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CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER AND YEAR-TO-DATE ENDED
31 MARCH 2013

The Board of Directors of HEXAGON HOLDINGS BHD wishes to announce the unaudited results of the Group for the period ended 31 March 2013 as follows:-

CONSOLIDATED INCOME STATEMENT FOR THE PERIOD ENDED 31 MARCH 2013

	FYE 2013	FYE 2012	FYE 2013	FYE 2012
	Current Year Quarter	Current Quarter Ended	3 months cumulative to date	3 months cumulative to date
	31 March 2013	31 March 2012	31 March 2013	31 March 2012
	Unaudited RM'000	Unaudited RM'000	Unaudited RM'000	RM'000
Revenue	756	60,494	756	N/A
Cost of Sales	(559)	(53,464)	(559)	N/A
Gross Profit	197	7,030	197	N/A
Other Income	240	1,291	240	N/A
Selling & Distribution Expenses	(51)	(1,873)	(51)	N/A
Administration and General Expenses	(627)	(9,767)	(627)	N/A
Foreign Exchange Gain / (Loss)	15	(897)	15	N/A
Loss from Operations	(226)	(4,216)	(226)	N/A
Finance Costs	(612)	(3,064)	(612)	N/A
Share of profit / (loss) of associates	0	(39)	0	N/A
Loss before tax	(838)	(7,319)	(838)	N/A
Taxation	0	95	0	N/A
Loss after tax	(838)	(7,224)	(838)	N/A
Attributable to:				
Equity holders of the parents	(838)	(7,638)	(838)	N/A
Non-controlling interest	0	414	0	N/A
Net Loss for the period	(838)	(7,224)	(838)	N/A
EPS/(LPS) - (Sen)	(0.63)	(5.76)	(0.63)	N/A
Diluted (LPS) - (Sen)	(0.43)	(3.89)	(0.43)	N/A

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER AND YEAR-TO-DATE ENDED
31 MARCH 2013

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE QUARTER AND
YEAR-TO-DATE ENDED 31 MARCH 2013

	FYE 2013	FYE 2012	FYE 2013	FYE 2012
	Current Year	Current Quarter	3 months	3 months
	Quarter	Ended	cumulative to	cumulative to date
	31 March	31 March	31 March	31 March
	2013	2012	2013	2012
	Unaudited		Unaudited	
	RM'000	RM'000	RM'000	RM'000
Loss for the period	(838)	(7,224)	(838)	N/A
Foreign currency translation differences arising from consolidation	0	(266)	0	N/A
Total comprehensive loss	(838)	(7,490)	(838)	N/A
Total comprehensive loss attributable to:				
Equity holders of the Company	(838)	(7,479)	(838)	N/A
Non-controlling Interest	0	(11)	0	N/A
	(838)	(7,490)	(838)	N/A

CONSOLIDATED STATEMENTS OF FINANCIAL POSITIONS AS AT 31 MARCH 2013

	As at 31 March 2013	As at 31 December 2012
	(Unaudited)	(Audited)
	RM'000	RM'000
ASSETS		
Non Current Assets		
Property, Plant and Equipment	1,146	1,180
Investments in Associates	0	0
Goodwill on Consolidation	0	0
Deferred Tax Assets	0	0
Development Expenditure	0	0
	1,146	1,180
Current Assets		
Inventories	0	0
Other Investments	0	0
Derivative Assets	0	0
Trade and Other Receivables	15,734	17,392
Current Tax Assets	0	0
Cash and Cash equivalents	505	343
	16,239	17,735
Total Assets	17,385	18,915
EQUITY AND LIABILITIES		
Equity Attributable to Equity Holders of The Parent		
Share Capital	66,348	66,348
Other Reserves	12,346	12,346
Accumulated Losses	(102,559)	(100,704)
Shareholders' Fund	(23,865)	(22,010)
Non-controlling Interest	-	0
Total Equity	(23,865)	(22,010)

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITIONS AS AT 31 MARCH 2013
(CONTINUED)**

	As at 31 March 2013	As at 31 December 2012
	(Unaudited) RM'000	(Audited) RM'000
LIABILITIES		
Non Current Liabilities		
Provision for Retirement Benefits	0	0
Long Term Borrowings	0	13
Deferred Tax Liabilities	9	0
	9	13
Current Liabilities		
Trade & Other Payables	2,220	2,495
Provision for Retirement Benefits	0	0
Overdraft & Short Term Borrowings	38,958	38,354
Current Tax Liabilities	63	63
	41,241	40,912
Total Liabilities	41,250	40,925
Total Equity and Liabilities	17,385	18,915
Net Asset per share	(Sen)	
	(18)	(17)

The Consolidated Statements of Financial Positions should be read in conjunction with the audited financial statements for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements.



HEXAGON HOLDINGS BERHAD (Company No.: 280116-H)
Incorporated in Malaysia

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2013

CONSOLIDATION STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR-TO-DATE ENDED 31 MARCH 2013

←----- Attributable to equity holders of the Company ----->

←-----Non-distributable----->

	Share Capital	Other Capital Reserve	Exchange Reserve	Warrant Reserve	Share Based Payment Reserve	Retained Earnings / (Accumulated losses)	Total	Non - controlling Interest	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance as at 1 January 2013	66,348	1,095	-	9,519	1,732	(100,704)	(22,010)	-	(22,010)
Foreign currency translation	-	-	-	-	-	-	-	-	-
Loss for the period	-	-	-	-	-	(1,855)	(1,855)	-	(1,855)
Total comprehensive loss for the period	-	-	-	-	-	(1,855)	(1,855)	-	(1,855)
Transaction with owners in their capacity as owners :									
Changes in ownership interest in a subsidiary	-	-	-	-	-	-	-	-	-
Total transaction with owners	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2013	66,348	1,095	-	9,519	1,732	(102,559)	(23,865)	-	(23,865)

The Consolidation Statements of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements.



HEXAGON HOLDINGS BERHAD (Company No.: 280116-H)
Incorporated in Malaysia

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2013

CONSOLIDATION STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR-TO-DATE ENDED 31 MARCH 2012

←----- Attributable to equity holders of the Company ----->

←-----Non-distributable----->

	Share Capital	Other Capital Reserve	Exchange Reserve	Warrant Reserve	Share Based Payment Reserve	Retained Earnings / (Accumulated losses)	Total	Non - controlling Interest	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Restated Balance as at 1 April 2011	66,348	1,095	(1,196)	9,519	1,732	(24,683)	52,815	18,934	71,749
Foreign currency translation	-	-	98	-	-	-	98	(799)	(701)
(Loss) / Profit for the period	-	-	-	-	-	(28,553)	(28,553)	840	(27,713)
Total comprehensive (loss) / income for the period	-	-	98	-	-	(28,553)	(28,455)	41	(28,414)
Transaction with owners in their capacity as owners :									
Changes in ownership interest in a subsidiary	-	-	-	-	-	(23)	(23)	264	241
Total transaction with owners	-	-	-	-	-	(23)	(23)	264	241
Balance as at 31 March 2012	66,348	1,095	(1,098)	9,519	1,732	(53,259)	24,337	19,239	43,576

The Consolidation Statements of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements.

**CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEAR-TO-DATE ENDED 31 MARCH
2013**

	FYE 2013	FYE 2012
	Year-to-date ended (3 months) 31 March 2013 (Unaudited)	Year-to-date ended (21 months) 31 December 2012 (Audited)
	RM'000	RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax	(838)	(68,233)
Adjustments for:-		
Amortisation of development expenditure	-	84
Bad debt written off	-	641
Unrealised (gain) / loss on foreign exchange	-	(336)
Depreciation of property, plant and equipment	34	10,468
Deposits written off	-	248
Property, plant and equipment written off	-	78
Gain on disposal of property, plant and equipment	-	(666)
Gain on deconsolidation of subsidiaries under liquidation	-	(210,840)
Impairment losses on :		
- investment, property, plant and equipment	-	34,133
- amount due from former subsidiaries	-	72,673
- trade and other receivables	-	100,520
- goodwill on consolidation	-	2,035
Interest expenses	612	15,542
Interest income	-	(394)
Fair value adjustment on derivative instruments	-	106
Provisions for retirement benefits	-	980
Share of (profit) / loss of associates	-	(501)
Inventories written off	-	2,792
Operating (loss) / profit before changes in working capital	(192)	(40,670)
Changes in working capital		
Decrease / (Increase) in inventories	-	13,701
Decrease / (Increase) in trade and other receivables	1,659	(41,700)
Increase / (Decrease) in trade and other payables	(1,292)	89,102
Cash generated from operations	175	20,433
Tax paid	-	(2,299)
Interest received	-	394
Interest paid	(1)	(736)
Net cash from operating activities	174	17,792

**CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEAR-TO-DATE ENDED 31 MARCH
2013 (CONTINUED)**

	FYE 2013 Year-to-date ended (3 months) 31 March 2013 (Unaudited) RM'000	FYE 2012 Year-to-date ended (21 months) 31 December 2012* (Audited) RM'000
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of investment in associates	-	-
Net cash inflow from deconsolidation of subsidiaries under liquidation	-	27,418
Acquisition of additional interest in subsidiary	-	-
Purchase of property, plant and equipment	-	(2,854)
Proceeds from disposal of property, plant and equipment	-	2,149
Net cash flow from investing activities	-	26,713
CASH FLOW FROM FINANCING ACTIVITIES		
Withdrawals / (Placements) of pledged fixed deposits	-	-
Repayment of hire purchase liabilities	(12)	(1,587)
Drawdown of short term borrowings	-	-
Repayments of short term borrowings	-	(52,405)
Drawdown of term loans	-	-
Repayments of term loans	-	-
Net cash flow used in financing activities	(12)	(53,992)
Net increase /(decrease) in Cash & Cash Equivalents	162	(9,487)
Cash & Cash Equivalents at beginning of period – Note (a)	343	10,158
Effect of exchange rate changes on cash and cash equivalents at beginning of the financial year	-	(328)
Cash & Cash Equivalents at end of period - Note (b)	505	343

The Consolidated Statements of Cash Flows should be read in conjunction with the audited financial statements for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER AND YEAR-TO-DATE ENDED
 31 MARCH 2013

	FYE 2013 Year-to-date ended (3 months) 31 March 2013	FYE 2012 Year-to-date ended (21 months) 31 December 2012
	RM'000	RM'000
Note (a)		
Cash & Cash Equivalents at beginning of period		
Cash & cash equivalents	343	64,565
Less : Pledged fixed deposits	-	(31,934)
Cash and bank balances	343	32,631
Bank overdraft	-	(22,473)
	343	10,158
Note (b)		
Cash & Cash Equivalents at end of period		
Cash & cash equivalents	505	343
Less : Pledged fixed deposits	-	-
Cash and bank balances	505	343
Bank overdraft	-	-
	505	343

1. BASIS OF PREPARATION

The interim financial statements are unaudited and have been prepared in accordance with FRS 134 “Interim Financial Reporting” issued by the Malaysian Accounting Standards Board (“MASB”) and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2012 and with the explanatory notes attached herein. These explanatory notes 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 last audited financial statement for the financial year ended 31 December 2012.

2. CHANGES IN ACCOUNTING POLICIES

The accounting policies adopted by the Group in this interim financial report are consistent with those adopted in the audited financial statements for year ended 31 December 2012 except for the adoption of the following new Financial Reporting Standards (FRSs), Amendments to FRSs and Issues Committee (IC) Interpretations by the Group with effect from 1 January 2011.

Adoption of FRSs, Amendments to FRSs and IC Interpretations

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 3	Business Combinations (Revised)
FRS 127	Consolidated and Separate Financial Statements
Amendments to FRS 1	Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters
Amendments to FRS 1	Additional Exemptions for First-time Adopters
Amendments to FRS 2	Share-based Payment
Amendments to FRS 2	Group Cash-settled Share-based Payment Transactions
Amendments to FRS 5	Non-current Assets Held for Sale and Discontinued Operations
Amendments to FRS 7	Improving Disclosures about Financial Instruments
Amendments to FRS132	Financial Instruments : Presentation
Amendments to FRS138	Intangible Assets
Amendments to FRS 1, FRS 3, FRS 7, FRS 101, FRS 121, FRS 128, FRS 131, FRS 132, FRS 134, FRS 139 and Amendments to IC Interpretation 13	Improvements to FRSs (2010)
IC Interpretation 4	Determining Whether an Arrangement Contains a Lease
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17	Distributions of Non-cash Assets to Owners
IC Interpretation 18	Transfers of Assets from Customers
Amendments to IC Interpretation 9	Reassessment of Embedded Derivatives

CHANGES IN ACCOUNTING POLICIES (CONTINUED)

The adoption of the abovementioned FRSs, Amendments to FRSs and Interpretations do not have any significant impact on the financial statements of the Group except for the following:

FRS 127 : Consolidated and Separate Financial Statements (revised) (“FRS 127”)

FRS 127 requires accounting for changes in ownership interests by the Group in a subsidiary, while maintaining control, to be recognised as an equity transaction. When the Group loses control of a subsidiary, any interest retained in the former subsidiary will be measured at fair value with the gain or loss recognised in profit or loss. The revised standard also requires all losses attributable to the non-controlling interest to be absorbed by the non-controlling interest instead of by the parent. The term minority interest was replaced by the term non-controlling interest.

3. QUALIFICATION OF AUDIT REPORT FOR THE PRECEDING ANNUAL FINANCIAL STATEMENTS

The audit report of the Group’s annual financial statements for the year ended 31 December 2012 was subject to qualification.

4. SEASONAL / CYCLICAL FACTORS

The Group’s operations are not affected materially by any seasonal / cyclical factors.

5. UNUSUAL ITEMS THAT AFFECT THE FINANCIAL STATEMENTS DUE TO THEIR NATURE, SIZE, OR INCIDENCE

There were no items affecting the assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size, or incidence of the Group for the period.

6. MATERIAL CHANGES IN ESTIMATES

There were no significant changes in estimates of amounts reported in the prior financial years that have a material effect in the current interim period.

7. ISSUANCES, CANCELLATIONS, REPURCHASES, RESALE AND REPAYMENTS OF DEBT AND EQUITY SECURITIES

There were no issuance, cancellations, repurchases, resale and repayments of debt and equity securities for the current financial year-to-date.

8. DIVIDEND PAID

There was no payment of dividend for the quarter ended 31 March 2013.

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2013

A. EXPLANATORY NOTES PURSUANT TO FRS 134 – INTERIM FINANCIAL REPORTING

9. SEGMENTAL REPORTING

The Group's segmental report for the current quarter and financial year-to-date are as follows:-

	Current Quarter Ended	3 months cumulative to date
	31 March 2013	31 March 2013
	RM'000	RM'000
Segmental Revenue		
Manufacturing		
- Retail solutions	-	-
- Semiconductor	-	-
Trading and service	756	756
Engineering	-	-
Investment income	-	-
	756	756
Eliminations	-	-
Group Revenue	756	756

	Current Quarter Ended	3 months cumulative to date
	31 March 2013	31 March 2013
	RM'000	RM'000
Segmental Results		
Manufacturing		
- Retail solutions	-	-
- Semiconductor	-	-
Trading and service	(97)	(97)
Engineering	-	-
Investment income [^]	(130)	(130)
	(227)	(227)
Eliminations	-	-
Profit / (loss) from operations	(227)	(227)

10. VALUATIONS OF PROPERTY, PLANT AND EQUIPMENT

There was no revaluation of property, plant and equipment during the current quarter. The valuations of property, plant and equipment have been brought forward without any amendments from the previous annual financial statements.

11. SUBSEQUENT EVENT

There was no material event subsequent to the end of the current quarter.

12. CHANGES IN THE COMPOSITION OF THE GROUP

There were no changes in the composition of the Group during the current quarter.

13. CONTINGENT LIABILITIES OR CONTINGENT ASSETS

There were no changes in contingent liabilities or contingent assets since the last annual balance sheet date.

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2013

B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD

14. REVIEW OF PERFORMANCE FOR CURRENT QUARTER AND FINANCIAL YEAR-TO-DATE

The Group's revenue for current quarter was RM0.76 million as compared to RM60.5 million last corresponding period. The liquidation of Hexagon Tower Sdn Bhd has resulted in the de-consolidation of financials of the Group's major operations and this has directly attributed to the significant drop of the Group revenue.

The Group registered a Loss After Tax ("LAT") of RM0.84 million for the current 3 months compared to LAT of RM7.22million. The improvement was attributed by de-consolidation of financials of its major subsidiaries which suffered higher operation loss in last financial period.

The inspection services is the only operating unit and the sole contributor for the Group. The unit which commenced its operation in Sep 2012, with its new facility in early Feb 2013, managed to secure the increased loading volume from one of its customer from Japan.

15. REVIEW OF PERFORMANCE FOR CURRENT QUARTER AS COMPARED TO THE PRECEDING QUARTER

	<u>Current Quarter</u>	<u>Preceding Quarter ended 31 December 2012</u>
	RM'000	RM'000
Revenue	756	(686)
Loss after tax	(838)	(7,499)

Current quarter's revenue improved to RM0.76 million from a negative of RM0.69 million for the preceding quarter, mainly due to the increased loading volume from customer under the trading and services division.

Higher LAT in last quarter was primarily due to the deconsolidation of major subsidiaries which was impacted by the impairment losses on former subsidiaries' intercompany balances and assets.

16. PROSPECTS

The group has triggered Practice Note 17 pursuant Paragraph 8.04 and Paragraph 2.1 (a) of Practice Note 17 ("PN17") of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as at 28 February 2013.

As a result of PN17, the Company is required to submit a regularization plan to Bursa Malaysia Securities Berhad/Securities Commission within 12 months from 28 February 2013

The Board is currently working with our financial Advisors to address these issues. We are hopeful that we will be able to resolve these issues in the best interests of all stakeholders.

17. TAXATION

	<u>Current Quarter</u>	<u>Year to date</u>
	RM'000	RM'000
Loss before tax	(838)	(838)

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2013

B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD

Taxation	0	0
Effective tax rate	0%	0%

The taxation charge to the Income Statement consists of :

	<u>Current Quarter</u>	<u>Year to date</u>
	RM'000	RM'000
Income tax	0	0
Deferred taxation	0	0
	<u>0</u>	<u>0</u>

The estimated effective tax rate is Nil as compared to the the statutory tax rate.

18. SALE OF UNQUOTED INVESTMENTS AND/OR PROPERTIES

There were no other sales nor profits/(losses) on any sale of unquoted investments and properties for the current quarter and financial year-to-date.

19. QUOTED SECURITIES

There were no purchase and disposal of quoted securities by the Group for the current quarter and financial year-to-date.

20. CORPORATE PROPOSALS

There are no outstanding corporate proposals for the current quarter and financial year-to-date.

21. GROUP BORROWINGS

The Group borrowings are secured against corporate guarantees given by the company, charges over the landed properties, fixed deposits pledged and negative pledged over the Group's assets.

	<u>As at March 2013</u>
	RM'000
Short Term Borrowings	
Bills Payable	0
Revolving Credits	0
Bank Overdraft	0
Others	0
Hire Purchase	54
Term Loans - Current portion	38,904
	<u>38,958</u>
Long Term Borrowings	
Hire Purchase	0
Term Loans – Long term portion	0

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2013

B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD

	0
Total Group Borrowings	38,958

All borrowings are denominated in local currency.

22. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

There were no off balance sheet financial instruments as at the reporting date.

23. CHANGES IN MATERIAL LITIGATION

There were no material litigations against the Group as at the reporting date except the following.

a) Winding Up Petition Against Hexagon Tower Sdn Bhd (“HTSB”) by Hartanah Construction and Development Sdn Bhd (“Hartanah”)

On 12 March 2012, a winding-up petition pursuant to Section 218 of the Companies Act, 1965 (the “Act”) was served on Hexagon Tower Sdn Bhd (“HTSB”), a wholly-owned subsidiary of the Company by Hartanah Construction and Development Sdn Bhd (Company No 922659-W) (“Petitioner”) (the “Petition”). The Petition was dated 7 March 2012 and shall be heard at the High Court of Sabah and Sarawak in Kuching on 26 March 2012. The total amount claimed by Petitioner against HTSB for non-payment of provision of goods and services due and owing by HTSB to the Petitioner based on the Notice pursuant to Section 218 (1) of the Act is RM140,476.67 with no interest claimed (“Outstanding Amount”).

HTSB had obtained a Restraining Order under Section 176 of the Act (“RO”) as announced on 19 January 2012 and subsequent announcements for the extension of the same. The RO restrains all legal proceedings against HTSB. The Company is in the midst of finalising a settlement scheme to be presented before HTSB’s unsecured trade and other creditors (“Proposed Scheme”) and will take necessary steps to ensure that the Petitioner will be included in the Proposed Scheme.

On 3 July 2012, a Winding-Up Order of KCH-28-9/2/2012 dated 24 May 2012 (“Winding-Up Order”) made under the High Court in Sabah and Sarawak at Kuching was obtained by Arthur Lee, Lin & Co Advocates, solicitors for the petitioner, Hartanah Construction and Development Sdn Bhd. HTSB has received legal advice that there are sufficient grounds for filing an application to set aside and/or alternatively stay the Winding-Up Order. As such, HTSB has instructed its solicitors to file an application to set aside and/or alternatively stay the Winding-Up Order.

On 14 September 2012, the High Court in Sabah and Sarawak at Kuching had dismissed the application of the Company and HTSB, to set aside the winding-up order made under the Companies (Winding-Up) No. KCH-28-9/2/2012 dated 24 May 2012 against HTSB with costs of RM5,000 to be paid by the Company to the Petitioner, Hartanah Construction and Development Sdn Bhd.

On 9 January 2013, the Company has announced that the High Court in Sabah and Sarawak at Kuching has on 14 December 2012 granted an order of to appoint, Mr Subramaniam A/L A.V. Sankar (“Liquidator”) as liquidator to replace the Official Receiver of Hexagon Tower Sdn Bhd

(In Liquidation) (“HTSB”), a wholly owned subsidiary company of the Company.

b) Members’ Voluntary Winding Up of Advance Metal Substrate Technology Sdn. Bhd

On 8 June 2012, the Company announced that Advance Metal Substrate Technology Sdn. Bhd. (“AMST”), a subsidiary company of the Company had been placed under a Members’ Voluntary Winding Up pursuant to a special resolution passed at the Extraordinary General Meeting (“EGM”) held on 8 June 2012 in accordance with Section 254 (1) (b) of the Companies Act, 1965.

AMST is in the business of manufacturing of lead-frames and the provision of inspection services and is currently inactive. The Members’ Voluntary Winding Up is part of Hexagon Group’s initiative to focus on other main businesses.

c) Prima Uno Berhad (“Prima Uno”) and Malaysians Trustees Berhad (“MTB”) Served a Statutory Notice of 218 to Hexagon Holdings Bhd

The Company announced that on 30 April 2013, a Statutory Notice dated 29 April 2013 had been served on the Company by Messrs Adnan Sundra & Low acting for Prima Uno Berhad (“Prima Uno”) and Malaysians Trustees Berhad (“MTB”) and demanding payment of a sum of RM39,291,536.30 as at 25 April 2013 with interest. The Company is given fourteen (14) days from the receipt of the Statutory Notice to pay the aforesaid sum, failing which, a winding-up proceeding may be filed against HHB.

The term loan is a primary collateral loan obligation obtained by the Company on 8 January 2007, under the agreement, the loan is scheduled to fall due on 26 January 2012. The Company, via a letter issued on 9 January 2012 to the lender, had sought an indulgence for an informal standstill until the Company undertakes to restructure the debt. Subsequent to the request and pending the debt restructuring, an informal standstill was observed by the lender.

The management is of the view that the reason leading to the filing of Statutory Notice was due to the delay by the Company in implementing its proposed debt restructuring, owing to changes of circumstances such as:-

- i. Winding-Up Order (“Winding Up”) issued under the High Court in Sabah and Sarawak at Kuching to Hexagon Tower Sdn Bhd (“HTSB”), a wholly-owned subsidiary of the Company and,
- ii. A Summary Judgement obtained by Standard Chartered Bank Malaysia Bhd (“SCB”) against Polymer Composite Asia Sdn Bhd (“PCA”), PCA is a wholly-owned subsidiary company of HTSB which in turn is a wholly-owned subsidiary company of the Company.

The Company has already appointed legal counsel to defend against and/or set aside the aforesaid Statutory Notice.

d) Letter of Demand by Malayan Banking Berhad (“MBB”)

The Board of Directors of HHB wishes to announce that, a Letter of Demand (“Demand”) dated

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2013

B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD

15 May 2013 had been served on the Company by Messrs Rahmat Lim & Partners acting for Malayan Banking Berhad (“MBB”) demanding payment of a sum of RM40,599,049.06 (as at 30 April 2013) with the continuing interest at the interest rate of BLR + 2.50% per annum (inclusive of the 1% per annum default interest).

HHB have executed the following corporate guarantee in favour of MBB for Hexagon Tower Sdn Bhd (“In liquidation”), which is the wholly owned subsidiary company of HHB prior to its liquidation (“HTSB”):-

- i. Corporate Guarantee dated 17 December 1997;
- ii. Corporate Guarantee dated 28 January 1997;
- iii. Corporate Guarantee dated 10 July 1997
- iv. Corporate Guarantee dated 26 June 2001;
- v. Corporate Guarantee dated 3 January 2006; and
- vi. Corporate Guarantee dated 9 October 2009.

The reason leading to the Demand was due to the delay by HTSB in the repayment of the outstanding amounts due and owing under the various banking facilities granted by MBB and HHB have provided guarantees and would need to repay on demand all moneys which now are or during the operation of the corporate guarantees to be due and owing by HTSB.

HHB is given seven (7) days from the receipt of the Demand to pay the aforesaid sum, failing which, further actions that deemed necessary may be taken against HHB.

HHB is in the midst of seeking legal advice to defend against the aforesaid Demand. If the Demand would subsequent crystallize, the potential liabilities would have financial and operation impact to the Company.

24. PROPOSED DIVIDEND

No dividend has been declared nor proposed for the current quarter.

25. EARNINGS PER SHARE (“EPS”)

	Current Quarter Ended	Comparative Quarter Ended	3 months cumulative to date	3 months cumulative to date
	31 March 2013	31 March 2012	31 March 2013	31 March 2012
Net Loss (RM'000)	(838)	(7,638)	(838)	N/A
BASIC EARNINGS PER SHARE				
Weighted average number of ordinary shares in issue ('000)	132,695	132,695	132,695	132,695
Earnings / (Loss) per Share – (Sen)	(0.63)	(5.76)	(0.63)	N/A

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2013

B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD

DILUTED EARNINGS PER SHARE

Adjustment for warrant conversion	63,476	63,476	63,476	63,476
Adjusted weighted average number of ordinary shares in issue ('000)	196,171	196,171	196,171	196,171
Loss per Share – (Sen)	*	*	*	*

* ANTI-DILUTIVE

26. RETAINED EARNINGS / (ACCUMULATED LOSSES)

	As at 31 March 2013	As at 31 December 2012
	RM'000	RM'000
Total accumulated losses of the company and its subsidiaries :		
- Realised	(106,660)	(462,295)
- Unrealised	9	1,167
	<u>(106,651)</u>	<u>(461,128)</u>
Total share of retained profit / (accumulated losses) from associated companies :		
- Realised	-	(604)
	<u>(106,651)</u>	<u>(461,732)</u>
Consolidation adjustments	4,092	361,028
Total group accumulated losses as per consolidated accounts	<u>(102,559)</u>	<u>(100,704)</u>

27. ADDITIONAL NOTES TO THE STATEMENT OF COMPREHENSIVE INCOME REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS

	Current Quarter Ended	Comparative Quarter Ended	3 months cumulative to date	3 months cumulative to date
	31 March 2013	31 March 2012	31 March 2013	31 March 2012
	RM'000	RM'000	RM'000	RM'000
(Loss) / profit for the period / year is arrived at the charging / (crediting):				
Interest income	-	242	-	N/A

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2013

B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD

Other income	240	1,358	240	N/A
Interest expenses	(612)	2,878	(612)	N/A
Depreciation and amortization	(40)	3,023	(40)	N/A
Provision for and write off of				
- Receivables	-	32,147	-	N/A
- Inventories	-	7,988	-	N/A

ADDITIONAL NOTES TO THE STATEMENT OF COMPREHENSIVE INCOME REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS (CONTINUED)

	Current Quarter Ended	Comparative Quarter Ended	3 months cumulative to date	3 months cumulative to date
	31 March 2013	31 March 2012	31 March 2013	31 March 2012
	RM'000	RM'000	RM'000	RM'000
(Gain) / loss on disposal of				
- Property, plant and equipment	-	19	-	N/A
- Investments	-	-	-	N/A
Impairment of property, plant and equipment	-	1,003	-	N/A
Foreign exchange (gain) or loss	15	533	15	N/A

By Order of the Board,

TAN BENG WAN
Executive Chairman and Group Chief Executive Officer

Date : 29 May 2013