b>Current Quarter 3 months ended 30.09.2012 RM'000</b>	<b>Year To Date 9 months ended 30.09.2012 RM'000</b>
Income tax expense	1,578	4,375
Deferred tax expense	-	2,365
	-----	-----
<b>Total</b>	<b>1,578</b>	<b>6,740</b>
	=====	=====

The effective tax rate for current quarter and cumulative year to date is lower than the statutory income tax rate mainly due to utilization of capital and reinvestment allowances.

**20. SALE OF UNQUOTED INVESTMENTS AND PROPERTIES**

There was no sale of unquoted investments and properties for the financial quarter under review.

**21. PURCHASE OR SALE OF QUOTED INVESTMENTS**

There was no purchase or sale of quoted investments during the financial quarter under review.

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**22. STATUS OF CORPORATE PROPOSALS**

On 8 October 2012, the Board of Directors (“Board”) of Latexx Partners Berhad (“the Company” or “Latexx”) announced the receipt of a notice of conditional take-over offer (“Offer”) from RHB Investment Bank Berhad on behalf of Semperit Investment Asia Pte. Ltd (Offeror), a wholly owned subsidiary of Semperit Technische Produkte GmbH, which in turn is a wholly owned subsidiary of Semperit Aktiengesellschaft Holding, in respect of the Offeror’s intention to acquire the following securities of Latexx:

- (1) All the remaining ordinary shares of RM0.50 each in Latexx (“Latexx Share(s)”) (excluding treasury shares), other than the Latexx shares to be acquired by the Offeror pursuant to the conditional Share Sale Agreement (“SSA”) and Put and Call Option Agreement (“Option Agreements”);
- (2) All the remaining outstanding warrants 2007/2017 of Latexx (“Warrants”), other than the warrants to be acquired by the Offeror pursuant to the SSA and Option Agreements (“Offer Warrant(s)”);
- (3) Any new Latexx shares that may be issued arising from the exercise, before the close of the Offer, of the outstanding warrants and outstanding options granted by Latexx to its eligible directors or employees under its employees’ share options scheme,

for a cash consideration of RM2.30 per Latexx Share and RM1.77 per Offer Warrant.

On 8 October 2012, the Offeror entered into the SSA with Low Bok Tek (“Vendor”) to acquire the Vendor’s entire shareholding in Latexx of 65,042,457 Latexx Shares, representing approximately 29.29% of the issued and paid-up share capital of Latexx (excluding treasury shares) and 35,000,000 Warrants, for a total cash consideration of approximately RM211.5 million or equivalent to RM2.30 per Latexx Share and RM1.77 per Warrant. The SSA is conditional on the anti-trust clearance from Bundeswettbewerbsbehörde, Austria and Bundeskartellamt, Germany on terms and conditions acceptable to the Offeror and, in respect of any conditions imposed on or materially and adversely directly affecting the Vendor only, acceptable to the Vendor.

On the same date, the Offeror had also entered into the Option Agreements with the other vendors. In accordance with the Option Agreements, the other vendors shall have the right to sell to the Offeror and the Offeror shall have the right to acquire from the other vendors, the other vendors’ entire shareholding in Latexx of a total of 20,157,500 Latexx Shares, representing approximately 9.08% of the issued and paid-up share capital of Latexx (excluding treasury shares) and 9,570,000 Warrants, at the exercise price of RM2.30 per Latexx Share and RM1.77 per Warrant. The Option Agreement is exercisable upon completion of the SSA.

On the same date, the Board announced that it does not intend to seek an alternative offer and on 17 October 2012, Latexx appointed AmlInvestment Bank Berhad as the Independent Adviser to advise the Board and the holders of the offer securities of Latexx on the fairness and reasonableness of the Offer.

On 29 October 2012, RHB Investment Bank Berhad on behalf of the Offeror, despatched out the Offer Document, which sets out the details, terms and conditions of the Offer as well as the procedures for acceptance of the Offer to the holders of the offer securities of Latexx. The first closing date of the Offer was 19 November 2012.

On 8 November 2012, AmlInvestment Bank Berhad issued the Independent Advice Circular in relation to the Offer and recommended that the holders of the offer securities of Latexx accept the Offer as the terms of the Offer are fair and reasonable and not detrimental to the holders of the offer securities.

On 12 November 2012, the Company announced that it has received a press notice from RHB Investment Bank Berhad, on behalf of the Offeror, informing that the Offeror has obtained the anti-trust clearance from Bundeswettbewerbsbehörde, Austria and Bundeskartellamt, Germany.



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Following the above, the share sale agreement dated 8 October 2012 entered into between the Offeror and Low Bok Tek ("Vendor") to acquire the Vendor's shareholding in Latexx of 65,042,457 Latexx Shares and 35,000,000 Warrants for a total cash consideration of approximately RM211.5 million or equivalent to RM2.30 per Latexx Share and RM1.77 per Warrant, has become unconditional.

As such, the Offeror has received valid acceptances in respect of the Offer, resulting in the Offeror holding in aggregate, together with such Latexx Shares that are already acquired, held or entitled to be acquired or held by the Offeror, more than 50% of the voting shares of Latexx as at 5.00 p.m. (Malaysian time) on 9 November 2012. Accordingly, all the conditions of the Offer have been fulfilled and the Offer has become wholly unconditional on 9 November 2012.

In accordance with Section 25(3) of the Code, the Offer has been extended to 5.00 p.m. (Malaysian time) on Friday, 23 November 2012.

On 21 November 2012, the Company announced that it has received a press notice from RHB Investment Bank Berhad, on behalf of the Offeror, informing that the SSA and the Option Agreements have completed in accordance with its terms and the Offeror has received valid acceptances in respect of the Offer, resulting in the Offeror holding in aggregate, together with such Latexx Shares that are already acquired, held or entitled to be acquired or held by the Offeror, more than 75% of the listed shares of Latexx (excluding treasury shares) as at 5.00 p.m. (Malaysian time) on 21 November 2012.

As a result, Latexx does not comply with the public shareholding spread requirement ("Public Spread Requirement") and as stated in the Offer Document dated 29 October 2012:-

- (i) the Offeror does not intend to maintain the listing status of Latexx and does not intend to take any steps to address any shortfall in the Public Spread Requirement in the event the level of valid acceptances received pursuant to the Offer results in the Offeror holding in aggregate more than 75% of the listed shares of Latexx (excluding treasury shares). In this case, the Offeror will procure Latexx to take the requisite steps to withdraw its listing status from the Official List of Bursa Securities in accordance with the Listing Requirements.
- (ii) if the Offer is accepted by the holders of not less than nine-tenths in the nominal value of the Offer Shares, as defined in the Offer Document (excluding Latexx Shares already held by the Offeror and its persons acting in concert as at the date of the Offer), the Offeror intends to invoke Section 222 of the Capital Markets and Services Act, 2007 ("CMSA") to compulsorily acquire any remaining Offer Shares for which valid acceptances have not been received subject to Section 224 of the CMSA, and the requisite steps will thereafter be taken to de-list Latexx Shares from the Official List.

### 23. GROUP BORROWINGS

Group borrowings as at 30 September 2012, all of which are denominated in Ringgit Malaysia

	Secured	Unsecured	Total	Payable	
	RM'000	RM'000	RM'000	RM'000	
Trade facilities		35,661	35,661	Within 12 months	52,979
Term loan	6,936	6,470	13,406	After 12 months	32,846
Finance Lease		36,758	36,758		
<b>Total</b>	<b>6,936</b>	<b>78,889</b>	<b>85,825</b>	<b>Total</b>	<b>85,825</b>

Secured borrowings are collateralized by the following: -

- Legal charge over the specific machineries of a subsidiary company

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**24. FINANCIAL DERIVATIVE INSTRUMENTS**

During the financial period, the Group had entered into forward foreign exchange contracts to hedge its exposure to fluctuations in foreign exchange risk arising from sales.

As at 30 September 2012, the Group's open forward contracts entered into as hedges of anticipated future transactions are as follows:

<b>Foreign exchange forward contracts</b>	<b>Period</b>	<b>Contract Value RM'000</b>	<b>Fair Value RM'000</b>
US Dollar	Within 2 months	8,743	8,432

The forward foreign exchange contracts are entered with local licensed banks with a view to limit the foreign exchange risk exposure of the Group.

**25. MATERIAL LITIGATION**

There was no material litigation pending as at the date of this announcement.

**26. RETAINED PROFITS**

The breakdown of the retained earnings of the Group as of 30 September 2012 into realized and unrealized profits or losses is as follows:

<b>Total Retained Earnings/(Accumulated Losses) of the Group</b>	<b>As at 30.09.12 RM'000</b>	<b>As at 31.12.11 RM'000</b>
- Realized	188,140	150,896
- Unrealized	(14,625)	2,108
<b>Total</b>	<b>173,515</b>	<b>153,004</b>

**27. EARNINGS PER SHARE**

- a) Basic earnings per share is calculated by dividing the net profit for the period by the weighted average number of ordinary shares in issue during the period.

	<b>Current Quarter 3 months ended 30.09.12</b>	<b>Year To Date 9 months ended 30.09.12</b>
Net profit attributable to equity holders of the Parent (RM'000)	6,475	23,842
Weighted average number of ordinary shares in issue ('000)	222,840	222,840
Basic earnings per share (sen)	2.91	10.70

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- b) Diluted earnings per share is calculated by dividing the net profit for the period by the weighted average number of ordinary shares in issue during the period after adjusting for the dilutive effects of all potential ordinary shares.

	<b>Current Quarter 3 months ended 30.09.12</b>	<b>Year To Date 9 months ended 30.09.12</b>
Net profit attributable to equity holders of the Parent (RM'000)	6,475	23,842
Weighted average number of ordinary shares in issue ('000)	222,840	222,840
Effects of dilutive potential ordinary shares on conversion of warrants ('000)	35,201	35,201
Adjusted weighted average number of ordinary shares in issue and issuable ('000)	258,041	258,041
Basic earnings per share (sen)	2.51	9.24