

LEARNING  
IN ALL SEASONS



HELP INTERNATIONAL CORPORATION BERHAD 700568-H

ANNUAL REPORT 2010

EDUCATING IS OUR BUSINESS

ANNUAL REPORT 2010

HELP International Corporation Berhad  
(700568-H) (Incorporated in Malaysia)

Level 11, Wisma HELP, Lorong Dungun Kiri  
Damansara Heights, 50490 Kuala Lumpur

Tel : (603) 2094 2000  
Fax : (603) 2095 9554  
Email : info@hic.com.my

www.hic.com.my





*Kampung Attap  
...our humble beginnings*

**1986**



*Pusat Bandar  
Damansara*

**1991**



*HELP at Fraser  
Business Park*

**2011**

#### RATIONALE

The photos show the evolution of the HELP Group from a shop-lot institute to a multi-campus city university institution comprising three strategically located modern campuses with excellent facilities.

# 05<sup>th</sup> Annual General Meeting

HELP International Corporation Berhad  
Annual Report 2010

#### Place

Conference Hall, HELP University College  
BZ-2, Pusat Bandar Damansara  
Damansara Heights, 50490 Kuala Lumpur

#### Time

Thursday, 28 April 2011 at 10:30 a.m.




HELP  
at Subang 2 **2013**

# Contents

## 2010

Corporate Information PG 04	Statement on Directors' Responsibility for Preparing the Financial Statements PG 35
5-Year Group Financial Highlights PG 05	Statement on Internal Control PG 36
Board of Directors Profile PG 06	Additional Compliance Information PG 38
Chairperson's Statement PG 10	Financial Statements PG 39
Letter to Shareholders PG 14	Analysis of Shareholdings PG 95
Our Values PG 21	Properties Held by the Group PG 98
The HELP Group's CSR Programs 2010 PG 22	Notice of Annual General Meeting PG 99
Statement of Corporate Governance PG 24	Form of Proxy
Audit Committee Report PG 30	

# Our Mission

A large group of graduates in brown and gold gowns sitting in a hall during a convocation ceremony. The graduates are seated in rows, filling the hall. The background shows a large, ornate hall with high ceilings and decorative elements. A banner with the word "HELP" is visible in the background. The graduates are holding books and some are looking towards the camera.

Convocation

---

To help people succeed in life and  
to live a life of significance through  
education.

# Our Vision



Strategy Seminar

---

To be an international provider of quality education that is renowned in selective areas of excellence;

To provide a learning experience that enhances students' career development, lifetime values and personal fulfillment;

To share our success with the community we serve as a social business enterprise; and

To have consistent performance and therefore discharge our duty to our shareholders and other stakeholders.

# Corporate Information

Date of Incorporation  
**20 June 2005**

Stock Exchange Listing  
**Main Market of Bursa  
Malaysia Securities Berhad  
(Listed on 22 May 2007)**

Authorised Capital  
**RM250,000,000** comprising 500,000,000  
ordinary shares of **RM0.50** each

Issued and Fully Paid-Up Capital  
(as at 10 March 2011)  
**RM71,020,800** comprising 142,041,600  
ordinary shares of **RM0.50** each

4

20  
10

## Board of Directors

**Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali**  
(Chairperson and Non Independent Non-Executive Director)  
(Demised on 21 March 2011)

**Datin Low Kam Yoke**  
(Chairperson and Group Chief Executive Officer)  
(Redesignated on 28 March 2011)

**Datuk Dr. Chan Tuck Hoong**  
(Group President and Executive Director)

**Dato' Dr. Zakaria Bin Ahmad**  
(Executive Director)

**Wen Chiu Chi**  
(Non-Independent Non-Executive Director)

**Chong Koon San**  
(Non-Independent Non-Executive Director)

**Ong Seng Pheow**  
(Senior Independent Non-Executive Director)

**Ng Teh Kha**  
(Independent Non-Executive Director)

**Dato' Dr. Thong Kok Cheong**  
(Independent Non-Executive Director)

## Audit Committee

**Ong Seng Pheow**  
(Chairman)

**Dato' Dr. Thong Kok Cheong**

**Chong Koon San**

## Registered Office

Level 11, Wisma HELP  
Lorong Dungun Kiri  
Damansara Heights  
50490 Kuala Lumpur  
Tel : (603) 2094 2000  
Fax : (603) 2095 9554  
Website : [www.hic.com.my](http://www.hic.com.my)  
Email : [info@hic.com.my](mailto:info@hic.com.my)

## Company Secretaries

**Chua Siew Chuan**  
(MAICSA 0777689)

**Elaine Wong Wei Syn**  
(MAICSA 7048544)

## Principal Bankers

RHB Bank Berhad  
HSBC Bank Malaysia Berhad  
CIMB Bank Berhad

## Auditors

Ernst & Young (AF:0039)  
Level 23A, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
50490 Kuala Lumpur

## Share Registrar

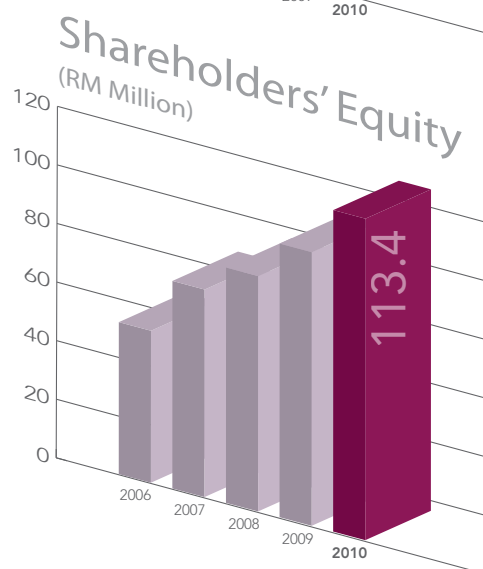
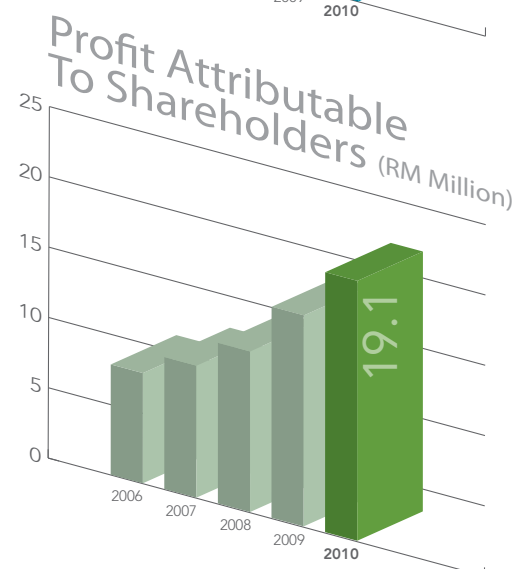
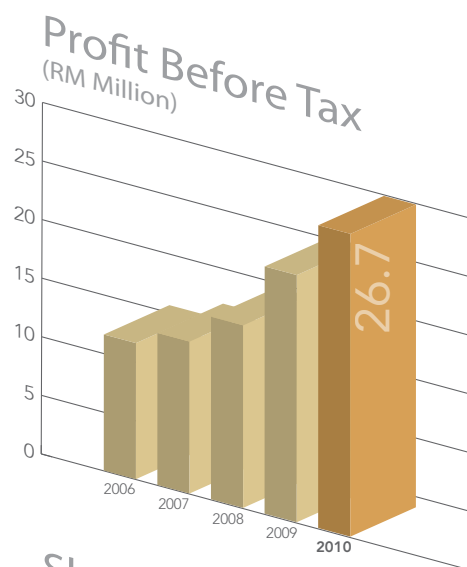
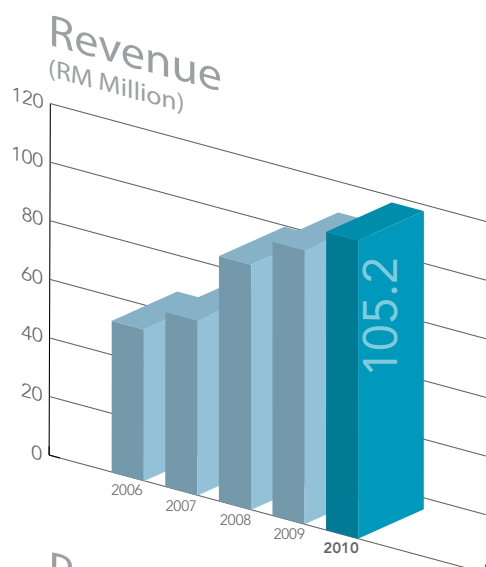
Securities Services (Holdings)  
Sdn. Bhd.  
Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur  
Tel : (603) 2084 9000  
Fax : (603) 2094 9940

## Investor Relations and Enquiries

**Juliet Chan Ji-Quandt**  
Public and Investor  
Relations Officer  
Email : [chanjq@hic.com.my](mailto:chanjq@hic.com.my)  
Tel : (603) 2711 2000 ext 1718

# 5-Year Group Financial Highlights

	FYE 31 October (Pro-forma) - RM Million				
	2006	2007	2008	2009	2010
Revenue	53.5	61.7	86.5	96.6	<b>105.2</b>
Profit Before Tax	12.0	13.4	16.1	21.8	<b>26.7</b>
Profit Attributable To Shareholders	8.1	9.7	11.8	15.5	<b>19.1</b>
Paid-Up Capital	37.0	44.4	44.4	44.4	<b>71.0</b>
Shareholders' Equity	53.6	73.2	83.0	96.5	<b>113.4</b>
Total Assets Employed	85.6	111.4	136.4	150.0	<b>205.4</b>
Earnings Per Share (sen)	10.9	12.0	13.3	17.0	<b>21.0</b>
Weighted Average Number of Ordinary Shares in Issued ('000)	74,000	80,558	88,776	88,776	<b>92,716</b>



## TAN SRI DATUK PADUKA DR. HAJJAH SALEHA BTE MOHD ALI

Chairperson and Non-Independent Non-Executive Director • Age 88 (Demised on 21 March 2011)

The late Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali was appointed as our Chairperson and Non-Independent Non-Executive Director on 5 April 2007.

She was also a Director of HELP University College Sdn. Bhd. ("HUC") since 1 August 1987.

She served as a teacher in 1942, as well as from 1945 to 1946. Between 1949 and 1953, she was the Selangor and Malacca State Welfare Officer. Tan Sri Saleha has been involved in many public, social and welfare organisations, including as a member of the State of Selangor Legislative Council between 1950 and 1952, the Selangor Public Service Commission between 1960 and 1970, the National Council of Religious Affairs Malaysia since 1974, and as a member of the National Welfare Council Malaysia.

She was the President of the Institute of Management Consultants, Malaysia, and the Chairman of the Board of Governors of Genting Highlands College. She was also an advisor to two research institutions, the Asia Strategy and Leadership Institute Malaysia (ASLI), and the Malaysian Strategic Research Centre (MSRC). She was a Director of Hirotako Holdings Berhad, Leong Hup Holdings Berhad, Fitters Holdings Berhad, and Malaysia Land Development Berhad.

Tan Sri Saleha graduated with a Diploma in Social Science and Economics from the London School of Economics and Political Science in 1949. In 1997, she was awarded the Doctor of University from the University of Southern Queensland, Australia.

# Board of Directors Profile

## DATIN LOW KAM YOKE

Chairperson and Group Chief Executive Officer • Age 66 (Redesignated on 28 March 2011)

Datin Low Kam Yoke was appointed as our Group Chief Executive Officer and Executive Director on 5 April 2007. She was redesignated to Chairperson and Group Chief Executive Officer effective from 28 March 2011.

She has been the Chief Executive Officer of HUC since October 1995.

As a Co-Founder, she started HUC in 1986 together with various distinguished professionals and academics. She initially held the position of Administrative Director, in charge of administrative and corporate affairs at HUC.

She has extensive experience in the field of education and has also rendered services as a consultant to those setting up new colleges in Malaysia. Her contribution to worldwide education was recognised in 2000, when she was awarded an Honorary Doctorate of Business Administration by the University of East London, United Kingdom. In 2001, she was awarded with the degree of Doctor of Education (honoris causa) by Charles Sturt University, Australia.

In 2005, she was awarded the Officier de l'Ordre National du Mérite by President Jacques Chirac of France for her contribution to the development and promotion of educational and cultural collaboration between France and Malaysia.

In September 2005, she was awarded the prestigious Honorary Doctorate Degree of the University from the renowned University of Queensland, Australia.

She graduated with a Bachelor of Arts (Honours) in History and Geography, a Diploma in Education, and Master in Economics from the University of Malaya in 1967, 1968 and 1985 respectively. She also studied at the University of Canberra for a Postgraduate Diploma in Library Science whilst working with the Australian Department of Education in Canberra.

She is a member of the Remuneration Committee and is the wife of Datuk Dr. Chan Tuck Hoong.

## DATUK DR. CHAN TUCK HOONG

Group President and Executive Director • Age 68

Datuk Dr. Chan Tuck Hoong was appointed as our Executive Director on 5 April 2007.

He is currently the Group President of HELP International Corporation Berhad ("HELP Group").

Datuk Dr. Chan has an interesting career as an academic, economic advisor, and entrepreneur.

He is one of the Co-Founders and Executive Directors of HUC and also holds the position as President of HELP University College ("HELP").

An economist by training, he studied at the University of Malaya, McMaster University, Canada, and completed his PhD at the Australian National University ("ANU"). Datuk Dr. Chan has a distinguished academic career. He was Chairman, Division of Applied Economics, University of Malaya. He has published widely, taught in many universities, and participated in numerous professional seminars.

Datuk Dr. Chan was also trained in advanced leadership in the renowned Center for Creative Leadership in Colorado Springs, USA. He also attended Harvard Business School Executive Education programs.

An eminent educationist, he has set up and consulted for many tertiary institutions in Asia and US. He has conducted many accreditation exercises and quality assurance management projects for colleges and universities. He is also advisor to several Chinese universities and educational institutions in China, US and Australia.

He is also an Auditor of the Australian Universities Quality Agency.

For his contributions to education in Malaysia and Asia he received honorary doctoral degrees from British and Australian universities. He is also a member of the Distinguished Alumni Hall of Fame of ANU in recognition of his achievements in education and entrepreneurship. Datuk Dr. Chan is President of the Malaysian ANU Alumni, and chairs the ANU Alumni Scholarship Committee.

As an economic advisor, he has consulted for international organizations and Governments. He has contributed significant policy inputs to various Malaysian Government projects, including the first Industrial Master Plan and other national plans. Datuk Dr. Chan assisted in constructing the KLSE Composite Index and was Chairman of the Committee from 1991 to 2001.

At the ASEAN and Asia Pacific level, Datuk Dr. Chan has contributed to policy research and policy formation, and holds various regional positions.

As an entrepreneur, he was involved in different roles in the corporate sector. He was a director of several public companies and has founded and managed a number of private enterprises.

For his contribution to education, Dr. Chan was awarded the Panglima Jasa Negara (P.J.N) by the King of Malaysia. This grants him the title of Datuk.

Datuk Dr. Chan Tuck Hoong is the husband of Datin Low Kam Yoke.

**DATO' DR. ZAKARIA BIN AHMAD**

Executive Director • Age 64

Dato' Dr. Zakaria Bin Ahmad was appointed as our Executive Director on 5 April 2007.

A director of HUC since 31 March 1986, Dato' Dr. Zakaria started his career at the Malaysian Ministry of Foreign Affairs in 1970, and was a teaching fellow at McMaster University, Canada, from 1970 to 1971, where he completed his Masters degree.

Dato' Dr. Zakaria joined Universiti Sains Malaysia as an Assistant Lecturer after completing his Masters degree. He later moved on to lecture at the University of Malaya from 1972 to 1973. Subsequently, he was accepted by the Massachusetts Institute of Technology (MIT) in the United States to pursue his PhD.

Upon completion of his PhD, Dato' Dr. Zakaria was appointed as Head and Associate Professor of the Department of Political Science at Universiti Kebangsaan Malaysia between 1978 to 1983. From the years 1983 to 1985, Dato' Dr. Zakaria assumed the role of Deputy Director-General (Studies) of the Institute of Strategic and International Studies (ISIS) in Malaysia. In 1987, he returned to Universiti Kebangsaan Malaysia.

Dato' Dr. Zakaria was appointed the Tun Abdul Razak Chair in Southeast Asian Studies at Ohio University, United States, from 2001 to 2003.

In 2005, he was redesignated as an Executive Director of HUC.

Dato' Dr. Zakaria graduated from the University of Singapore in 1970 with a Bachelor of Social Science (Honours), obtained a Master of Arts in Political Science from McMaster University, Canada, in 1971, and completed his PhD from the Massachusetts Institute of Technology (MIT), United States in 1977.

Dato' Dr. Zakaria who is one of our directors and substantial shareholders, a member of key management, and academic personnel, is the sibling of Dato' Zabeidah Binti Ahmad, a director at Selangor Properties Berhad ("SPB"), HELP Group's controlling shareholder.

**MR. WEN CHIU CHI**

Non-Independent Non-Executive Director • Age 55

Wen Chiu Chi was appointed as our Non-Independent Non-Executive Director on 5 April 2007. He has also been a Director of HUC since 11 April 1994.

He began his career as Junior Executive of SPB in 1978. Subsequently, he served as an Executive Director of SPB from 1979 to 2000. In 2000, he was appointed as

Managing Director of SPB, a position which he holds until today. He is also a Director of various companies such as Kayin Holdings Sdn Berhad and a number of companies under the SPB Group.

He graduated with a Bachelor of Commerce degree from the University of Western Australia in 1977.

**MR. CHONG KOON SAN**

Non-Independent Non-Executive Director • Age 44

Chong Koon San was appointed as our Non-Independent Non-Executive Director on 5 April 2007. He has also been a Director of HUC since 9 October 2000.

A lawyer by training, he is currently the Corporate Affairs Manager of SPB. He started his career as a litigation lawyer before moving on to banking and thereafter as an in-house legal advisor to Malaysian French Bank Berhad (now known as Alliance Bank Malaysia Berhad), Hume Industries (Malaysia) Berhad, Mah Sing Group Berhad, and Johan Holdings Berhad.

He obtained his Bachelor of Law degree from the University of Malaya in 1991, and was called to the Malaysian Bar as an Advocate and Solicitor of the High Court of Malaya in 1992.

Mr Chong is a member of the Audit Committee.

## MR. ONG SENG PHEOW

Senior Independent Non-Executive Director • Age 62

Ong Seng Pheow was appointed as our Independent Non-Executive Director on 5 April 2007.

He has over 34 years experience in public practice with an international firm of accountants. Mr. Ong was the National Director of Assurance and Advisory Business Services of Ernst & Young Malaysia from 1994 until 2003.

He presently sits on the Board of Directors of Daiman Development Berhad, George Kent (Malaysia) Berhad, LCTH Corporation Berhad, RHB Bank Berhad, and RHB Insurance Berhad. Mr. Ong is a member of the Malaysian Institute of Certified Public Accountants (MICPA) and the Malaysian Institute of Accountants (MIA).

Mr Ong is the Chairman of the Audit Committee and Remuneration Committee and is also a member of the Nomination Committee.

## MR. NG TEH KHA

Independent Non-Executive Director • Age 62

Ng Teh Kha was appointed as our Independent Non-Executive Director on 5 April 2007. He has also been a Director of HUC since 9 May 1986.

Mr. Ng is an entrepreneur. He is the Managing Director of Koong Phin Corporation (M) Sdn. Bhd. since 1978,

a company involved in marketing, manufacturing and design in fashion line business. In 1988, he joined Kangzen-Kenko Marketing (M) Sdn. Bhd. as the Managing Director.

Mr Ng is a member of the Nomination Committee.

## DATO' DR. THONG KOK CHEONG

Independent Non-Executive Director • Age 65

Dato' Dr. Thong Kok Cheong was appointed as our Independent Non-Executive Director on 5 April 2007.

Dato' Dr. Thong worked for Shell for 19 years, and has considerable experience in the upstream business of exploration, production of oil and gas, and downstream oil business in refining, supply and trading. He was appointed Chief Corporate Planner for the Shell Group of Companies in Malaysia from 1991 to 1993.

After that he left to start his own business in property development, manufacturing and trading. Dato' Dr. Thong was appointed to the Board of Directors of Jasa Megah Industries Berhad, and Insas Berhad in 1993. He retired from the two companies in 2000. His current interest is in consultancy, property development and investment. Currently he is a director of Grand Battery Technologies Berhad.

He graduated from the Imperial College of Science and Technology, University of London, with First Class Honors in Chemical Engineering in 1968, and obtained his PhD in 1971. He received the RH Gummer prize for 1969/70 for his research work in combustion, and has published papers in the Proceedings of the Royal Society, UK, Institute of Chemical Engineering, UK and Journal of Physics, UK. He is the founding member of the Imperial College Alumni Malaysia, and is a former President of the Alumni.

Dato' Dr. Thong is the Chairman of the Nomination Committee. He is also a member of the Audit Committee and the Remuneration Committee.

### NOTES

All the directors are Malaysians.

Saved as disclosed above, there is no other family relation with the Directors and / or major shareholders of the Company.

Save for Mr Wen Chiu Chi who has interest in the recurrent related party transactions as disclosed in Note 25(a) to the Audited Financial Statements and in the Circular to Shareholders dated 6 April 2011, none of the Directors has any financial interest in any business arrangement involving the Group.

The attendance and securities holdings of the Directors are respectively disclosed in page 25 and page 95 of this Annual Report.

None of the Directors has been convicted of an offence within the past ten (10) years, other than traffic offences, if any.

# Chairperson's Statement

---

10

20  
10

Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali  
Chairperson



\* The late Chancellor Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali passed away on 21 March 2011.

“ DEAR SHAREHOLDERS,

On behalf of the Board of Directors of HELP International Corporation Berhad (“HELP Group”), we are pleased to present the Annual Report and Audited Financial Statements of the Company and the Group for the financial year ended 31 October 2010.”

#### REVIEW OF FINANCIAL PERFORMANCE

We are pleased to report that we sustain our financial performance. In 2010, the Group’s revenue increased by 8.9% to RM105.2 million from RM96.6 million in 2009. Profit before tax for 2010 rose to RM26.7 million from RM21.8 million in 2009. The HELP Group’s pre-tax margin for 2010 increased to 25.4% from 2009’s 22.6%.

The improvement is due to increasing demand for our programs, prudent cost management, and fee increase.

#### BONUS ISSUE

On 5 October 2010, 53,265,600 new ordinary shares of RM0.50 each were issued by the Company pursuant to a bonus issue on the basis of 3 bonus shares for every 5 existing shares held in the Company. The shares were listed and quoted on the Main Market of Bursa Malaysia Securities Berhad on 6 October 2010.

The bonus shares were issued to thank and reward our existing shareholders for their loyalty and trust in us. The enlarged issued and paid up capital of the Company is now RM71,020,800 comprising 142,041,600 shares.



Partnership in China (Nanning)

## DIVIDENDS

The Board of Directors has recommended a Final Dividend of 4% less 25% taxation for the financial year 2010, subject to shareholder's approval at the forthcoming Annual General Meeting.

## ACHIEVEMENTS

HELP Group was ranked 43rd in the KPMG's Shareholder Value Award 2010 Program. We were ranked third in the infrastructure category.

We were also chosen by OSK as one of the "50 Jewels", small capital companies that are expected to give between 5%-15% returns in 2010.

Our students have also shown their fighting spirit by winning back the coveted Malaysian Association of Private Colleges and Universities (MAPCU) Sports Trophy. This year we won by a large margin.

## CORPORATE GOVERNANCE

The HELP Group puts good Corporate Governance at the top of its priority list, and we are pleased that the Minority Shareholders Watchdog Group has chosen HELP International Corporation Berhad as one of the top 100 companies for the Malaysian Corporate Governance Index 2010 Awards.



HELP at Education Fair

## CORPORATE SOCIAL RESPONSIBILITIES

In 2010, the students and staff of the HELP Group organised many events to help the poor and needy.

Our relationship with World Vision Malaysia continues to be strong. Each year HELP University College ("HELP") is one of the co-organisers for the World Vision 30 Hour Famine.

HELP students and staff also made some effort to raise funds for the victims of the Haiti earthquake and donated the money through World Vision, and UNICEF.

The HELP Matriculation Centre also organised a "White Cane Day" with the Society of the Blind, and the Transport Department. The event was organised to raise awareness amongst the public and students about the dangers and frustrations the blind face in their daily lives. It was very well attended. Students had to lead the blind from Pusat Bandar Damansara along the highway to Wisma HELP.

As part of our mission "to help people succeed in life and to live a life of significance through education," HELP Group has assisted many students to pursue their studies with financial support which includes programs scholarships, bursaries, and employment opportunities not only within the HELP Group, but with other companies too.



Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali with Datin Low Kam Yoke.

“

Our students have also shown their fighting spirit by winning back the coveted Malaysian Association of Private Colleges and Universities (MAPCU) Sports Trophy. This year we won by a large margin.

”

## FUTURE OUTLOOK

We are optimistic about our future, especially in the next few years. With two new campuses, one in Subang 2, and the other in Fraser Business Park in Kuala Lumpur, we are confident that our student numbers will continue to grow due to the new campuses, and new programs being offered, such as culinary arts, hospitality and tourism, animation, and cleaning technology. Our Group Chief Executive Officer and Group President will highlight the details of our major business plans in their letter to shareholders.

## APPRECIATION

On behalf of the Board of Directors, we thank our shareholders, management, staff, students, parents, partners, regulatory bodies, and the Ministry of Higher Education for their trust, support, and assistance.

**Tan Sri Datuk Paduka Dr. Hajjah Saleha  
Bte Mohd Ali**  
Chairperson

18 March 2011

# Letter to Shareholders

---

14

20  
10



Datuk Dr. Paul Chan Tuck Hoong and Datin Low Kam Yoke with Chef Paul Bocuse, the Chef of the Century.

## “EDUCATING IS OUR BUSINESS”

“

DEAR SHAREHOLDERS,

The education industry continues to expand globally: this provides new opportunities and it also attracts competition. To respond to this, we focus to build our capacity for growth and our capability for quality performance. This will ensure our long term sustainable growth with value. It will also achieve our vision “To be a trustworthy global provider of education services.”

”

---

We are delighted to report that for the financial year 2010, HELP International Corporation Berhad (“HELP Group”) has succeeded to yet again improve its financial performance. Our revenue and profit have increased year-on-year.

### FINANCIAL PERFORMANCE

For the current financial year, the HELP Group’s revenue and profit after tax was RM105.2 million and RM19.1 million respectively compared to last year’s RM96.6 million and RM15.45 million. This represents an increase of 8.9% in our revenue and 23.6% in profit after tax.

In 2010, the HELP Group undertook a three-for-five bonus issue which increased its share base from 88.7 million shares to 142.0 million shares. This expanded the shareholders’ base for interested parties to participate in our growth. The exercise has proven to be successful: there is an increase in the number of shareholders in our Company, and there is also increased trading activity. More research analysts now cover the HELP Group and there are many institutional investors that indicate investment in and partnership interests with the Group.



## EXPANSION, DIFFERENTIATION, AND INTERNATIONALIZATION (EDI)

Our EDI involves the innovation of new facilities, new partnerships, new programs, and new markets.

### New Facilities

By 2016, the HELP Group will have 6 campuses: 5 in Malaysia and 1 in Sydney. This is to prepare for a target population of 20,000 students around 2018.

The existing Damansara Campus (Campus 1) will be renovated to upgrade some of its facilities, particularly to cope with staff expansion and the use of new teaching technologies. The Damansara Campus is well located in the high middle income class area. It has excellent access and will be further enhanced by the proposed new MRT transport linked with the rest of the Klang Valley.

During the past year, HELP University College Sdn. Bhd. (HUC) also completed the acquisition of the purpose-built HELP Residence, a 21-floor hostel for our students. It can accommodate about 900 students. The property is located in a prime part of Kuala Lumpur and the acquisition price was RM50 million, to be paid over five years.

HELP College of Arts and Technology (HELP CAT and Campus 2), formerly known as HELP International College of Technology (HICT), is now relocated at Fraser Business Park in the metropolis Kuala Lumpur. The city location is strategic as it is also part of the urban redevelopment zone of the Sungei Besi area. It also has a large student catchment area and is part of the new MRT hub. Besides the business and pre-university courses, the focus of the business model in this campus is on professional, commercial, vocational and technical programs. This includes culinary entrepreneurship, animation training and production, beauty and health care, and the leisure and recreational driven courses.

Our proposed new campus (Campus 3) in Subang 2 is expected to start construction in the third quarter of 2011. The architectural designs have been finalised and we are now in the process of appointing the contractors. We have already received the development order. This will be an iconic campus, ecologically focused, and with a well thought out learning ambience. It is part of a larger integrated township development and it therefore benefits from many complementary facilities.

On 23rd February 2011, we signed a Memorandum of Understanding (MOU) with the Naza Group, a Malaysian conglomerate which has a large automotive business, to have a 50:50 joint venture ownership of The College of Automotive and Transportation Management. NAZA has ready-made facilities in Kuala Lumpur and Kedah to start a college campus (Campus 4). The college will include courses in automotive engineering, environmental and logistics management, and the business and economics of the transportation industry. A main objective is to professionalize the development of this large sector.

As part of our expansion in Southern Malaysia, an MOU was signed in October 2010 with developer Seri Alam Properties Sdn. Bhd., a subsidiary of United Malayan Land Berhad which will build and lease a campus (Campus 5) to us in Seri Alam, Iskandar. This campus will focus on vocational programs, including automotive and transportation management, and hospitality and tourism management to cater for the Singapore market. The campus is located near the Johor - Singapore Causeway.

The formalization of the ELM College in Sydney (Campus 6) is still being processed.

*MOU Signing Ceremony with Institute Paul Bucose | Mme. Eléonore VIAL, M. Hervé Fleury, Datuk Chan, Dr. Choong and Datin Low*

*Institute Paul Bucose*



## New Programs and Partnerships

The HELP Group of Colleges is very well regarded for its psychology, business, finance, accounting, and law programs. We are normally the first choice among students for these programs.

At the same time, it is also important to identify new programs to serve the growing demands arising from the rapid expansion of the Asian economies. Because of demographic, social-economic and technological changes, the demands of the work place and industries for various academic, technological and professional skills are changing. We have thus introduced new programs and innovative learning models for this.

We have identified the culture industry, including 'edutainment' (education and entertainment), culinary entrepreneurship, automotive and transportation management, criminology and forensic studies, beauty and well being, and cleaning science and technology as some of the new growth segments.

HELP University College ("HELP") and HELP CAT have plans to set up the Centre for Creative Cultural Arts. On 9th December 2010, HELP signed an agreement with Fuzeinc from Hollywood and its partners to provide Fuzeinc with animators trained at HELP CAT for their production of a new animated series called 'Chop Chops'. Fuzeinc was founded by Hollywood veterans, notably Edward James Olmos, who is famous for his role as Commander William Adama in 'Battlestar Galactica', and as Jaime Escalante in 'Stand and Deliver'. The other founders are Michael D Olmos (Edward's son) who is a director and producer, and Nickson Fong, a well known visual effects director in Hollywood, who has worked on projects such as 'Shrek', and the 'Matrix Trilogy'. Animation courses and production for commercial advertising and marketing will start in mid 2011.

The hospitality, tourism and culinary industry will continue to grow in Asia; this is driven by lifestyle changes, accompanied by rising per capita income. We have thus started to build core competency and partnerships in this area.

Thus, in November 2010, the HELP Group created a new partnership with Institut Paul Bocuse in Lyon, France. This institute was founded by Paul Bocuse, a world renowned three Michelin star chef. The institute will provide the HELP Group with its expertise in French culinary arts and will also jointly offer programs with HELP and HELP CAT. This is the first three Michelin star program in the country.

Complementing this is our partnership with Normandy Business School (Ecole de Management de Normandie), France, in tourism and event management, logistics management, and business studies. Normandy Business School is a world renowned institution and has a long history of scholarship.

As part of our push into online learning, we are working with Pearson to provide technical support and up to date content for our programs. We aim to commence recruitment into our new programs by end of 2011.



Partnership with Hollywood Stars in Animation Education | Nickson Fong, Michael Olmos, Datin Low, Datuk Chan and Edward Olmos

The HELP Group also completed an investment into a Swiss-based online learning company BRIDGE2THINK AG (B2T). B2T offers its services and content to over 80 corporate institutions worldwide.

In October 2010, HELP's management visited 10 UK institutions of higher learning. We discussed various collaborative endeavours. Some of the new partnerships will start the courses in the third quarter of 2011.

One notable development is the joint degree of the Bachelor of Psychological Sciences between HELP and Flinders University, Australia. This is recognized by the Australian Psychological Association. This is a first in Malaysia, and probably in Asia. The Department of Psychology in the Faculty of Behavioural Sciences is highly regarded in Asia, and increasingly in the UK and Australia, for its research, teaching quality, and outstanding graduates. HELP has a large Postgraduate program in psychology.

The HELP Business School is in a similar position as the Psychology Department. Many of its students have outstanding results in finance and accounting and are much sought after by the private sector. Working closely with CPA Australia, Association of Chartered Certified Accountants (ACCA), and the Institute of Chartered Accountants in England and Wales (ICAEW), the Department has produced accounting graduates who have no difficulty in securing jobs with the Big 4. Collaborating with the University of Queensland ("UQ"), we have produced numerous first class graduates in finance and accounting who are on the Dean's list.

For 2010, we have also expanded our own degrees: this includes courses in Early Childhood Education, Master of Accounting and Finance, Graduate Diploma in Accounting, and a number of Diploma Courses. Our tie-up with Waterloo University, Canada has created a large cohort of actuarial science students who will complete under the Cooperative Program in Canada. Waterloo is ranked as one of the best in the world for computing, mathematical, and actuarial studies.

Our association with many top universities for our students to benefit from credit transfer and dual and joint degrees, or to complete their degrees in Malaysia, has expanded options and diversified our partnerships to access the best: this includes, The University of London, UQ, ANU, The University of Melbourne, Flinders University, Institut Paul Bocuse, Normandy Business School, Northumbria University, Cardiff University, and Guangxi University of Nationalities.

Chinese Cuisine



## STUDENTS' ACHIEVEMENTS

This year marked another great year for our students. Our students have done remarkably well in terms of scholastic results and winning recognition awards and scholarships. This includes the HELP's high achievers in the Deans' lists in overseas universities, getting First Class Honours, being selected to do higher degrees, and excelling in other endeavours.

One of the strong points of HELP's graduates is their employability. Our students are employed by multinational companies, Fortune 500, Government-Linked Companies and universities. Many are also successful entrepreneurs and professionals in a wide range of industries and services.

In particular, the following graduates of HELP are much sought after: business, finance and accounting, psychology and law.

HELP is the largest centre in the world for the London Edexcel A-Level program. In the recent examination, we have produced good results: 345 students sat for their A-Levels last year and 111 achieved straight A's.

Since the establishment of the A-Levels Department, a total of 49 students received the Edexcel World Awards for perfect scores in the following subjects: Accounting, Chemistry, Biology, Mathematics, English Literature, Law, Physics, and Further Mathematics.

The HELP Foundation Certificate Program is growing and is now recognized for admission into an increasing number of UK, Australian and US universities. It is also franchised overseas.

## STAFF DEVELOPMENT

To support our expansion plans and to nurture high performers in the HELP Group, we have established a number of staff development programs. This includes competency training which is served by the Centre for Teaching and Learning, and the Centre for Workplace Performance. It is our HR policy to support pipeline leadership development and academic upgrading. We thus subsidize our staff with financial incentives, including scholarships from partner universities and paid leave. To date 11 staff members are sponsored by HELP and partners to pursue their PhDs, and more than 25 are pursuing their Masters at HELP and other universities. Staff are also supported in their research and conference participation.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year we have awarded financial incentives to many students. These are mainly fee waivers. The criteria are based on needs and merit.

We have also been actively engaged in various CSR related activities. These are explained in the Report.

## HELP'S ACHIEVEMENTS: 25 YEARS

On 6th October 2010, the HELP Group was awarded the KPMG Shareholders Value Award for the year 2009. We were ranked 43rd overall amongst all listed companies. The Award recognizes the economic performance of the HELP Group for its shareholders. It was the only education institution in the list to be included in the top 100 list of companies.

The HELP Group is also proud that it was selected by the Minority Shareholders Watchdog Group to be included as one of the top 100 companies for the 2010 Corporate Governance Index 2010. The HELP Group was the only education institution chosen.

We are proud to be given these two accolades as they suggest the HELP Group has two vital attributes for a quality corporation: to deliver economic value, and to manage with strong governance. The corporate credibility of the HELP Group is strong.

HELP was founded on 1st April 1986. 2011 is HELP University College's 25th Silver Jubilee year.

For the next five years, our positioning, differentiation, and branding is to focus on achieving our Six P's:

- 1) Offering a learning experience with desired outcomes: to be preferred by students
- 2) Producing outstanding graduates with holistic attributes: to be preferred by employers
- 3) Managing an organization that nurtures personal development: to be preferred by employees
- 4) Leading a community that cares: to be preferred by the community
- 5) Sustaining a trustworthy team that provides synergies: to be preferred by partners
- 6) Growing a sustainable social business enterprise that delivers value: to be preferred by investors

We believe that our "Mission: to help people succeed in life and to live a life of significance through education" provides the purpose and values, drives our competency and demonstrates our conduct in creating a culture of performance that is needed for sustainable success in our unique model of a Social Business Enterprise.

We have succeeded because of your trust and faith in our conviction.

Best wishes,

**Datuk Dr. Paul Chan**

and

**Datin Chan-Low Kam Yoke**



# Our Values

Pride of Achievement

Sharing Success

The Courage to Be

To be Compassionate

To be Significant

# The HELP Group's CSR Programs 2010

22

20  
10



2010 School Achievers Scholarship Award (SASA) recipients



SASA GIFT BACK trip to an orang asli camp in Pahang

## HELP FOR HAITI – 25 MAR 2010

Initiated by HELP College of Arts and Technology (HELP CAT), the HELP Group of Colleges students staged a concert in campus to raise funds for the victims of the devastating earthquake in Haiti. Organised in March 2010, the proceeds were channelled to victims via UNICEF.

## SEX IT RIGHT! SEX EDUCATION CAMPAIGN – SEPT 2010

Organised by the students from the Department of Communication to raise awareness of practicing safe sex and increasing knowledge on the consequences of sexual activities. Activities of the day included talks on safe sex by medical practitioners, exhibition on various STDs, distribution of free condoms and registration for cervical cancer prevention jabs.

## CHINA EARTHQUAKE QINGHAI NORTHWEST CHINA – APR 2010

Donations were collected from staff and students via placement of donation boxes in campus

## INDONESIA EARTHQUAKE/ TSUNAMI : SUMATRA – APR, MAY & OCT 2010

Headed by the Indonesian Students Society and the Department of Students Affairs – fund raising through donations, and bazaars.

## WHITE CANE DAY – 20 NOV 2010

A collaboration between HELP and the Society of Blind Malaysia. October 15th is observed as International White Cane Day throughout the world. It is done to honour the many achievements of the blind or the visually impaired and to recognize the significance of the white cane in advancing independence. HELP's White Cane Day was aimed at raising awareness on ways to assist the visually challenged in their daily lives. The event also received support from the Road Safety Department of Malaysia. Highlights of the event was a demonstration on the proper technique on leading a blind person, followed by a group students leading the blind from Main Block to Wisma HELP.



HELP scholarship students from Dujiangyan earthquake region, China



Participants of 30 Hour Famine Event

### BLOOD DONATION DRIVE – ALL YEAR ROUND

HELP constantly organises blood donation drives in collaboration with the National Blood Bank, for at least 3 times in a year. Promotional materials were distributed in campus to get support from staff and students. As the blood donation activity is done in an open area in campus, this provides a positive exposure to non donors as witnessed in the increase of the number of donors with each campaign.

### FAMINE 30 HOUR : CAMP AT HELP, TRAIN FACILITATORS

The 30-Hour Famine is an international movement initiated by World Vision to bring about long-term changes in impoverished communities around the world. Participants of the 30-Hour Famine raise funds by pledging to go

without solid foods for 30 hours. During their fast, the participants undertake various activities aimed at deepening their understanding of, and empathy for, the particular issue of focus for the year. HELP has been part of famine 30 since 2002.

Students and staff gather under one roof with the same objectives, and more importantly gather their resources to influence their family and friends to do the same. Our Department of Psychology helps trains and manage DIY camps and facilitators, thus spreading the good work in a professional manner.

### SCHOLARSHIPS : AAA

In 2010, HELP handed out over RM10 million worth of scholarships and RM400,000 financial assistance to more than 900 deserving students excelling in academic studies and sports. Out of this close

to RM1 million worth of scholarships were awarded to sports achievers – national and international athletics in the fields of badminton, basketball, table tennis, swimming etc. The scholarships awarded are for pre-university programs A Levels, Matriculation and various programs at the undergraduate level.

### ANIELP

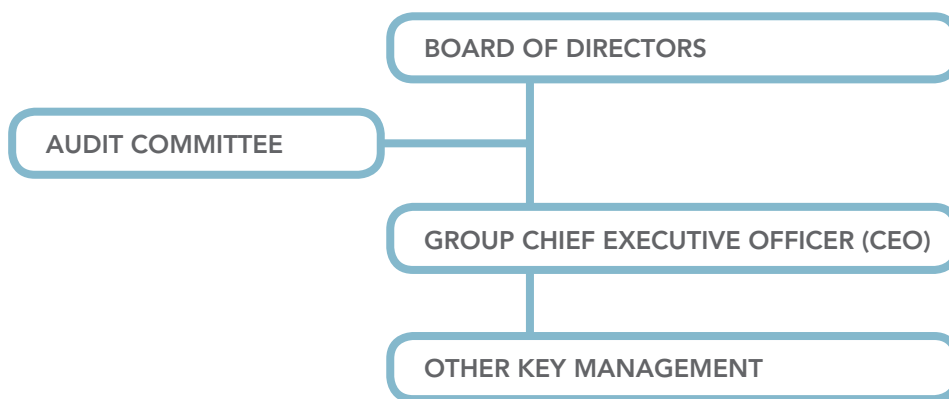
Organised annually by the HELP Matriculation Centre, the event aims at raising awareness on the ethical treatment of animals. Amongst the activities are an exhibition and demonstration on the proper treatment of pets, demonstration of drug sniffing dogs at the K9 Unit of Malaysian Police force, and pets for adoption.

# Statement of Corporate Governance

## 1. DIRECTORS

The Board of Directors (“the Board”) of HELP International Corporation Berhad is committed to ensuring that the highest standards of corporate governance as embodied in the Malaysian Code on Corporate Governance are practiced throughout the Group. The Board acknowledges its responsibilities to safeguard shareholders’ interests and to enhance their value.

The following chart shows our current Board-Management reporting structure:



### 1.1 The Board

The Board recognises the importance of having an effective and dynamic Board to lead the Group. The Board is fully responsible for the effective control and monitoring of business operations of the Group on behalf of the shareholders. This includes the responsibility for determining the Group’s strategic direction, financial performance, standards of conduct, and critical business issues.

In line with these responsibilities, the Board has established and delegated specific responsibilities to three committees namely, the Audit Committee, the Nomination Committee, and the Remuneration Committee. These committees have the individual authority to examine and to report on related issues and then make recommendations to the Board. The ultimate responsibility for the final decision on all matters, however, lies with the members of the entire Board.

### 1.2 Board Balance

The Board currently has eight (8) members, comprising three (3) Executive Directors (including the Chairperson and Group CEO, and the Group President), two (2) Non-Independent Non-Executive Directors, and three (3) Independent Non-Executive Directors. Together, the Directors bring a wide range of business, financial, industry specific knowledge and public service experience that would add value and are of relevance to the strategic direction of the Group. A brief profile of each director is presented on pages 6 to 9 of this Annual Report.

The Board is of the view that its current composition fairly reflects the interest of the shareholders.

## 1. DIRECTORS (CONT'D)

### 1.2 Board Balance (Cont'd)

The Chairperson and Group CEO oversees the activities of the Board and, together with the Group President are responsible for the vision and strategic direction of the Group.

The Non-Executive Directors have the responsibility to provide the Company with unbiased and independent views and opinions after considering the interests of shareholders, employees, and customers.

The Independent Directors with necessary diligence are to ensure that there are proper checks and balances to avoid conflict of interests across the various functions and committee groups in line with best practices and standards of governance.

The Company's Articles of Association allow meetings of the Board to be conducted by way of instantaneous telecommunication devices.

### 1.3 Board Meeting

The Board meets quarterly. The record of attendance of each Director for the financial year is set out below:

Name of Directors	Attendances
Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali (Demised on 21 March 2011)	4/4
Datin Low Kam Yoke	4/4
Datuk Dr. Chan Tuck Hoong	4/4
Dato' Dr. Zakaria Bin Ahamd	4/4
Wen Chiu Chi	4/4
Chong Koon San	4/4
Ong Seng Pheow	4/4
Ng Teh Kha	4/4
Dato' Dr. Thong Kok Cheong	4/4

### 1.4 Supply of Information

The Board will be provided with an agenda and a set of Board reports prior to its meeting to ensure that the members can be properly informed about the issues and, where necessary, request additional information.

The reports provide the financial information, corporate information, significant operational and corporate issues, performances of the Group and management's proposals which require the Board's approval. These are issued in sufficient time to enable Directors to obtain further clarifications where necessary, in order to be properly briefed before the meeting.

Senior Management staff would normally be invited to attend Board meetings to provide the Board with detailed explanations and clarifications on matters that are tabled. All proceedings from the Board meetings are minuted by the Company Secretaries and signed by the Chairman.

The members of the Board have unrestricted access to the advice and services of the Company Secretaries, to independent professional advice, and to internal auditors.

## 1. DIRECTORS (CONT'D)

### 1.5 Appointments to the Board

The Malaysian Code on Corporate Governance endorses, as good practice, a formal procedure for appointment to the Board with the Nomination Committee making recommendations to the Board.

The Nomination Committee will review and assess the proposal on appointment of Directors, and thereupon recommends to the Board for approval.

The Nomination Committee comprises three (3) Independent Non-Executive Directors and they are:

- Dato' Dr. Thong Kok Cheong (Chairman, Independent Non-Executive Director)
- Ong Seng Pheow (Member, Senior Independent Non-Executive Director)
- Ng Teh Kha (Member, Independent Non-Executive Director)

The committee regularly reviews the required mix of skills, experience and other qualities of the Directors, including core competencies which Non-Executive Directors should bring to the Board. This is to ensure that the nominees have the relevant education, knowledge, and experience to contribute to the Group.

The committee assesses the Board structure, size and composition, to ensure there is a balanced proportion of Non-Executive Directors versus Executive Directors, and as to whether the Board has an adequate degree of independence to enable the overall membership to make balanced and well considered decisions. The committee also makes recommendations to the Board for consideration to fill seats on Board committees.

The committee is also entrusted to assess the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director.

The Nomination Committee met once during the financial year to deliberate on the above matters. The meeting was attended by all members.

### 1.6 Re-election / Re-appointment

Pursuant to Article 95 of the Articles of Association of the Company, one third (1/3) of the Directors are required to retire by rotation provided always that all the Directors shall retire at least once in each three (3) years and shall be eligible for re-election by the shareholders at every Annual General Meeting. The directors who are retiring, being eligible have offered themselves for re-election at the forthcoming Annual General Meeting.

The re-appointment and the re-election of Director at the Annual General Meeting of HELP Group are subject to the prior consent being obtained from the Director to continue to hold office.

### 1.7 Training and Education

The Directors recognise the increasing demands of their roles and have pursued appropriate continuous training by attending various external training and seminars individually or collectively in order to remain updated with the new regulatory and statutory requirements, and industry best practices.

In addition, the Company has organised in-house seminars for the Directors in order to broaden their perspectives, to ensure that they remain current with the developments in the general business environment, and to update them on the Group's business activities.

## 1. DIRECTORS (CONT'D)

### 1.7 Training and Education (Cont'd)

During the financial year, the conferences, seminars, training and courses attended by the directors encompassed various topics such as the following:

**Title of Conference / Seminar / Training / Course Attended**

Challenges of Implementing FRS 139

Goods and Services Tax

Islamic Banking & Finance Fundamentals – Islamic Banking & Finance Institute Malaysia

Updates on Malaysian Financial Reporting Standards

Understanding Offshore Companies

Financial Industry Conference – Bank Negara Malaysia

FRS 139/GP3 and updates

Investment Appraisal and Financial Decisions.

## 2. DIRECTORS' REMUNERATION

The Board has set up a Remuneration Committee comprising of two (2) Independent Non-Executive Directors and one (1) Executive Director. The committee members are as follows:

- Ong Seng Pheow (Chairman, Senior Independent Non-Executive Director)
- Dato' Dr. Thong Kok Cheong (Member, Independent Non-Executive Director)
- Datin Low Kam Yoke (Member, Chairperson and Group Chief Executive Officer)

The Remuneration Committee is entrusted with the responsibilities of implementing the remuneration policy framework and to make recommendation to the Board on the remuneration packages of the Executive Directors in accordance with their performance, contributions, experience and level of responsibilities. The Board shall then endorse these recommendations.

In the case of Non-Executive Directors, the level of remuneration shall reflect the experience and level of responsibilities undertaken by the Non-Executive Directors concerned and is determined by the Board as a whole. Individual Directors abstain from deliberation and voting in decisions regarding their own remuneration packages.

The Remuneration Committee and the Board ensures that the remuneration policy remains supportive of the Company's corporate objectives and is aligned with interests of shareholders and that the remuneration packages are sufficiently attractive to draw in and to retain persons of high calibre.

A summary of the remuneration for the financial year ended 31 October 2010, distinguishing between Executive and Non-Executive Directors, are as follows:

Particular	Executive Directors RM'000	Non- Executive Directors RM'000	Total RM'000
Fees	-	72	72
Salaries & other emoluments	2,016	130	2,146
Employees provident fund	241	-	241
Benefits in kind	47	11	58
<b>Total</b>	<b>2,304</b>	<b>213</b>	<b>2,517</b>

## 2. DIRECTORS' REMUNERATION (CONT'D)

The aggregate remuneration of Directors analysed into the appropriate bands of RM50,000 are as follows:

Range of Remuneration	Executive Directors	Non-Executive Directors
Below RM50,000	-	6
RM400,001 - RM450,000	1	-
RM850,001 - RM900,000	1	-
RM950,001 - RM1,000,000	1	-
<b>Total</b>	<b>3</b>	<b>6</b>

Directors do not participate in decisions regarding their own remuneration packages.

## 3. SHAREHOLDERS

### 3.1 Investor Relations and Shareholders Communication

The Group recognises the need to communicate effectively with its shareholders, and other stakeholders in relation to the Group's business activities and performance.

Timely announcements in regards to corporate proposals, financial results and other regulatory announcements are made available to the public and published via the Group's website at [www.hic.com.my](http://www.hic.com.my). Other essential corporate information as well as shares quotes, annual reports and the financial analysts' reports are also made accessible to the public. The corporate website contains a separate section for our shareholders or potential investors where they can make requests for additional information, or to provide feedback to the Group.

Regular meetings and discussions, were held between the Senior Management and financial analysts, shareholders and investors throughout the year. Presentations of permissible disclosures were given to explain the Group's performances, developments and business initiatives.

General enquiries and concerns regarding HELP International Corporation Berhad can be directed to:

Juliet Chan Ji-Quandt  
Public and Investor Relations Officer  
[chanjq@hic.com.my](mailto:chanjq@hic.com.my)  
Tel : (603) 2711 2000 ext 1718  
Website : [www.hic.com.my](http://www.hic.com.my)  
Email : [chanjq@hic.com.my](mailto:chanjq@hic.com.my)

The Board has also designated Mr. Ong Seng Pheow as the Senior Independent Non-Executive Director to receive, examine and respond to shareholders' issues or public enquiries. Such enquiries should be made in writing and directed to him as follows:-

Mr. Ong Seng Pheow  
Senior Independent Non-Executive Director  
Level 11, Wisma HELP,  
Lorong Dungun Kiri, Damansara Heights,  
50490 Kuala Lumpur  
Tel : (603) 2094 2000  
Fax : (603) 2095 9554

### 3. SHAREHOLDERS (CONT'D)

#### 3.2 The Annual General Meeting ("AGM")

The AGM is the principal forum for dialogue with shareholders.

During the meeting, shareholders will be given every opportunity to question and comment on matters relating to the Group's business. Executive Directors and, where appropriate, the Chairman of the Audit Committee, will be available to respond to the shareholders' questions.

### 4. ACCOUNTABILITY AND AUDIT

#### 4.1 Financial Reporting

In presenting the annual financial statements and quarterly announcement of results to shareholders, the Directors are committed to ensuring a balanced and fair assessment of the Group's position and future prospects.

The Board is assisted by the Audit Committee in reviewing the financial reporting processes and the quality of financial information disclosed to ensure accuracy, consistency, relevancy, and timeliness prior to submission to Bursa Malaysia Securities Berhad.

The terms of reference of the Audit Committee, the composition of its membership and other pertinent information about its activities are highlighted in the Audit Committee Report on pages 30 to 34 in this Annual Report.

The Audit Committee also assists the Board in reviewing the appropriateness of the accounting policies applied by the Group as well as changes to these policies.

The Directors are responsible for ensuring that the Group keeps sufficient accounting records to disclose with reasonable accuracy, the financial position of the Group and which enables them to ensure that the financial statements comply with the Companies Act, 1965. The Statement of Directors' Responsibility in respect of the preparation of the annual audited financial statements of the Group and of the Company is presented on page 35 of this Annual Report.

#### 4.2 Internal Control

In line with the requirement of Bursa Malaysia Securities Berhad, a Statement on Internal Control is furnished on pages 36 to 37 of this Annual Report.

The Board assumes the overall responsibility for maintaining an effective system of internal control to ensure that the Group's operations are effective and efficient and to safeguard the Group's assets and shareholders' interest.

#### 4.3 Relationship with Auditors

The Board maintains a formal and transparent relationship with the external and internal auditors through the Audit Committee. The Audit Committee met with the auditors to discuss their audit plan and audit findings and in addition with the external auditors on the financial statements.

This Statement is made in accordance with the resolution of the Board of Directors dated 25 March 2011.

# Audit Committee Report

## CHAIRMAN

**Ong Seng Pheow**

(Senior Independent Non-Executive Director)

## MEMBERS

**Dato' Dr. Thong Kok Cheong**

(Independent Non-Executive Director)

**Chong Koon San**

(Non-Independent Non-Executive Director)

## 1. COMPOSITION AND ATTENDANCE

The Audit Committee members and details of attendance of each member at the Audit Committee meetings held during the year are as follows:

Name of Committee Member	Attendance
Ong Seng Pheow	5/5
Dato' Dr. Thong Kok Cheong	5/5
Chong Koon San	5/5

## 2. COMPOSITION OF MEMBERSHIPS

The Board shall appoint the Audit Committee members from amongst themselves, comprising no fewer than three (3) members. All Audit Committee members must be non-executive directors, with the majority of them being independent directors.

All members of the Audit Committee shall be financially literate and at least one (1) member of the Audit Committee must be:

- a member of the Malaysian Institute of Accountant ("MIA"); or
- if he is not a member of MIA, he must have at least three (3) years working experience and:
  - (i) he must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
  - (ii) he must be a member of one of the associations of the accountants specified in Part II of the First Schedule of the Accountants Act 1967; or
- fulfils such other requirements as prescribed or approved by the Exchange.

## 2. COMPOSITION OF MEMBERSHIPS (CONT'D)

The term of office and performance of the Audit Committee and each of its members shall be reviewed by the Board at least once every three (3) years to determine whether the Audit Committee and members have carried out their duties in accordance with its terms of reference.

If a member of the Audit Committee resigns, dies, or for any reason ceases to be a member resulting in non-compliance to the composition criteria as stated in paragraph 15.09(1) of the Main Market Listing Requirement, such number of the new members as maybe required to fill the vacancy above, the Board shall within three (3) months of the event appoint a new member to fill the vacancy.

## 3. CHAIRMAN

The members of the Audit Committee shall elect a chairman from amongst their number who shall be an independent director.

In the absence of the Chairman of the Audit Committee, the other members of the Audit Committee shall amongst themselves elect a Chairman who must be an independent director to chair the meeting.

## 4. SECRETARY

The Company Secretary shall be the Secretary of the Audit Committee and as a reporting procedure, the Minutes of each meeting shall be circulated to all members of the Board.

## 5. MEETINGS

The Audit Committee shall meet regularly, with due notice of issues to be discussed, and shall record its conclusions in discharging its duties and responsibilities. In addition, the Chairman may call for additional meetings at any time at the Chairman's discretion.

The Chairman of the Audit Committee shall convene a meeting of the Audit Committee to consider any matters the external auditor believes should be brought to the attention of the directors or shareholders.

Notices of Audit Committee meetings shall be given to all the Audit Committee members unless the Audit Committee waives such requirements.

The Chairman of the Audit Committee shall engage on a continuous basis with Senior Management, such as the Chairman, the Group Chief Executive Officer, the Financial Controller and with the internal auditors and the external auditors in order to be kept informed of matters affecting the Company.

The Group Chief Executive Officer, the Financial Controller, representatives of the internal and external auditors should normally attend meetings. Other Board members and employees may attend meetings upon the invitation of the Audit Committee. The Audit Committee shall be able to convene meetings with the external auditors, the internal auditors, or both without executive Board members and employees present wherever deemed necessary, and at least twice a year with the external auditors.

Questions arising at any meeting of the Audit Committee shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Audit Committee shall have a second, or casting vote.

## 6. MINUTES

Minutes of each meeting shall be kept at the registered office and distributed to each member of the Audit Committee and also to the other members of the Board. The Audit Committee Chairman shall report on each meeting to the Board.

The minutes of the Audit Committee meeting shall be signed by the Chairman of the meeting at which the proceedings were held, or by the Chairman of the next succeeding meeting.

## 7. QUORUM

In order to form a quorum in respect of a meeting of the Audit Committee, the majority of the members present must be independent directors.

## 8. OBJECTIVES

The principal objectives of the Audit Committee are to assist the Board in discharging its statutory duties and responsibilities relating to accounting and reporting practices of the Company and the Group. In addition, the Audit Committee shall:

- evaluate the quality of the audits performed by the internal and external auditors;
- provide assurance that the financial information presented by management is relevant, reliable and timely;
- oversee compliance with laws and regulations and observance of a proper code of conduct; and
- determine the quality, adequacy and effectiveness of the Group's control environment.

## 9. AUTHORITY

The Audit Committee shall, in accordance with procedures to be determined by the Board and at the expense of the Company:

- have explicit authority to investigate any matter within its terms of reference, the resources to do so, and have full access to information. All employees shall be directed to co-operate as requested by members of the Audit Committee;
- have full and unlimited/unrestricted access to all information and documents/resources which are required to perform its duties, as well as to the internal and external auditors, and Senior Management of the Company and Group;
- obtain independent professional or other advice, and to invite outsiders with relevant experience to attend, if necessary;
- have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity (if any); and
- where the Audit Committee is of the view that the matter reported by the Board has not been satisfactorily resolved resulting in a breach of the Main Market Listing Requirements, the Audit Committee shall promptly report such matters to Bursa Malaysia Securities Berhad.

## 10. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Audit Committee are as follows:

- to consider the appointment of the external auditors, the audit fees, and any questions of resignations or dismissals;
- to review audit plans and audit reports with the external auditors;
- to evaluate the systems of internal controls and accounting control procedures with the external auditors;
- to review the adequacy of the scope, functions and resources of internal audit functions and that it has the necessary authority to carry out its work;
- to review the internal audit programmes, results of the internal audits to determine if appropriate actions have been taken on audit recommendations;
- to review the quarterly and year-end consolidated financial statements prior to the approval by the Board, focusing particularly on:
  - any change in accounting policies and practices;
  - significant adjustments arising from the audit; and
  - compliance with accounting standards and other legal requirements.
- to discuss problems and reservations arising from the interim and final audits, and any matter the auditor may wish to discuss (in the absence of management, where necessary);
- to review the external auditor's management letter and management's response;
- to consider any related party transactions and conflict of interest situations that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
- to consider the major findings of internal investigations and management's response;
- to determine the remit of the internal audit function;
- to consider other topics as defined by the Board; and
- to consider and examine such other matters as the Audit Committee considers appropriate.

## 11. SUMMARY OF ACTIVITIES

In line with the terms of reference of the Audit Committee, the following were reviewed and discussed by the Audit Committee during the year:

- reviewed the quarterly financial results and the audited financial statements, and recommended the same to the Board for approval;
- reviewed the audit plans and audit reports with the external auditors;
- met with the external auditors to review findings and observations arising from the interim and final audits, and matters arising in the absence of Management;
- reviewed and assessed the fee structure and independence of the external auditors in performing such services;
- made recommendations to the Board on the re-appointment of the external auditors;
- reviewed the internal audit programme, results of the internal audits undertaken as to ascertain the state of internal control and extent of compliances with established policies, procedures and statutory requirements;
- reviewed the recurrent related party transactions;
- reviewed the Statement of Corporate Governance, Audit Committee Report, Statement on Internal Control and Statement on Directors' Responsibility for Preparing the Financial Statements prior to inclusion in the Annual Report; and
- reviewed and approved the minutes of the Audit Committee's meetings.

## 12. INTERNAL AUDIT FUNCTION

The internal audit function is outsourced to an independent internal audit service provider.

The principal role of the internal auditors are to undertake independent systematic review of the systems of internal control so as to provide reasonable assurance that such systems continue to operate satisfactorily and effectively. The internal auditors act independently with impartiality, proficiency and due professional care and reports directly to the Audit Committee. The total cost paid to the independent internal audit service provider amounts to RM36,000 for financial year 2010.

The key internal audit activities carried out for the financial year in accordance with an approved audit plan include, inter alia, the following:

- Provide an assessment of the adequacy and effectiveness of Group's processes for controlling its activities;
- Report significant issues related to the processes for controlling the activities of Group;
- Provide recommendations for improvement opportunities identified in the internal audit report to the Audit Committee; and
- Periodically provide information on the status and results of the internal audit plan.

# Statement on Directors' Responsibility for Preparing the Financial Statements

---

The Directors are required by the Companies Act, 1965 to prepare annual financial statements which are in accordance with applicable approved accounting standards and give a true and fair view of the financial position of the Group and of the Company at the end of the financial year and of the results and cash flows of the Group and of the Company for that financial year.

The Directors consider that in preparing the financial statements:

- the Group and the Company have adopted appropriate accounting policies and are consistently applied;
- reasonable and prudent judgments and estimates were made; and
- all applicable approved accounting standards in Malaysia have been followed.

The Directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group, and which enable them to ensure that the financial statements comply with the provisions of the Companies Act, 1965.

The Directors have overall responsibilities for taking such steps that are reasonably available to them to safeguard the assets of the Group, and to prevent and detect fraud and other irregularities.

# Statement on Internal Control

## PREAMBLE

The Board recognises the importance of a sound internal control system and good corporate governance. The Board is pleased to outline its Statement of Internal Control below:

## RESPONSIBILITY

The Board is committed to maintaining a system of internal controls within the Group to achieve the following objectives:

- Safeguarding the shareholders' interests and the assets of the Group;
- Identifying and managing risks affecting the Group;
- Ensuring compliance with regulatory requirements; and
- Ensuring operational results are closely monitored.

The Board acknowledges its responsibility for reviewing the adequacy and integrity of the internal control system. In view of the limitations that are inherent in any internal control system, this system is designed to manage rather than eliminate the risk of failure to achieve business objectives, material misstatement, loss or fraud.

## KEY INTERNAL CONTROL ELEMENTS

The key elements of the Group's internal control system are described below:

- **Terms of reference**  
The delegation of responsibilities to committees of the Board is clearly defined, including terms of reference and lines of authorities of various committees of the Board.
- **Organisational structure and accountability levels**  
The Group has a well defined organisational structure with clear lines of responsibilities and delegation of authority for various levels of management which include Executive Directors and operational units.
- **Control procedures**  
Policies and procedures governing various aspects of the business operations incorporating necessary controls to mitigate risks are established to provide sufficient guidelines for proper conduct of the Group's business units. These policies and procedures are periodically reviewed to ensure that they continue to be relevant as the business evolves.

**KEY INTERNAL CONTROL ELEMENTS (CONT'D)**

- **Internal Audit**

The Board through the Audit Committee endorses the scope of work for the internal audit function through review of its annual audit plan. The internal audit team carries out internal audit reviews to examine and evaluate the adequacy and integrity of the financial and operational controls of the major business units of the Group. The internal auditors report to the Audit Committee periodically on the results of their work. The Audit Committee reports to the Board the plans and activities of the internal auditors, as well as their findings and recommendations.

- **Budgeting, reporting and review**

A detailed budgeting process is established whereby operating and finance units prepare an annual budget for the next financial year. The budget is then presented to the Board for approval.

The Management carries out monthly reviews of the financial results of the Group’s business units in comparison to the budget while reviewing other business and operational issues. Major variances between the actual results and the budget are investigated and where appropriate, is acted upon. Quarterly financial results are presented to the Board during the quarterly meetings.

- **Risk Management**

The Board regards risk management as an integral part of the Group’s business objective. The Board is fully aware of the principal risks faced by the Group and has put in place the appropriate controls to mitigate and manage these risks through the involvement of the Management in the operations of the Group. Major investments are evaluated and approved by the Board during the year.

Risk exposures are also identified from the internal audit reviews carried out and are overseen by Management via the formulation and implementation of internal controls to address the risks identified. In addition, the Group performs analysis on financial risks via the identification of financial variances reported from the review of financial results in comparison to the budget of each business unit.

For the financial year under review, the Board is satisfied that the review and monitoring of the internal control system gives reasonable assurance that the internal controls in place are adequate.

# Additional Compliance Information

In compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the following are provided:-

- 1. Utilisation of Proceeds**  
During the financial year, no proceeds were raised by the Company from any corporate proposal.
- 2. Share Buybacks**  
During the financial year, there were no share buybacks by the Company.
- 3. Options or Convertibles Securities**  
The Company has not issued any options or convertible securities during the financial year.
- 4. Depository Receipt Programme**  
During the financial year, the Company did not sponsor any Depository Receipt Programme.
- 5. Sanctions / Penalties**  
There were no sanctions and/or penalties imposed on the Company and its subsidiaries, Directors or Management by the relevant regulatory bodies during the financial year under review.
- 6. Non-audit Fees**  
The amount of non-audit fees payable to the external auditors of the Company, Messrs Ernst & Young by the Group for the financial year amounted to RM6,500.
- 7. Profit Estimate, Forecast or Projection**  
The Group did not make any release on the profit estimate, forecast or projection for the financial year. There were no variance of 10% or more between the results for the financial year and the unaudited results previously announced.
- 8. Profit Guarantee**  
During the year, there was no profit guarantees given by the Company.
- 9. Material Contracts and Contracts Relating to Loan**  
Other than the recurrent related party transactions disclosed in the Audited Financial Statements, there were no material contracts and contracts relating to loans entered by the Group involving Directors and major shareholders during the financial year.
- 10. Revaluation Policy**  
The Group does not have a policy on revaluation of its landed properties and neither has the Group revalued its landed properties during the financial year ended 31 October 2010.
- 11. Recurrent Related Party Transactions of a Revenue or Trading Nature**  
By a Resolution of the Annual General Meeting of the Company held on 27 April 2010, a mandate was granted by the shareholders for recurrent related party transactions of a revenue or trading nature, to be entered into until the conclusion of the forth coming Annual General Meeting of the Company with related parties. The details of the recurrent related party transactions during the financial year are set out in Note 25(a) to the financial statements for the financial year ended 31 October 2010.



# Financial Statements

---

Directors' Report  
PG 40

Statement by Directors  
PG 45

Statutory Declaration  
PG 45

Independent Auditors' Report  
PG 46

Balance Sheets  
PG 48

Income Statements  
PG 50

Consolidated Statement of  
Changes in Equity  
PG 51

Statement of Changes in Equity  
PG 52

Consolidated Cash Flow  
Statement  
PG 53

Cash Flow Statement  
PG 54

Notes to the Financial  
Statements  
PG 55

# Directors' Report

The directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 October 2010.

## Principal activities

The principal activity of the Company is investment holding.

The core business of the Group is in education and training. This includes tertiary, continuing professional development ("CPD"), vocational and pre-university programmes.

The principal activities of the subsidiaries are disclosed in Note 5 to the financial statements.

There have been no significant changes in the nature of the principal activities of the Group and of the Company during the financial year.

## Results

	Group RM	Company RM
Profit for the year	19,096,670	16,793,354

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the financial statements.

In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature.

## Dividends

In respect of the financial year ended 31 October 2009 as reported in the directors' report of that year, the Company paid a first and final dividend of 6% less 25% taxation, on 88,776,000 ordinary shares of RM0.50 each amounting to RM1,997,460 on 27 May 2010.

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 October 2010, of 4% less 25% taxation on 142,041,600 ordinary shares of RM0.50 each, amounting to a dividend payable of RM2,130,624 (1.5 sen net per ordinary share) will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 October 2011.

# Directors' Report

## Directors

The names of directors of the Company in office since the date of the last report and at the date of this report are:

- Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali
- Datin Low Kam Yoke
- Datuk Dr. Chan Tuck Hoong
- Dato' Dr. Zakaria Bin Ahmad
- Wen Chiu Chi
- Chong Koon San
- Ng Teh Kha
- Ong Seng Pheow
- Dato' Dr. Thong Kok Cheong

## Directors' benefits

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments or fees received or due and receivable by the directors or the fixed salary of a full time employee of the Company and its related corporations as disclosed in Note 17 to the financial statements) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

## Directors' interests

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in shares in the Company, during the financial year were as follows:

	Number of ordinary shares of RM0.50 each				
	At 1 November 2009	Granted	Bought	Sold	At 31 October 2010
<b>The Company</b>					
Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali					
- Direct interest	1,159,447	695,668	-	-	1,855,115
- Indirect interest	2,116,031	1,200,738	-	114,800	3,201,969
Datin Low Kam Yoke					
- Direct interest	2,124,930	1,288,818	23,100	-	3,436,848
- Indirect interest	3,842,172	2,300,503	2,000	10,000	6,134,675
Datuk Dr. Chan Tuck Hoong					
- Direct interest	1,672,690	1,003,614	-	-	2,676,304
- Indirect interest	3,842,172	2,300,503	2,000	10,000	6,134,675

# Directors' Report

## Directors' interests (cont'd)

	Number of ordinary shares of RM0.50 each				
	At 1 November 2009	Granted	Bought	Sold	At 31 October 2010
<b>The Company</b>					
Dato' Dr. Zakaria Bin Ahmad					
- Direct interest	1,096,571	657,942	-	-	1,754,513
Chong Koon San					
- Direct interest	60,000	7,200	-	67,200	-
Ng Teh Kha					
- Direct interest	1,342,690	805,614	-	-	2,148,304
- Indirect interest	595,704	357,422	-	-	953,126

Other than the above, none of the directors in office at the end of the financial year had any interest in shares in the Company or its related corporations during the financial year.

## Issue of shares

On 15 September 2010, the Company increased its authorised ordinary share capital from RM50,000,000 to RM250,000,000 through the creation of 400,000,000 ordinary shares of RM0.50 each.

On 5 October 2010, 53,265,600 new ordinary shares of RM0.50 each were issued by the Company pursuant to a bonus issue on the basis of 3 shares for every 5 existing ordinary shares of RM0.50 each at par held in the Company. This resulted in an increase in the issued and fully paid-up share capital from RM44,388,000 to RM71,020,800.

## Other statutory information

- (a) Before the balance sheets and income statements of the Group and of the Company were made out, the directors took reasonable steps:
  - (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that there were no known bad debts and that adequate provision had been made for doubtful debts; and
  - (ii) to ensure that any current assets which were unlikely to realise their value as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

# Directors' Report

---

## Other statutory information (cont'd)

- (b) At the date of this report, the directors are not aware of any circumstances which would render:
- (i) it necessary to write off any bad debts or the amount of the provision for doubtful debts inadequate to any substantial extent; and
  - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.
- (c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) As at the date of this report, there does not exist:
- (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
  - (ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the directors:
- (i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet its obligations when they fall due; and
  - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

# Directors' Report

---

## **Significant and subsequent events**

The significant events during the financial year and subsequent event are disclosed in Note 23 and Note 24 to the financial statements respectively.

## **Auditors**

The auditors, Ernst & Young have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the directors dated 17 February 2011.

# Statement by Directors

Pursuant to Section 169(15) of the Companies Act, 1965

We, Datin Low Kam Yoke and Datuk Dr. Chan Tuck Hoong, being two of the directors of HELP International Corporation Berhad, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 48 to 93 are drawn up in accordance with Financial Reporting Standards and the provisions of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 October 2010 and of the results and the cash flows of the Group and of the Company for the year then ended.

## Other reporting responsibilities

The information set out in Note 29 to the financial statements have been prepared in accordance with the Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the directors dated 17 February 2011.

Datin Low Kam Yoke

Datuk Dr. Chan Tuck Hoong

# Statutory Declaration

Pursuant to Section 169(16) of the Companies Act, 1965

I, Datin Low Kam Yoke, being the director primarily responsible for the financial management of HELP International Corporation Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 48 to 93 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by  
the abovenamed Datin Low Kam Yoke at  
Kuala Lumpur in Wilayah Persekutuan  
on 17 February 2011

Datin Low Kam Yoke

Before me,

RAMALINGAM S. PILLAY  
PPN (No: W432)  
(COMMISSIONER FOR OATHS)

# Independent Auditors' Report

to the members of HELP International Corporation Berhad (Incorporated in Malaysia)

---

## Report on the financial statements

We have audited the financial statements of HELP International Corporation Berhad, which comprise the balance sheets as at 31 October 2010 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 48 to 93.

### *Directors' responsibility for the financial statements*

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### *Auditors' responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 October 2010 and of their financial performances and cash flows of the Group and of the Company for the year then ended.

# Independent Auditors' Report

to the members of HELP International Corporation Berhad (Incorporated in Malaysia)

## Report on other legal and regulatory requirements

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

- (a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries which we have acted as the auditors have been properly kept in accordance with the provisions of the Act.
- (b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 5 to the financial statements.
- (c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.
- (d) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment required to be made under Section 174(3) of the Act.

## Other reporting responsibilities

The supplementary information set out in Note 29 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

## Other matters

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Ernst & Young  
AF: 0039  
Chartered Accountants

Gloria Goh Ewe Gim  
No. 1685/04/11(J)  
Chartered Accountant

Kuala Lumpur, Malaysia  
17 February 2011

# Balance Sheets

As at 31 October 2010

	Note	Group		Company	
		2010 RM	2009 RM	2010 RM	2009 RM
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment	3	122,976,433	47,492,850	-	-
Intangible assets	4	3,576,058	3,560,488	-	-
Investment in subsidiaries	5	-	-	58,755,581	58,764,916
Investment in a joint venture	6	1	-	1	-
Deferred tax assets	11	30,289	-	-	-
		126,582,781	51,053,338	58,755,582	58,764,916
<b>Current assets</b>					
Trade receivables	7	4,011,671	3,279,225	-	-
Other receivables	8	5,715,202	7,097,518	156,979	131,761
Tax recoverable		1,739,428	849,162	114,959	69,038
Cash and cash equivalents	9	67,407,720	87,718,638	18,104,218	3,495,509
		78,874,021	98,944,543	18,376,156	3,696,308
<b>Total assets</b>		<b>205,456,802</b>	<b>149,997,881</b>	<b>77,131,738</b>	<b>62,461,224</b>
<b>Equity and liabilities</b>					
<b>Equity attributable to equity holders of the Company</b>					
Share capital	10	71,020,800	44,388,000	71,020,800	44,388,000
Share premium	10	2,371,789	2,532,654	2,371,789	2,532,654
Capital reserve	10	-	-	-	8,611,859
Retained earnings	20	39,999,070	49,532,660	3,527,521	6,752,568
<b>Total equity</b>		<b>113,391,659</b>	<b>96,453,314</b>	<b>76,920,110</b>	<b>62,285,081</b>

# Balance Sheets

As at 31 October 2010

	Note	Group		Company	
		2010 RM	2009 RM	2010 RM	2009 RM
<b>Non-current liabilities</b>					
Deferred tax liabilities	11	3,792,524	3,580,341	-	-
Other payable	12	27,000,000	-	-	-
		30,792,524	3,580,341	-	-
<b>Current liabilities</b>					
Fees received in advance		21,477,017	20,331,401	-	-
Other payables	12	38,969,350	29,629,323	211,628	176,143
Hire purchase creditors	13	-	3,502	-	-
Tax payable		826,252	-	-	-
		61,272,619	49,964,226	211,628	176,143
<b>Total liabilities</b>		92,065,143	53,544,567	211,628	176,143
<b>Total equity and liabilities</b>		205,456,802	149,997,881	77,131,738	62,461,224

The accompanying notes form an integral part of the financial statements.

# Income Statements

For the year ended 31 October 2010

	Note	Group		Company	
		2010 RM	2009 RM	2010 RM	2009 RM
Revenue	14	105,202,566	96,579,116	-	-
Other operating income		5,203,363	4,721,681	23,049,998	4,572,465
Depreciation	3	(5,821,901)	(4,910,303)	-	-
Amortisation	4	(122,720)	(68,477)	-	-
Other operating expenses		(76,964,386)	(74,481,645)	(536,989)	(334,346)
		27,496,922	21,840,372	22,513,009	4,238,119
Interest expense		(816,796)	(12,140)	-	-
Profit before tax	15	26,680,126	21,828,232	22,513,009	4,238,119
Income tax expense	18	(7,583,456)	(6,378,553)	(5,719,655)	(1,091,481)
Profit for the year		19,096,670	15,449,679	16,793,354	3,146,638
<b>Attributable to:</b>					
Equity holders of the Company		19,096,670	15,449,679	16,793,354	3,146,638
<b>Earnings per share attributable to equity holders of the Company (sen):</b>					
Basic and diluted	19	21	17		

50

20  
10

The accompanying notes form an integral part of the financial statements.

# Consolidated Statement of Changes in Equity

For the year ended 31 October 2010

	Attributable to equity holders of the Company			Total equity RM
	Share capital RM	Non-distributable Share premium RM	Distributable Retained earnings RM (Note 20)	
<b>At 31 October 2008</b>	44,388,000	2,532,654	36,080,441	83,001,095
Profit for the year	-	-	15,449,679	15,449,679
Dividends (Note 21)	-	-	(1,997,460)	(1,997,460)
<b>At 31 October 2009</b>	44,388,000	2,532,654	49,532,660	96,453,314
Profit for the year	-	-	19,096,670	19,096,670
Capitalisation for bonus issue	26,632,800	-	(26,632,800)	-
Bonus share issue cost	-	(160,865)	-	(160,865)
Dividends (Note 21)	-	-	(1,997,460)	(1,997,460)
<b>At 31 October 2010</b>	71,020,800	2,371,789	39,999,070	113,391,659

The accompanying notes form an integral part of the financial statements.

# Statement of Changes in Equity

For the year ended 31 October 2010

	Share capital RM	← Non-distributable → Share premium RM	Capital reserve RM	Distributable Retained earnings RM (Note 20)	Total equity RM
<b>At 31 October 2008</b>	44,388,000	2,532,654	8,611,859	5,603,390	61,135,903
Profit for the year	-	-	-	3,146,638	3,146,638
Dividends (Note 21)	-	-	-	(1,997,460)	(1,997,460)
<b>At 31 October 2009</b>	44,388,000	2,532,654	8,611,859	6,752,568	62,285,081
Profit for the year	-	-	-	16,793,354	16,793,354
Capitalisation for bonus issue	26,632,800	-	(8,611,859)	(18,020,941)	-
Bonus share issue cost	-	(160,865)	-	-	(160,865)
Dividends (Note 21)	-	-	-	(1,997,460)	(1,997,460)
<b>At 31 October 2010</b>	71,020,800	2,371,789	-	3,527,521	76,920,110

# Consolidated Cash Flow Statement

For the year ended 31 October 2010

	2010 RM	2009 RM
<b>Cash flows from operating activities</b>		
Profit before tax	26,680,126	21,828,232
Adjustments for:		
Provision for doubtful debts	240,894	-
Bad debts written off	-	147,807
Depreciation	5,821,901	4,910,303
Amortisation	122,720	68,477
Interest income	(1,680,363)	(1,780,750)
Interest expense	816,796	12,140
Software written off	-	215
Loss/(gain) on disposal of property, plant and equipment	2,270	(20,045)
Gain on disposal of a subsidiary	(202,606)	-
Operating profit before working capital changes	31,801,738	25,166,379
(Increase)/decrease in receivables	(1,816,249)	574,818
Increase/(decrease) in payables, including fees received in advance	1,732,025	(1,174,307)
Net cash generated from operations	31,717,514	24,566,890
Interest received	1,849,862	1,611,572
Interest paid	(816,796)	(12,140)
Taxes paid	(7,465,576)	(5,828,633)
Net cash generated from operating activities	25,285,004	20,337,689
<b>Cash flows from investing activities</b>		
Net cash outflow from disposal of a subsidiary (Note 5)	(12,858)	-
Proceeds from disposal of property, plant and equipment	1,500	55,173
Purchase of property, plant and equipment	(43,284,447)	(4,528,265)
Purchase of software	(138,290)	(139,132)
Net cash used in investing activities	(43,434,095)	(4,612,224)
<b>Cash flows from financing activities</b>		
Dividends paid	(1,997,460)	(1,997,460)
Payment of hire purchase creditors	(3,502)	(14,296)
Payment of bonus issue expenses	(160,865)	-
Net cash used in financing activities	(2,161,827)	(2,011,756)
<b>Net (decrease)/increase in cash and cash equivalents</b>	(20,310,918)	13,713,709
<b>Cash and cash equivalents at beginning of year</b>	87,718,638	74,004,929
<b>Cash and cash equivalents at end of year (Note 9)</b>	67,407,720	87,718,638

The accompanying notes form an integral part of the financial statements.

# Cash Flow Statement

For the year ended 31 October 2010

	2010 RM	2009 RM
<b>Cash flows from operating activities</b>		
Profit before tax	22,513,009	4,238,119
Adjustments for:		
Interest income	(59,332)	(72,465)
Dividend income	(23,000,000)	(4,500,000)
Loss on disposal of a subsidiary	9,334	-
Operating loss before working capital changes	(536,989)	(334,346)
(Increase)/decrease in receivables	(30,410)	3,240
Increase in payables	35,484	51,887
Changes in amount due to a subsidiary	-	(648,671)
Net cash used in operations	(531,915)	(927,890)
Interest received	64,524	59,678
Taxes paid	(15,576)	(11,662)
Net cash used in operating activities	(482,967)	(879,874)
<b>Cash flows from investing activities</b>		
Dividends received	17,250,000	3,375,000
Proceeds from disposal of a subsidiary	1	-
Net cash generated from investing activities	17,250,001	3,375,000
<b>Cash flows from financing activities</b>		
Dividends paid	(1,997,460)	(1,997,460)
Payment of bonus issue expenses	(160,865)	-
Net cash used in financing activities	(2,158,325)	(1,997,460)
<b>Net increase in cash and cash equivalents</b>	<b>14,608,709</b>	<b>497,666</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>3,495,509</b>	<b>2,997,843</b>
<b>Cash and cash equivalents at end of year (Note 9)</b>	<b>18,104,218</b>	<b>3,495,509</b>

The accompanying notes form an integral part of the financial statements.

# Notes to the Financial Statements

31 October 2010

---

## 1. Corporate information

The principal activity of the Company is investment holding.

The core business of the Group is in education and training. This includes tertiary, continuing professional development (“CPD”), vocational and pre-university programmes.

The principal activities of its subsidiaries are described in Note 5. There have been no significant changes in the nature of these activities during the financial year.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at Level 11, Wisma HELP, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur.

The holding company is Selangor Properties Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad. The directors regard Kayin Holdings Sdn. Berhad as the ultimate holding company. Both of these companies are incorporated in Malaysia.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 17 February 2011.

## 2. Significant accounting policies

### 2.1 Basis of preparation

The financial statements of the Group and of the Company have been prepared on a historical cost basis and are in accordance with Financial Reporting Standards (“FRSs”) and the provisions of Companies Act, 1965 in Malaysia. The significant accounting policies adopted by the Group and the Company are consistent with those of the previous financial year.

On 1 November 2009, the Group and the Company adopted FRS 8: Operating Segments mandatory for financial periods beginning on or after 1 July 2009.

FRS 8 replaces FRS 114<sub>2004</sub>: Segment Reporting and requires a ‘management approach’, under which segment information is presented on a similar basis to that used for internal reporting purposes. As a result, the Group’s and the Company’s external segmental reporting will be based on the internal reporting to the “chief operating decision maker”, who makes decisions on the allocation of resources and assesses the performance of the reportable segments. As this is a disclosure standard, there will be no impact on the financial position or results of the Group and the Company.

# Notes to the Financial Statements

31 October 2010

## 2. Significant accounting policies (cont'd)

### 2.1 Basis of preparation (cont'd)

The Group and Company have not early adopted the following FRSs, Amendments to FRSs and Interpretations which have effective dates as follows:

FRSs, Amendments to FRSs and Interpretations	Effective for financial periods beginning on or after
FRS 4: Insurance Contracts	1 January 2010
FRS 7: Financial Instruments: Disclosures	1 January 2010
FRS 101: Presentation of Financial Statements	1 January 2010
FRS 123: Borrowing Costs	1 January 2010
FRS 139: Financial Instruments: Recognition and Measurement	1 January 2010
Amendments to FRS 1 First-time Adoption of Financial Reporting Standards and FRS 127 Consolidated and Separate Financial Statement: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	1 January 2010
Amendments to FRS 2 Share-based Payment: Vesting Conditions and Cancellations	1 January 2010
Amendments to FRS 132 Financial Instruments: Presentation	* 1 January 2010
Amendments to FRS 139 Financial Instruments: Recognition and Measurement, FRS 7 Financial Instruments: Disclosures and IC Interpretation 9 Reassessment of Embedded Derivatives	1 January 2010
Amendments to FRSs contained in the document entitled "Improvements to FRSs (2009)"	1 January 2010
IC Interpretation 9: Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10: Interim Financial Reporting and Impairment	1 January 2010
IC Interpretation 11: FRS 2 - Group and Treasury Share Transactions	1 January 2010
IC Interpretation 13: Customer Loyalty Programmes	1 January 2010
IC Interpretation 14: FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	1 January 2010
Amendments to FRS 132 Financial Instruments: Presentation	* 1 March 2010
FRS 1 : First-time Adoption of Financial Reporting Standards	1 July 2010
FRS 3 : Business Combinations	1 July 2010
FRS 127 : Consolidated and Separate Financial Statements	1 July 2010
Amendments to FRS 2: Share-based Payment	1 July 2010
Amendments to FRS 5: Non-current Assets Held for Sale and Discontinued Operations	1 July 2010
Amendments to FRS 138: Intangible Assets	1 July 2010
IC Interpretation 12: Service Concession Arrangements	1 July 2010
IC Interpretation 16: Hedges of a Net Investment in a Foreign Operation	1 July 2010

# Notes to the Financial Statements

31 October 2010

## 2. Significant accounting policies (cont'd)

### 2.1 Basis of preparation (cont'd)

The Group and Company have not early adopted the following FRSs, Amendments to FRSs and Interpretations which have effective dates as follows (cont'd):

FRSs, Amendments to FRSs and Interpretations	Effective for financial periods beginning on or after
IC Interpretation 17: Distributions of Non-cash Assets to Owners	1 July 2010
Amendments IC Interpretation 9: Reassessment of Embedded Derivatives	1 July 2010
Limited Exemption from Comparative FRS 7 Disclosures for First Time Adopters (Amendments to FRS 1)	1 January 2011
Improving Disclosures about Financial Instruments (Amendments to FRS 7)	1 January 2011
Additional Exemptions for First-time Adopters (Amendments to FRS 1)	1 January 2011
Group Cash-settled Share-based Payment Transactions (Amendments to FRS 2)	1 January 2011
IC Interpretation 4 Determining whether an Arrangement contains a Lease	1 January 2011
IC Interpretation 18 Transfers of Assets from Customers	1 January 2011
Amendments to FRSs contained in the document entitled "Improvements to FRSs (2010)"	1 January 2011
IC Interpretation 19: Extinguishing Financial Liabilities with Equity Instruments	1 July 2011
Amendments to IC Interpretation 14 Prepayments of a Minimum Funding Requirement	1 July 2011
FRS 124: Related Party Disclosures	1 January 2012
IC Interpretation 15: Agreements for the Construction of Real Estate	1 January 2012
Amendments to IC Interpretation 15: Agreements for the Construction of Real Estate	1 January 2012

\* The Amendments to FRS 132 as identified in paragraphs 95A, 97AA and 97AB of the Standard shall apply to financial statements of annual periods beginning on or after 1 January 2010. The amendments in paragraphs 11, 16 and 97E of the Standard, relating to Classification of Rights Issues shall apply to financial statements of annual periods beginning on or after 1 March 2010.

The adoption of the above FRSs, Amendments to FRSs and Interpretations upon their effective dates are not expected to have any significant impact on the financial statements of the Group and the Company except for FRS 7, FRS 101 and FRS 139.

# Notes to the Financial Statements

31 October 2010

## 2. Significant accounting policies (cont'd)

### 2.1 Basis of preparation (cont'd)

FRS 101 introduces changes in the presentation and disclosures of financial statements. The Standard separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with all non-owner changes in equity presented as a single line. The Standard also introduces the statement of comprehensive income, with all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense recognised directly in equity, either in one single statement, or in two linked statements. These changes are only presentational in nature and does not have any impact on the financial results of the Group and of the Company.

In addition, a statement of financial position is required at the beginning of the earliest comparative period following a change in accounting policy, the correction of an error or the classification of items in the financial statements.

The Group and the Company are exempted from disclosing the possible impact, if any, to the financial statements upon the initial application of FRS 7 and FRS 139.

### 2.2 Summary of significant accounting policies

#### (a) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

##### (i) Tuition and education fees

Tuition fees are recognised on an accrual basis whereas enrolment, registration, resource and other fees are recognised on a receipt basis.

##### (ii) Dividend income

Dividend income is recognised when the right to receive payment is established.

##### (iii) Interest income

Interest income is recognised on an accrual basis using the effective interest method.

##### (iv) Rental income

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

# Notes to the Financial Statements

31 October 2010

## 2. Significant accounting policies (cont'd)

### 2.2 Summary of significant accounting policies (cont'd)

#### (b) Subsidiaries and basis of consolidation

##### (i) Subsidiaries

Subsidiaries are entities over which the Group has the ability to control the financial and operating policies so as to obtain benefits from their activities.

In the Company's separate financial statements, investments in subsidiaries are stated at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

##### (ii) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the balance sheet date. The financial statements of the subsidiaries are prepared for the same reporting date as the Company.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. In preparing the consolidated financial statements, intragroup balances, transactions and unrealised gains or losses are eliminated in full. Uniform accounting policies are adopted in the consolidated financial statements for like transactions and events in similar circumstances.

Acquisition of subsidiaries are accounted for using the purchase method except for subsidiaries arising from common control transfers. The purchase method of accounting involves allocating the cost of the acquisition to the fair value of the assets acquired and liabilities and contingent liabilities assumed at the date of acquisition. The cost of an acquisition is measured as the aggregate of the fair values, at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued, plus any costs directly attributable to the acquisition.

Any excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represents goodwill.

Any excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised immediately in profit or loss.

Subsidiaries arising from common control transfers are consolidated using the principles of the merger method of accounting. Common control transfers are acquisitions of entities whereby these entities have common ultimate controlling parties prior to and immediately after such transfers. The difference between the carrying value of the investments and the nominal value of ordinary shares acquired is treated as a merger reserve or merger deficit. Merger deficit is adjusted against suitable reserves of the subsidiaries acquired to the extent that laws or statutes do not prohibit the use of such reserves. The results and financial position of the companies being merged are included as if the merger had been effected throughout the current and previous financial years.

# Notes to the Financial Statements

31 October 2010

## 2. Significant accounting policies (cont'd)

### 2.2 Summary of significant accounting policies (cont'd)

#### (c) Joint venture

A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, where the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties sharing control. The Group recognises its interest in joint venture using equity method. The Group separates line items for its share of the assets, liabilities, income and expenses of the joint venture in its financial statements. The joint venture is consolidated using equity method from the date the Group obtains joint control until the date the Group ceases to have joint control over the joint venture.

Adjustments are made in the Group's consolidated financial statements to eliminate the Group's share of intragroup balances, income and expenses and unrealised gains and losses on transactions between the Group and its jointly controlled entity.

The financial statements of the joint venture are prepared as of the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies into line with those of the Group.

In the Company's separate financial statements, its investment in a joint venture is stated at cost less impairment losses. On disposal of such investment, the difference between net disposal proceeds and the carrying amount is included in profit or loss.

#### (d) Intangible assets

##### (i) Goodwill

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Following the initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

##### (ii) Other intangible assets

The Group's other intangible asset consists of computer software.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair values as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised on a straight-line basis over the estimated economic useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

# Notes to the Financial Statements

31 October 2010

## 2. Significant accounting policies (cont'd)

### 2.2 Summary of significant accounting policies (cont'd)

#### (d) Intangible assets (cont'd)

##### (ii) Other intangible assets (cont'd)

The useful life of computer software is assessed to be finite. Computer software is amortised on a straight-line basis over 3 years. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each balance sheet date.

#### (e) Property, plant and equipment and depreciation

All items of property, plant and equipment are initially recorded at cost. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Subsequent to recognition, property, plant and equipment except for freehold land are stated at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated. Leasehold land is amortised on a straight line basis over the remaining lease period. Depreciation on assets under construction commence when the assets are ready for their intended use. Depreciation of other property, plant and equipment is provided for on a straight-line basis to write off the cost of each asset to its residual value over the estimated useful life, at the following annual rates:

Freehold building	2%
Office equipment, furniture and fittings	10% - 20%
Computer equipment	20% - 33 1/3%
Library books, renovation and signboards	10% - 33 1/3%
Motor vehicles	20%

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any and the net carrying amount is recognised in profit or loss.

# Notes to the Financial Statements

31 October 2010

## 2. Significant accounting policies (cont'd)

### 2.2 Summary of significant accounting policies (cont'd)

#### (f) Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated to determine the amount of impairment loss.

For goodwill, assets that have an indefinite useful life and intangible assets that are not yet available for use, the recoverable amount is estimated at each balance sheet date or more frequently when indicators of impairment are identified.

For the purpose of impairment testing of these assets, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs to. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's CGUs, or group of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or group of units.

An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An impairment loss is recognised in profit or loss in the period in which it arises.

Impairment loss on goodwill is not reversed in a subsequent period. An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

#### (g) Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Current tax is the expected amount of income taxes payable in respect of the taxable profit for the year and is measured using the tax rates that have been enacted at the balance sheet date.

# Notes to the Financial Statements

31 October 2010

## 2. Significant accounting policies (cont'd)

### 2.2 Summary of significant accounting policies (cont'd)

#### (g) Income tax (cont'd)

Deferred tax is provided for, using the liability method. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. Deferred tax is not recognised if the temporary difference arises from goodwill or negative goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax is measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is recognised as income or an expense and included in the profit or loss for the period, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also recognised directly in equity, or when it arises from a business combination that is an acquisition, in which case the deferred tax is included in the resulting goodwill or the amount of any excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination.

#### (h) Employee benefits

##### (i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

##### (ii) Defined contribution plans

Defined contribution plans are post-employment benefits plans under which the Group pays fixed contributions into separate entities or funds and will have no legal or constructive obligation to pay further contributions if any of the funds do not hold sufficient assets to pay all employees benefits relating to employee services in the current and preceding financial years. Such contributions are recognised as an expense in the profit or loss as incurred. As required by law, companies in Malaysia make contributions to the Employees Provident Fund ("EPF").

# Notes to the Financial Statements

31 October 2010

---

## 2. Significant accounting policies (cont'd)

### 2.2 Summary of significant accounting policies (cont'd)

#### (i) Financial instruments

Financial instruments are recognised in the balance sheet when the Group has become a party to the contractual provisions of the instruments.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends and gains and losses relating to a financial instrument classified as a liability, are reported as expense or income. Distributions to holders of financial instruments classified as equity are recognised directly to equity. Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

#### (i) Cash and cash equivalents

For the purposes of the cash flow statements, cash and cash equivalents include cash on hand and at bank, deposit at call and placements with cash management trusts which have an insignificant risk of changes in value. The placements with cash management trusts are viewed as an alternative to short term placements with licensed financial institutions.

#### (ii) Receivables

Receivables are carried at anticipated realisable values. Bad debts are written off when identified. An estimate is made for doubtful debts based on a review of all outstanding amounts as at the balance sheet date.

#### (iii) Payables

Payables are stated at cost which is the fair value of the consideration to be paid in the future for goods and services received.

#### (iv) Equity instruments

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

The transaction costs of an equity transaction are accounted for as a deduction from equity, net of tax. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

# Notes to the Financial Statements

31 October 2010

## 2. Significant accounting policies (cont'd)

### 2.2 Summary of significant accounting policies (cont'd)

#### (j) Leases

Assets financed by hire purchase and lease arrangements that transfer substantially all risks and rewards of ownership to the Group are capitalised as property, plant and equipment and the corresponding obligations are treated as liabilities. Any initial direct costs are also added to the carrying amount of such assets. The depreciation policy for these property, plant and equipment capitalised is in accordance with that for depreciable property, plant and equipment as described in Note 2.2(e).

Finance charges on these hire purchase and lease arrangements are allocated to the income statement over the period of the arrangements to give a constant periodic rate of interest on the outstanding liability at the end of each accounting period.

Lease of assets under which all risks and benefits of ownership are retained by the lessor are classified as operating lease. Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

When operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease (Note 2.2(a)(iv)).

#### (k) Foreign currency

##### (i) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency.

##### (ii) Foreign currency transactions

At the balance sheet date, foreign currency monetary assets and liabilities are translated into Ringgit Malaysia at the exchange rate ruling at that date. Exchange differences arising on the settlement or translation of monetary items are recognised as profit or loss.

Non-monetary assets and liabilities measured at historical cost in a foreign currency are translated using exchange rates at the date of the transactions. Non-monetary assets and liabilities measured at fair value in a foreign currency are translated using exchange rates at the date when the fair value was determined.

# Notes to the Financial Statements

31 October 2010

---

## 2. Significant accounting policies (cont'd)

### 2.2 Summary of significant accounting policies (cont'd)

#### (l) Related parties

Related parties refer to the Selangor Properties Berhad group of companies.

### 2.3 Significant accounting estimates and judgements

The preparation of financial statements in accordance with FRSs requires the use of certain accounting estimates and exercise of judgement. Estimates and judgements are continually evaluated and are based on past experience, reasonable expectations of future events and other factors.

No major judgements have been made by management in applying the Group's and the Company's accounting policies. There are no key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next year, except for that of impairment of goodwill and deferred tax assets as discussed below:

#### (a) Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use of the cash-generating units ("CGU") to which goodwill and other intangible assets are allocated. Estimating a value-in-use amount requires management to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amounts of goodwill as at 31 October 2010 were RM3,403,110 (2009: RM3,403,110). Further details are disclosed in Note 4.

#### (b) Deferred tax assets

Deferred tax assets are recognised for all unutilised tax losses and unused capital allowances to the extent that it is probable that taxable profit will be available against which the losses and capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits together with future tax planning strategies. As at the financial year end, the total carrying value of unrecognised tax losses and capital allowances of the Group is RM33,144,662 (2009: RM30,435,540).

# Notes to the Financial Statements

31 October 2010

## 3. Property, plant and equipment

	Land and buildings* RM	Office equipment, furniture and fittings RM	Computer equipment RM	Library books, renovation and signboards RM	Motor vehicles RM	Assets under construction RM	Total RM
<b>Group</b>							
<b>31 October 2010</b>							
<b>Cost</b>							
At 1 November 2009	34,517,800	36,823,039	14,306,944	14,641,535	1,772,856	-	102,062,174
Additions	70,855,545	3,880,817	652,410	1,496,601	684,374	3,743,725	81,313,472
Disposal of a subsidiary	-	(798)	(17,033)	-	-	-	(17,831)
Disposals	-	(7,800)	-	-	-	-	(7,800)
<b>At 31 October 2010</b>	<b>105,373,345</b>	<b>40,695,258</b>	<b>14,942,321</b>	<b>16,138,136</b>	<b>2,457,230</b>	<b>3,743,725</b>	<b>183,350,015</b>
<b>Accumulated depreciation</b>							
At 1 November 2009	2,973,241	27,902,721	12,959,410	9,337,316	1,396,636	-	54,569,324
Charge for the year	924,263	2,429,985	834,898	1,432,498	200,257	-	5,821,901
Disposal of a subsidiary	-	(339)	(13,274)	-	-	-	(13,613)
Disposals	-	(4,030)	-	-	-	-	(4,030)
<b>At 31 October 2010</b>	<b>3,897,504</b>	<b>30,328,337</b>	<b>13,781,034</b>	<b>10,769,814</b>	<b>1,596,893</b>	<b>-</b>	<b>60,373,582</b>
<b>Net carrying amount</b>							
<b>At 31 October 2010</b>	<b>101,475,841</b>	<b>10,366,921</b>	<b>1,161,287</b>	<b>5,368,322</b>	<b>860,337</b>	<b>3,743,725</b>	<b>122,976,433</b>

# Notes to the Financial Statements

31 October 2010

## 3. Property, plant and equipment (cont'd)

	Land and buildings* RM	Office equipment, furniture and fittings RM	Computer equipment RM	Library books, renovation and signboards RM	Motor vehicles RM	Total RM
<b>Group</b>						
<b>31 October 2009</b>						
<b>Cost</b>						
At 1 November 2008	34,517,800	34,731,671	13,431,305	13,306,898	1,717,045	97,704,719
Additions	-	2,099,546	988,271	1,334,637	105,811	4,528,265
Disposals	-	(8,178)	(112,632)	-	(50,000)	(170,810)
At 31 October 2009	34,517,800	36,823,039	14,306,944	14,641,535	1,772,856	102,062,174
<b>Accumulated depreciation</b>						
At 1 November 2008	2,477,701	25,629,463	12,312,715	8,091,404	1,283,420	49,794,703
Charge for the year	495,540	2,281,072	752,063	1,245,912	135,716	4,910,303
Disposals	-	(7,814)	(105,368)	-	(22,500)	(135,682)
At 31 October 2009	2,973,241	27,902,721	12,959,410	9,337,316	1,396,636	54,569,324
<b>Net carrying amount</b>						
At 31 October 2009	31,544,559	8,920,318	1,347,534	5,304,219	376,220	47,492,850

# Notes to the Financial Statements

31 October 2010

## 3. Property, plant and equipment (cont'd)

\* Land and buildings of the Group comprise:

	Freehold land RM	Long term leasehold land RM	Buildings RM	Total RM
<b>Group</b>				
<b>31 October 2010</b>				
<b>Cost</b>				
At 1 November 2009	9,740,797	-	24,777,003	34,517,800
Additions	16,500,000	23,201,235	31,154,310	70,855,545
<b>At 31 October 2010</b>	<b>26,240,797</b>	<b>23,201,235</b>	<b>55,931,313</b>	<b>105,373,345</b>
<b>Accumulated depreciation</b>				
At 1 November 2009	-	-	2,973,241	2,973,241
Charge for the year	-	117,178	807,085	924,263
<b>At 31 October 2010</b>	<b>-</b>	<b>117,178</b>	<b>3,780,326</b>	<b>3,897,504</b>
<b>Net carrying amount</b>				
<b>At 31 October 2010</b>	<b>26,240,797</b>	<b>23,084,057</b>	<b>52,150,987</b>	<b>101,475,841</b>

# Notes to the Financial Statements

31 October 2010

## 3. Property, plant and equipment (cont'd)

\* Land and buildings of the Group comprise (cont'd):

	Freehold land RM	Long term leasehold land RM	Buildings RM	Total RM
<b>Group</b>				
<b>31 October 2009</b>				
<b>Cost</b>				
At 1 November 2008/31 October 2009	9,740,797	-	24,777,003	34,517,800
<b>Accumulated depreciation</b>				
At 1 November 2008	-	-	2,477,701	2,477,701
Charge for the year	-	-	495,540	495,540
At 31 October 2009	-	-	2,973,241	2,973,241
<b>Net carrying amount</b>				
At 31 October 2009	9,740,797	-	21,803,762	31,544,559

Freehold land of the Group forms part of the land held under a master title registered in the name of Bungsar Hill Holdings Sdn. Bhd., a related company. The master title is in the process of being subdivided.

# Notes to the Financial Statements

31 October 2010

## 4. Intangible assets

	Goodwill RM	Software RM	Total RM
<b>Group</b>			
<b>31 October 2010</b>			
<b>Cost</b>			
At 1 November 2009	3,506,812	3,542,929	7,049,741
Additions	-	138,290	138,290
<b>At 31 October 2010</b>	<b>3,506,812</b>	<b>3,681,219</b>	<b>7,188,031</b>
<b>Accumulated amortisation and impairment</b>			
At 1 November 2009	103,702	3,385,551	3,489,253
Charge for the year	-	122,720	122,720
<b>At 31 October 2010</b>	<b>103,702</b>	<b>3,508,271</b>	<b>3,611,973</b>
<b>Net carrying amount</b>			
<b>At 31 October 2010</b>	<b>3,403,110</b>	<b>172,948</b>	<b>3,576,058</b>

# Notes to the Financial Statements

31 October 2010

## 4. Intangible assets (cont'd)

	Goodwill RM	Software RM	Total RM
<b>Group</b>			
<b>31 October 2009</b>			
<b>Cost</b>			
At 1 November 2008	3,506,812	3,413,614	6,920,426
Additions	-	139,132	139,132
Written off	-	(9,817)	(9,817)
At 31 October 2009	3,506,812	3,542,929	7,049,741
<b>Accumulated amortisation and impairment</b>			
At 1 November 2008	103,702	3,326,676	3,430,378
Charge for the year	-	68,477	68,477
Written off	-	(9,602)	(9,602)
At 31 October 2009	103,702	3,385,551	3,489,253
<b>Net carrying amount</b>			
At 31 October 2009	3,403,110	157,378	3,560,488

The Group assessed the recoverable amount of goodwill and determined that goodwill associated with the operating subsidiary of the Company is recoverable based on value-in-use calculations using cash flow projections. The cash flow projections are prepared based on financial budgets approved by management covering a five-year period.

# Notes to the Financial Statements

31 October 2010

## 4. Intangible assets (cont'd)

The following key assumptions were used by management in preparing the cash flow projections:

- (i) There will be no material variations to the existing courses planned in the academic calendar years and the number of students projected for each course;
- (ii) The revision of course fees will be performed periodically based on current practice;
- (iii) Other than for inflationary factors, there will be no significant increase in labour cost, material changes in the prevailing economic and political climate and government regulations that would adversely affect the operations of the subsidiary;
- (iv) Statutory income tax rate is 25%. The unused tax losses and unabsorbed capital allowances are available for offsetting against future taxable profits of the subsidiary in which those items arose. There will be no material changes in the present legislation, rates and taxes affecting the operations of the subsidiary; and
- (v) The discount rate applied of 6% has incorporated elements of time value of money and business risk.

With regard to the assessment of value-in-use, management believes that there is unlikely to be any reasonably possible change in the above key assumptions that would cause the carrying values to materially deviate from its recoverable amount.

## 5. Investment in subsidiaries

	Group		Company	
	2010	2009	2010	2009
	RM	RM	RM	RM
Unquoted shares at cost	-	-	80,509,581	80,518,916
Less: Dividends received from pre-acquisition profits	-	-	(21,754,000)	(21,754,000)
	-	-	58,755,581	58,764,916

# Notes to the Financial Statements

31 October 2010

## 5. Investment in subsidiaries (cont'd)

The details of the subsidiaries, all of which are incorporated in Malaysia, are as follows:

Name of company	Equity interest		Principal activities
	2010 %	2009 %	
HELP University College Sdn. Bhd.	100	100	Providing university focused education for a wide range of pre-university, undergraduate and post graduate degree programmes
HELP Training Centre Sdn. Bhd.	100	100	Providing educational and other learning facilities through its own centre and in twinning with other educational institutions and provisions of hostel services
HELP Academy Sdn. Bhd.	100	100	Providing higher learning courses, educational and other learning facilities through its own centre and in twinning with other educational institutions
HELP ICT Sdn. Bhd.*	100	100	Carrying on the business of a commercial college for higher education
International Centre for Security Management Sdn. Bhd.*	-	72	Providing consultancy and training in security management and events and exhibitions management
HELP Executive Advanced Training Sdn. Bhd.	100	100	Providing professional and executive education and training
HELP M&E Sdn. Bhd.	100	100	Providing pre-university courses/services and distribution for education products and services

\* Audited by a firm other than Ernst & Young

# Notes to the Financial Statements

31 October 2010

## 5. Investment in subsidiaries (cont'd)

### Disposal of a subsidiary

On 27 October 2010, the Company disposed of its 72% equity interest in International Centre for Security Management Sdn. Bhd., comprising 204,000 shares of RM1.00 each, at a total consideration of RM1.00.

The effects of the disposal on the financial position of the Group were as follows:

	At date of disposal RM
Property, plant and equipment	4,218
Cash and bank balances	12,859
Receivables	26,700
Other payables	(246,382)
Net liabilities	(202,605)
Gain on disposal of a subsidiary	202,606
Sale consideration	1
Less: Cash and cash equivalents in subsidiary disposed	(12,859)
Net cash outflow of the Group	(12,858)

The effects of the disposal on Group's results for the period were as follows:

	2010 RM
Revenue	81,619
Expenses	(116,319)
Loss from operation	(34,700)
Gain on disposal of a subsidiary	202,606
	167,906

# Notes to the Financial Statements

31 October 2010

## 6. Investment in a joint venture

The Company has a RM1 investment in an unquoted share in Hexa Megan Sdn. Bhd. ("Joint Venture Company"). The investment is treated as a jointly controlled entity. The Joint Venture Company will be conducting and providing quality education in jurisdictions deemed viable across the whole spectrum of educational levels and fields in any country. The Joint Venture Company has not commenced business operations as at 31 October 2010.

## 7. Trade receivables

	Group	
	2010 RM	2009 RM
Trade receivables	4,327,995	3,354,655
Less: Provision for doubtful debts	(316,324)	(75,430)
	4,011,671	3,279,225

The Group's normal trade credit term is 6 to 30 days (2009: 6 to 30 days). Other credit terms are assessed and approved on a case-by-case basis.

The Group has no significant concentration of credit risk that may arise from exposures to a single debtor or to groups of debtors.

## 8. Other receivables

	Group		Company	
	2010 RM	2009 RM	2010 RM	2009 RM
Deposits	2,527,187	4,492,283	101,000	101,000
Prepayments	834,828	637,779	-	2,500
Sundry receivables	2,353,187	1,967,456	55,979	28,261
	5,715,202	7,097,518	156,979	131,761

The Group has no significant concentration of credit risk that may arise from exposures to a single debtor or to groups of debtors.

# Notes to the Financial Statements

31 October 2010

## 9. Cash and cash equivalents

	Group		Company	
	2010 RM	2009 RM	2010 RM	2009 RM
Cash on hand and at banks	3,394,613	4,258,980	204,218	125,509
Deposits with licensed banks	42,969,441	50,088,217	17,900,000	3,370,000
Placements with cash management trusts	21,043,666	33,371,441	-	-
	67,407,720	87,718,638	18,104,218	3,495,509

The range of interest rates per annum of deposits that was effective during the financial year was as follows:

	Group		Company	
	2010 %	2009 %	2010 %	2009 %
Deposits with licensed banks	2.0 - 3.10	1.5 - 3.4	2.7	1.75 - 3.35

The average maturities of deposits for the Group and the Company at the balance sheet date were 78 days and 124 days respectively (2009: 102 days and 90 days respectively).

## 10. Share capital, share premium and capital reserve

	Number of Ordinary Shares		Amount	
	2010	2009	2010 RM	2009 RM
<b>Authorised share capital</b>				
At 1 November 2009/2008	100,000,000	100,000,000	50,000,000	50,000,000
Created during the year	400,000,000	-	200,000,000	-
At 31 October	500,000,000	100,000,000	250,000,000	50,000,000

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

# Notes to the Financial Statements

31 October 2010

## 10. Share capital, share premium and capital reserve (cont'd)

	Number of ordinary shares of 50 sen each	Amount			Total RM
		Share capital (Issued and fully paid) Unit	Share capital (Issued and fully paid) RM	Share premium RM	
<b>Group</b>					
<b>At 1 November 2009</b>	88,776,000	44,388,000	2,532,654	-	46,920,654
Ordinary shares issued pursuant to bonus issue	53,265,600	26,632,800	-	-	26,632,800
Bonus share issue cost	-	-	(160,865)	-	(160,865)
<b>At 31 October 2010</b>	142,041,600	71,020,800	2,371,789	-	73,392,589
<b>Company</b>					
<b>At 1 November 2009</b>	88,776,000	44,388,000	2,532,654	8,611,859	55,532,513
Ordinary shares issued pursuant to bonus issue	53,265,600	26,632,800	-	-	26,632,800
Capitalisation for bonus issue	-	-	-	(8,611,859)	(8,611,859)
Bonus share issue cost	-	-	(160,865)	-	(160,865)
<b>At 31 October 2010</b>	142,041,600	71,020,800	2,371,789	-	73,392,589
<b>Group</b>					
<b>At 31 October 2008/2009</b>	88,776,000	44,388,000	2,532,654	-	46,920,654
<b>Company</b>					
<b>At 31 October 2008/2009</b>	88,776,000	44,388,000	2,532,654	8,611,859	55,532,513

# Notes to the Financial Statements

31 October 2010

## 10. Share capital, share premium and capital reserve (cont'd)

On 15 September 2010, the Company increased its authorised ordinary share capital from RM50,000,000 to RM250,000,000 through the creation of 400,000,000 ordinary shares of RM0.50 each.

On 5 October 2010, 53,265,600 new ordinary shares of RM0.50 each were issued by the Company pursuant to a bonus issue on the basis of 3 shares for every 5 existing ordinary shares of RM0.50 each at par held in the Company. This resulted in an increase in the issued and fully paid-up share capital from RM44,338,000 to RM71,020,800.

## 11. Deferred tax assets/(liabilities)

Deferred tax is presented after appropriate offsetting as follows:

	Group	
	2010	2009
	RM	RM
At 1 November 2009/2008	(3,580,341)	(1,972,652)
Recognised in the income statement (Note 18)	(181,894)	(1,607,689)
At 31 October	(3,762,235)	(3,580,341)
Presented after appropriate offsetting as follows:		
Deferred tax assets	30,289	-
Deferred tax liabilities	(3,792,524)	(3,580,341)
	(3,762,235)	(3,580,341)

# Notes to the Financial Statements

31 October 2010

## 11. Deferred tax assets/(liabilities) (cont'd)

The components and movements of deferred tax liabilities and assets during the financial year prior to offsetting are as follows:

### Deferred tax liabilities/(assets) of the Group:

	Property, plant and equipment RM	Other payables RM	Total RM
At 1 November 2009	3,939,253	(358,912)	3,580,341
Recognised in the income statement (Note 18)	404,892	(222,998)	181,894
At 31 October 2010	4,344,145	(581,910)	3,762,235
At 1 November 2008	3,472,652	(1,500,000)	1,972,652
Recognised in the income statement (Note 18)	466,601	1,141,088	1,607,689
At 31 October 2009	3,939,253	(358,912)	3,580,341

Deferred tax assets have not been recognised in respect of the following items:

	Group 2010 RM	2009 RM
Unused tax losses	23,288,586	20,798,212
Unabsorbed capital allowances	9,856,076	9,637,328
	33,144,662	30,435,540

The unutilised tax losses and unabsorbed capital allowances are available for offsetting against future taxable profits of the respective subsidiaries subject to guidelines issued by the tax authority. Deferred tax assets have not been recognised in respect of these items as they have arisen in subsidiaries that have a history of losses.

# Notes to the Financial Statements

31 October 2010

## 12. Other payables

	Group		Company	
	2010 RM	2009 RM	2010 RM	2009 RM
<b>Current</b>				
Sundry payables	19,462,639	12,819,235	144,698	176,143
Accruals	12,177,334	9,916,969	66,930	-
Refundable deposits	7,329,377	6,893,119	-	-
	38,969,350	29,629,323	211,628	176,143
<b>Non-current</b>				
Other payable				
Balance of purchase consideration on acquisition of property	36,000,000	-	-	-
Amount due within 12 months included in sundry payables	(9,000,000)	-	-	-
	27,000,000	-	-	-
<b>Total other payables</b>	<b>65,969,350</b>	<b>29,629,323</b>	<b>211,628</b>	<b>176,143</b>

The balance of purchase consideration on acquisition of property is unsecured, bears interest of 4% per annum and is repayable in 8 equal instalments within the next 4 financial years.

# Notes to the Financial Statements

31 October 2010

## 13. Hire purchase creditors

	Group	
	2010	2009
	RM	RM
Future minimum hire purchase payments:		
Amount due within 1 financial year	-	4,452
Future finance charges	-	(950)
		<hr/>
Present value of hire purchase creditors	-	3,502
		<hr/>
Aging analysis:		
Amount due within 1 financial year	-	3,502
		<hr/>

Finance lease liability is effectively secured as the rights to the leased assets revert to the lessors in the event of default.

## 14. Revenue

	Group	
	2010	2009
	RM	RM
Tuition fees	90,161,781	82,117,886
Registration fees	2,624,392	3,310,734
Rental from hostel operation	5,403,403	4,951,154
Resource fees	3,439,875	3,304,598
Miscellaneous fees earned	2,909,092	2,108,614
Enrolment fees	664,023	786,130
		<hr/>
	105,202,566	96,579,116
		<hr/>

# Notes to the Financial Statements

31 October 2010

## 15. Profit before tax

Profit before tax is stated after charging/(crediting):

	Group		Company	
	2010 RM	2009 RM	2010 RM	2009 RM
Non-executive directors' remuneration (Note 17)	202,500	191,500	201,000	190,500
Staff costs (Note 16)	43,640,983	41,149,230	-	-
Auditors' remuneration				
Parent auditors:				
- statutory audit	56,000	50,000	16,500	15,000
- other assurance services	6,500	6,500	6,500	6,500
Other firm of auditors:				
- statutory audit	10,800	10,200	-	-
Rental expenses				
- premises	10,764,785	12,728,196	-	-
- equipment	457,061	893,943	-	-
Net loss/(gain) on foreign exchange	76,363	(420,689)	-	-
Software written off	-	215	-	-
Provision for doubtful debts	240,894	-	-	-
Bad debts written off	-	147,807	-	-
Dividend income	-	-	(23,000,000)	(4,500,000)
Loss/(gain) on disposal of property, plant and equipment	2,270	(20,045)	-	-
(Gain)/loss on disposal of a subsidiary	(202,606)	-	9,334	-
Interest income	(1,680,363)	(1,780,750)	(59,332)	(72,465)
Rental income	(537,049)	(467,385)	-	-

# Notes to the Financial Statements

31 October 2010

## 16. Staff costs

	Group	
	2010	2009
	RM	RM
Wages and salaries	30,200,220	28,356,836
Social security costs	248,858	242,923
Defined contribution plan	3,561,838	3,375,729
Other staff related expenses	9,630,067	9,173,742
	43,640,983	41,149,230

Included in staff costs of the Group is executive directors' remuneration amounting to RM2,337,360 (2009: RM2,027,608), as further discussed in Note 17.

## 17. Directors' remuneration

	Group		Company	
	2010	2009	2010	2009
	RM	RM	RM	RM
<b>Directors of the Company</b>				
Executive:				
Salaries and other emoluments	2,015,700	1,715,200	-	-
Defined contribution plan	241,020	204,888	-	-
Benefits-in-kind	46,717	42,616	-	-
	2,303,437	1,962,704	-	-
Non-Executive:				
Fees	72,000	72,000	72,000	72,000
Other emoluments	130,500	119,500	129,000	118,500
Benefits-in-kind	10,866	7,656	-	-
	213,366	199,156	201,000	190,500

# Notes to the Financial Statements

31 October 2010

## 17. Directors' remuneration (cont'd)

	Group		Company	
	2010	2009	2010	2009
	RM	RM	RM	RM
<b>Directors of subsidiaries</b>				
Executive:				
Salaries and other emoluments	72,000	96,000	-	-
Defined contribution plan	8,640	11,520	-	-
	80,640	107,520	-	-
	2,597,443	2,269,380	201,000	190,500
Total excluding benefits-in-kind	2,539,860	2,219,108	201,000	190,500
Executive (Note 16)	2,337,360	2,027,608	-	-
Non-Executive (Note 15)	202,500	191,500	201,000	190,500

# Notes to the Financial Statements

31 October 2010

## 18. Income tax expense

	Group		Company	
	2010 RM	2009 RM	2010 RM	2009 RM
Current year's income tax	7,547,000	4,785,000	5,721,000	1,100,000
Over provided in prior years	(145,438)	(14,136)	(1,345)	(8,519)
	7,401,562	4,770,864	5,719,655	1,091,481
Deferred tax (Note 11):				
Relating to origination and reversal of temporary differences	305,094	1,961,834	-	-
Over provided in prior years	(123,200)	(354,145)	-	-
	181,894	1,607,689	-	-
Tax expense for the year	7,583,456	6,378,553	5,719,655	1,091,481

Domestic income tax is calculated at the Malaysia statutory rate of 25% (2009: 25%) of the estimated assessable profit for the year.

A reconciliation of income tax expense applicable to profit before tax at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows:

	2010 RM	2009 RM
<b>Group</b>		
Profit before tax	26,680,126	21,828,232
Taxation at Malaysia statutory tax rate of 25% (2009: 25%)	6,670,032	5,457,058
Income not subject to tax	(219,993)	(200,397)
Double deduction on certain tax incentives	(139,982)	(73,100)
Expenses not deductible for tax purposes	742,668	631,394
Deferred tax assets not recognised in respect of current year's tax losses and unabsorbed capital allowances	799,369	931,879
Over provision of deferred tax in prior years	(123,200)	(354,145)
Over provision of income tax in prior years	(145,438)	(14,136)
Tax expense for the year	7,583,456	6,378,553

# Notes to the Financial Statements

31 October 2010

## 18. Income tax expense (cont'd)

	2010 RM	2009 RM
<b>Company</b>		
Profit before tax	22,513,009	4,238,119
Taxation at Malaysia statutory tax rate of 25% (2009: 25%)	5,628,252	1,059,530
Expenses not deductible for tax purposes	92,748	40,470
Over provision of income tax in prior years	(1,345)	(8,519)
Tax expense for the year	5,719,655	1,091,481

## 19. Earnings per share

Basic earnings per share are calculated by dividing profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year held by the Company.

	Group	
	2010	2009
Profit attributable to ordinary equity holder of the Company (RM)	19,096,670	15,449,679
Weighted average number of ordinary shares in issue	92,716,195	88,776,000
Basic earnings per share for profit for the year (sen)	21	17

# Notes to the Financial Statements

31 October 2010

## 20. Retained earnings

Prior to the year of assessment 2008, Malaysian companies adopt the full imputation system. In accordance with the Finance Act, 2007 which was gazetted on 28 December 2007, companies shall not be entitled to deduct tax on dividend paid, credited or distributed to its shareholders, and such dividends will be exempted from tax in the hands of the shareholders ("single tier system"). However, there is a transitional period of six years, expiring on 31 December 2013, to allow companies to pay franked dividends to their shareholders under limited circumstances. Companies also have an irrevocable option to disregard the section 108 balance and opt to pay dividends under the single tier system. The change in the tax legislation also provides for the section 108 balance to be locked-in as at 31 December 2007 in accordance with Section 39 of the Finance Act, 2007.

The Company did not elect for the irrevocable option to disregard the section 108 balance. Accordingly, during the transitional period, the Company may utilise the credit in the section 108 balance as at 31 October 2010 to distribute cash dividend payments to ordinary shareholdings as defined under the Finance Act, 2007. As at 31 October 2010, the Company has sufficient credit in the section 108 balance to pay franked dividends out of its entire retained earnings.

## 21. Dividends

	Dividends in respect of Year		Dividends recognised in Year	
	2010 RM	2009 RM	2010 RM	2009 RM
<b>Recognised during the year:</b>				
Final dividend for 2009/2008: 6% less 25% taxation (2008: 25%), on 88,776,000 ordinary shares	-	1,997,460	1,997,460	1,997,460
<b>Proposed for approval at AGM (not recognised as at 31 October):</b>				
Final dividend for 2010: 4% less 25% taxation, on 142,041,600 ordinary shares	2,130,624	-	-	-
	<b>2,130,624</b>	<b>1,997,460</b>	<b>1,997,460</b>	<b>1,997,460</b>

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 October 2010, of 4% less 25% taxation on 142,041,600 ordinary shares of RM0.50 each, amounting to a dividend payable of RM2,130,624 (1.5 sen net per ordinary share) will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 October 2011.

# Notes to the Financial Statements

31 October 2010

---

## 22. Segmental information

The Group is principally involved in education activities carried out in Malaysia and accordingly no segmental information has been prepared.

## 23. Significant events

- (a) On 5 May 2010, HELP University College Sdn. Bhd. ("HUC"), a wholly-owned subsidiary of the Company, completed the acquisition of a piece of freehold land held under Geran 58384, Lot No.54327, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan measuring approximately 1,112 square metres, together with the building erected thereon known as HELP Residence for a total cash consideration of RM50 million.
- (b) On 17 June 2010, HUC completed the acquisition of a leasehold land measuring approximately 23 acres held under PT 12291 in Seksyen U4 (Subang Delima), Mukim of Sungai Buloh, District of Petaling, State of Selangor for a total cash consideration of RM20 million.
- (c) On 12 May 2010, the Company entered into a Joint Venture and Working Agreement ("JVWA") with Asia Pacific Land Berhad ("AP Land") to register a company ("JV Company") with equal shareholding between the Company and AP Land (collectively referred to as the "JV Parties"). Further to the JVWA, the JV Parties have jointly acquired a shelf company, Hexa Megan Sdn. Bhd. ("HMSB") on 30 June 2010 as the JV Company. The current issued and paid-up share capital of HMSB is RM2 comprising two ordinary shares of RM1 each. The JV Company will be conducting and providing quality education in jurisdictions deemed viable across the whole spectrum of educational levels and fields in any country.
- (d) On 5 October 2010, 53,265,600 new ordinary shares of RM0.50 each ("Shares") were issued by HELP International Corporation Berhad ("HIC") pursuant to a bonus issue on the basis of three shares for every five shares held in HIC. The Shares were listed and quoted on the Main Market of Bursa Malaysia Securities Berhad on 6 October 2010.
- (e) On 13 October 2010 the Company entered into a Share Sale Agreement to dispose its 71.8% equity interest in International Centre for Security Management Sdn. Bhd., comprising 204,000 ordinary shares of RM1 each, for a cash consideration of RM1. The disposal was completed on 27 October 2010.

# Notes to the Financial Statements

31 October 2010

## 24. Subsequent event

On 27 January 2011, the Company entered into the following agreements:

- (a) Share Purchase Agreement ("SPA") with certain individuals to acquire 4,500 shares in Bridge2think AG ("B2T") for a total purchase consideration of Swiss Franc 92,250 (equivalent to approximately RM299,000);
- (b) Subscription Agreement ("SA") with B2T to acquire 8,711 treasury shares and 7,312 new shares from B2T for a total purchase consideration of Swiss Franc 328,471.50 (equivalent to approximately RM1,064,000); and
- (c) Shareholders' Agreement with the shareholders of B2T upon completion of the SPA and the SA.

The completion of the acquisition and subscription in B2T is pending fulfillment of conditions precedent in the SPA and SA. Upon completion, HIC will hold 19.1% equity interest in B2T.

B2T is a online global learning solution group with operations in Switzerland, Australia, Germany and United Kingdom.

## 25. Significant related party disclosure

### (a) Significant related party transactions

In addition to the transactions detailed elsewhere in the financial statements, the Group and the Company had the following transactions with related parties during the financial year:

	Group		Company	
	2010	2009	2010	2009
	RM	RM	RM	RM
<b>Included in other income are:</b>				
Gross dividends from subsidiary, HELP Training Centre Sdn. Bhd.	-	-	23,000,000	4,500,000
<b>Included in other expenses are:</b>				
Rental expense to a related company, Chong Chook Yew Sdn. Bhd.	3,577,280	3,658,032	-	-

The directors are of the opinion that the above transactions have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties.

# Notes to the Financial Statements

31 October 2010

## 25. Significant related party disclosure (cont'd)

### (b) Compensation of key management personnel

The remuneration of executive directors and other members of key management during the year was as follows:

	Group	
	2010 RM	2009 RM
Salaries and other emoluments	3,891,564	3,249,118
Defined contribution plan	484,522	406,233
Benefits-in-kind	70,958	55,350
	<b>4,447,044</b>	<b>3,710,701</b>

## 26. Commitments on capital expenditure

	Group		Company	
	2010 RM	2009 RM	2010 RM	2009 RM
Approved and contracted for:				
Property, plant and equipment	2,043,790	20,143,792	-	-
Deposit for lease of space	532,992	532,992	532,992	532,992
Approved and not contracted for:				
Property, plant and equipment	5,929,028	-	-	-
	<b>8,505,810</b>	<b>20,676,784</b>	<b>532,992</b>	<b>532,992</b>

Included in the property, plant and equipment approved and contracted for in 2009 is RM18,261,223 relating to balance of the purchase consideration of a leasehold land measuring approximately 23 acres held under PT 12291 in Seksyen U4 (Subang Delima), Mukim of Sungai Buloh, District of Petaling, State of Selangor. The acquisition was completed during the year as disclosed in Note 23(b).

# Notes to the Financial Statements

31 October 2010

## 27. Operating lease arrangements

The Group and the Company have entered into operating lease agreements for the use of buildings. The leases have a remaining lease term of 1 to 15 years. The contracts include fixed rentals for an average of 3 years.

Included in the Group's operating lease agreements for the use of the buildings is with a related company, Chong Chook Yew Sdn. Bhd. as disclosed in Note 25(a).

The Group also leases various equipment under cancellable operating lease agreements. The Group is required to give 1 to 6 months notice for the termination of those agreements.

The future aggregate minimum lease payments under operating lease contracted for as at the balance sheet date but not recognised as liabilities are as follows:

	Group		Company	
	2010	2009	2010	2009
	RM	RM	RM	RM
Future minimum rental payments:				
Not later than 1 year	11,013,679	13,579,110	2,331,840	1,665,600
Later than 1 year and not later than 5 years	35,286,023	31,825,548	18,099,520	17,877,440
Later than 5 years	80,133,898	83,515,314	63,781,376	64,669,696
	126,433,600	128,919,972	84,212,736	84,212,736

The lease payments recognised in profit or loss during the financial year are disclosed in Note 15.

## 28. Financial instruments

### (a) Financial risk management objectives and policies

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's business whilst managing its interest rate, foreign exchange, liquidity and credit risks. The Group operates within clearly defined guidelines and the Group's policy is not to engage in speculative transactions.

# Notes to the Financial Statements

31 October 2010

---

## 28. Financial instruments (cont'd)

### (b) Interest rate risk

The Group's interest-bearing deposits are mainly short term in nature and they are not held for speculative purposes but have been placed in fixed deposits which yield better returns than cash at bank. As disclosed in Note 12, the Group's balance of purchase consideration on acquisition of property bears a fixed interest rate of 4% (2009: Nil) per annum. The Group has no other interest-bearing debt as at 31 October 2010 (2009: Nil).

The information on maturity dates and effective interest rates of financial assets are disclosed in their respective notes.

### (c) Liquidity risk

The Group actively manages its operating cash flows so as to ensure that all funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements.

### (d) Credit risk

Credit risks, or the risk of counterparties defaulting, are controlled by the application of monitoring procedures. Trade receivables are monitored on an ongoing basis via Group management reporting procedures.

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial instrument.

### (e) Foreign exchange risk

The Group has minimal exposures to foreign exchange risk as it was not involved in any activity that would give rise to material impact from this risk.

### (f) Fair values

The carrying amounts of financial assets and liabilities of the Group and the Company at the balance sheet date approximated their fair values.

The carrying amounts of cash and cash equivalents, trade and other receivables/payables approximate their fair values due to the relatively short term maturity of these financial instruments.

# Notes to the Financial Statements

31 October 2010

## 29. Supplementary information – breakdown of retained profits into realised and unrealised

Bursa Malaysia Securities Berhad (“Bursa Malaysia”) has on 25 March 2010 and 20 December 2010, issued directives requiring all listed corporations to disclose the breakdown of retained earnings into realised and unrealised on Group and Company basis, effective for the financial year ending 30 September 2010.

	Group 2010 RM
Realised earnings	43,673,187
Unrealised losses	(3,674,117)
Retained earnings	39,999,070

The above breakdown and components of retained earnings are identified and disclosed in accordance with the Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits and Losses in the Context of Disclosure Pursuant to Bursa Malaysia Listing Requirements, as issued by the Malaysian Institute of Accountants and the directive of Bursa Malaysia.

Comparative figures are not required in the first financial year of applying this requirement.

# Analysis of Shareholdings

As at 10 March 2011

## SHARE CAPITAL

Authorised Share Capital	:	500,000,000 ordinary shares of RM0.50 each
Issued and Paid-up Share Capital	:	142,041,600 ordinary shares of RM0.50 each
Voting rights	:	One (1) vote per ordinary share on a poll One (1) vote per shareholder on a show of hands

## DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares Held	%
1 - 99	17	1.51	553	0.00
100 – 1,000	408	36.17	157,580	0.11
1,001 - 10,000	529	46.90	2,240,481	1.58
10,001 – 100,000	133	11.79	3,919,280	2.76
100,001 – 7,102,079 *	39	3.46	53,042,484	37.34
7,102,080 and above **	2	0.18	82,681,222	58.21
<b>Total</b>	<b>1,128</b>	<b>100.00</b>	<b>142,041,600</b>	<b>100.00</b>

Remark: \* - Less than 5% of Issued Shares

\*\* - 5% and above of Issued Shares

## DIRECTORS' SHAREHOLDINGS

The Directors' shareholdings based on the Register of Directors' Shareholdings of the Company as at 10 March 2011 are as follows:-

Name of Directors	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali (Demised on 21 March 2011)	-	-	5,057,084 <sup>(1)</sup>	3.56
Datin Low Kam Yoke (F)	3,437,848	2.42	6,140,675 <sup>(2)</sup>	4.32
Datuk Dr. Chan Tuck Hoong	2,676,304	1.88	6,140,675 <sup>(2)</sup>	4.32
Dato' Dr. Zakaria Bin Ahmad	1,754,513	1.23	-	-
Wen Chiu Chi	-	-	-	-
Chong Koon San	-	-	-	-
Ng Teh Kha	2,148,304	1.51	953,126 <sup>(3)</sup>	0.67
Ong Seng Pheow	-	-	-	-
Dato' Dr. Thong Kok Cheong	-	-	-	-

### Note:

<sup>(1)</sup> Deemed interested by virtue of her interest in Zasa Consultancy Sdn. Bhd. and her son, Zabidi Bin Md Zain's shareholdings.

<sup>(2)</sup> Deemed interested by virtue of his/her son, Mr. Chan Eu-Khin's shareholdings and his/her daughter, Ms. Chan Ji-Quandt's shareholdings.

<sup>(3)</sup> Deemed interested by virtue of his spouse, Madam Ong Yee Mian's shareholdings.

# Analysis of Shareholdings

As at 10 March 2011

## SUBSTANTIAL SHAREHOLDERS

The substantial shareholders' shareholdings based on the Register of Substantial Shareholders of the Company and their shareholdings as at 10 March 2011 are as follows:-

Name	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Selangor Properties Berhad	72,441,222	51.00	-	-
PLL for Acacia Partners LP	10,240,000	7.21	-	-
Datin Low Kam Yoke	3,437,848	2.42	6,140,675 <sup>(1)</sup>	4.32
Datuk Dr. Chan Tuck Hoong	2,676,304	1.88	6,140,675 <sup>(1)</sup>	4.32
Kayin Holdings Sdn. Berhad	-	-	72,441,222 <sup>(2)</sup>	51.00
Puan Sri Datin Chong Chook Yew	-	-	72,441,222 <sup>(3)</sup>	51.00

### Note:

<sup>(1)</sup> Deemed interest by virtue of his/her son Mr. Chan Eu-Khin's shareholdings and his/her daughter, Ms. Chan Ji-Quandt's shareholdings.

<sup>(2)</sup> Deemed interested by virtue of the Company's interest in Selangor Properties Berhad.

<sup>(3)</sup> Deemed interested by virtue of her interest in Kayin Holdings Sdn. Berhad, which is the holding company of Selangor Properties Berhad.

## THIRTY (30) LARGEST SECURITIES ACCOUNTS HOLDERS

No.	Shareholders	Number of Shares	%
1.	Selangor Properties Berhad	72,441,222	51.00
2.	Citigroup Nominees (Asing) Sdn. Bhd. PLL for Acacia Partners LP	10,240,000	7.21
3.	Tele Suria Resources Sdn. Bhd.	6,200,345	4.37
4.	Chan Eu-Khin	6,114,275	4.30
5.	Kassim Rahman Usaha Sdn. Bhd.	5,801,600	4.08
6.	Cartaban Nominees (Tempatan) Sdn. Bhd. Corston-Smith Asset Management Sdn. Bhd. for Corston-Smith Asean Corporate Governance Fund	4,744,320	3.34
7.	Citigroup Nominees (Asing) Sdn. Bhd. PLL for Acacia Institutional Partners LP	4,560,000	3.21
8.	Datin Low Kam Yoke	3,437,848	2.42
9.	Zasa Consultancy Services Sdn. Bhd.	3,201,969	2.25
10.	Datuk Dr. Chan Tuck Hoong	2,676,304	1.88
11.	Ng Teh Kha	2,148,304	1.51

# Analysis of Shareholdings

As at 10 March 2011

## THIRTY (30) LARGEST SECURITIES ACCOUNTS HOLDERS (cont'd)

No.	Shareholders	Number of Shares	%
12.	Zabidi Bin Md Zain	1,855,115	1.31
13.	Dato' Dr. Zakaria Bin Ahmad	1,280,000	0.90
14.	HSBC Nominees (Tempatan) Sdn. Bhd. HSBC (M) Trustee Bhd for OSK-UOB Small Cap Opportunity Unit Trust	1,120,700	0.79
15.	HSBC Nominees (Tempatan) Sdn. Bhd. HSBC (M) Trustee Bhd for MAAKL Progress Fund	1,120,000	0.79
16.	Ong Yee Mian	953,126	0.67
17.	Cartaban Nominees (Asing) Sdn. Bhd. Exempt An for RBC Dexia Investor Services Trust (Clients Account)	838,900	0.59
18.	Kok Chee Weng	708,800	0.50
19.	HSBC Nominees (Tempatan) Sdn. Bhd. HSBC (M) Trustee Bhd for OSK-UOB Growth and Income Focus Trust	637,600	0.45
20.	Citigroup Nominees (Asing) Sdn. Bhd. PLL for Acacia II Partners LP	624,000	0.44
21.	Kok Chee Mun	562,000	0.40
22.	Fong Ting Wong	488,000	0.34
23.	CIMSEC Nominees (Tempatan) Sdn. Bhd. CIMB for Zakaria Bin Ahmad	474,513	0.33
24.	Khong Kim Hoong	464,000	0.33
25.	Citigroup Nominees (Asing) Sdn. Bhd. JP Morgan CLR Corp for FPA Hawkeye Fund, LLC	384,160	0.27
26.	Citigroup Nominees (Asing) Sdn. Bhd. PLL for Acacia Conservation Fund LP	384,000	0.27
27.	Lim Sun Hoe	292,800	0.21
28.	UOBM Nominees (Tempatan) Sdn. Bhd. UOB-OSK Asset Management Sdn. Bhd. for Uni Aggressive Fund	220,000	0.15
29.	Citigroup Nominees (Asing) Sdn. Bhd. PLL for Acacia Conservation Fund (Offshore) Ltd	192,000	0.14
30.	Zainurazrein Binti Zainal Abidin	176,000	0.12
<b>TOTAL</b>		<b>134,341,901</b>	<b>94.58*</b>

\* Subject to rounding adjustment.

# Properties Held by the Group

Address	Description/ (Existing Use)	Tenure	Land/ Built-up Areas	Approximate Age of Building	Net Book Value as at 31 October 2010 (RM'000)	Date of Acquisition
Wisma HELP, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur	11-storey building known as Wisma HELP (University College Campus)	Freehold	Land: 43,292 sq ft Built-up: 269,086 sq ft	31 years	31,049	27.11.2003
HELP Residence No. 28, Jalan Damansara, Damansara Heights, 50490 Kuala Lumpur	21-storey building known as HELP Residence (Hostel Building)	Freehold	Land: 11,969 sq ft Built-up: 151,955 sq ft	3 years	47,343	5.5.2010
PT 12291 Seksyen U4 (Subang Delima), Mukim Sungai Buloh, Daerah Petaling, Negeri Selangor	Land for private higher institution	Leasehold for 99 years expires on 5.5.2109	Land: 23 acres	N/A	23,084	17.6.2010

# Notice of Annual General Meeting

**N**OTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting of HELP International Corporation Berhad will be held at the Conference Hall, HELP University College, BZ-2 Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur on Thursday, 28 April 2011 at 10:30 a.m. or at any adjournment thereof for the following purposes:-

## AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 October 2010 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors' Fees for the financial year ended 31 October 2010. **(Resolution 1)**
3. To approve the declaration of a first and final dividend of 4% (2 sen per ordinary share of 50 sen each) less 25% income tax for the financial year ended 31 October 2010. **(Resolution 2)**
4. To re-elect the following Directors who are retiring in accordance with Article 95 of the Articles of Association of the Company and being eligible, have offered themselves for re-election:-
  - (a) Datin Low Kam Yoke **(Resolution 3)**
  - (b) Dato' Dr. Thong Kok Cheong **(Resolution 4)**
  - (c) Mr. Chong Koon San **(Resolution 5)**
5. To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 6)**

# Notice of Annual General Meeting

## 6. As Special Business

To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolutions:-

### **ORDINARY RESOLUTION NO. 1**

#### **- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities"); AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 7)

### **ORDINARY RESOLUTION NO. 2**

#### **- PROPOSED SHARE BUY-BACK AUTHORITY**

"THAT, subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Securities and any other relevant authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM0.50 each in the Company's issued and paid-up share capital through Bursa Securities subject further to the following:-

1. the maximum number of ordinary shares of RM0.50 each in the Company ("Shares") which may be purchased and/or held by the Company shall be equivalent to ten per centum (10%) of the issued and paid-up share capital for the time being of the Company;
2. the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits and/or the share premium of the Company based on the audited financial statements for the financial year ended 31 October 2010;

# Notice of Annual General Meeting

## 6. **As Special Business** (cont'd)

3. the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-
  - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
  - (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and

4. upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Shares in the following manner:-
  - (i) cancel the Shares so purchased; or
  - (ii) retain the Shares so purchased as treasury shares; or
  - (iii) retain part of the Shares so purchased as treasury shares and cancel the remainder;

the treasury shares of which may be distributed as dividends to shareholders, and/or resold on Bursa Securities, and/or subsequently cancelled;

and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force,

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares."

**(Resolution 8)**

# Notice of Annual General Meeting

## 6. As Special Business (cont'd)

### ORDINARY RESOLUTION NO. 3

#### - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company and Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into the Recurrent Related Party Transactions with the Related Parties as described in the Circular to Shareholders dated 6 April 2011, subject further to the following:-

- i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and
- ii) disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall, commence immediately upon the passing of this ordinary resolution and continue to be in force until:-
  - (a) the conclusion of the next Annual General Meeting (AGM) of the Company following this AGM, at which the approval hereby given will lapse, unless by a resolution passed at an AGM, whereby the approval is renewed; or
  - (b) the expiration of the period within which the next AGM of the Company after this AGM is required to be held pursuant to Section 143(1) of the Act (but such period shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting;

whichever is the earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/ or authorised by this resolution."

(Resolution 9)

7. To transact any other ordinary business for which due notice has been given.

# Notice of Annual General Meeting

## NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN** that the first and final dividend of 4% (2 sen per ordinary share of 50 sen each) less 25% income tax will be payable on 27 May 2011 to depositors whose names appear in the Record of Depositors at the close of business on 9 May 2011 if approved by the members at the Fifth Annual General Meeting.

A Depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 9 May 2011 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

### **By Order of the Board**

**CHUA SIEW CHUAN** (MAICSA 0777689)  
**ELAINE WONG WEI SYN** (MAICSA 7048544)  
Company Secretaries

Kuala Lumpur  
6 April 2011

### **Explanatory Notes to Special Business:**

1. Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the Fifth Annual General Meeting of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Fourth Annual General Meeting of the Company held on 27 April 2010 (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/ or acquisitions.

# Notice of Annual General Meeting

## Explanatory Notes to Special Business (cont'd):

### 2. Proposed Share Buy-Back Authority

The proposed adoption of the Ordinary Resolution No. 2 is to allow the Board of Directors to exercise the power of the Company to purchase not more than 10% of the issued and paid-up share capital of the Company at any time within the time period stipulated in Bursa Malaysia Securities Berhad Main Market Listing Requirements.

### 3. Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed adoption of the Ordinary Resolution No. 3 is to enable the Group to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature which are necessary for the Group day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

## Notes:-

1. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 67B of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 22 April 2011. Only a depositor whose name appears on the Record of Depositors as at 22 April 2011 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint not more than two (2) proxies to attend and vote instead of him and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint up to two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a notarially certified copy thereof shall be deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

# Form of Proxy

HELP INTERNATIONAL CORPORATION BERHAD  
(Company No. 700568-H)  
(Incorporated in Malaysia)

No. of shares held	CDS Account No.

\* I/We, (full name in capital letters) \_\_\_\_\_  
of (full address) \_\_\_\_\_  
being \*a member/members of HELP INTERNATIONAL CORPORATION BERHAD ("the Company"), hereby appoint  
(full name in capital letters) \_\_\_\_\_  
NRIC No of (full address) \_\_\_\_\_  
or failing \*him/her, (full name in capital letters) \_\_\_\_\_  
NRIC No of (full address) \_\_\_\_\_  
or failing \*him/her, the \*CHAIRMAN OF THE MEETING as \*my/our proxy to vote for \*me/us and on \*my/our behalf  
at the Fifth Annual General Meeting of the Company to be held at the Conference Hall, HELP University College,  
BZ-2 Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur on Thursday, 28 April 2011 at 10:30 a.m.  
or at any adjournment thereof.

The proportions of my/our holding to be represented by my/our proxies are as follows: -

First Proxy "A"	%
Second Proxy "B"	%
	_____
	100%

In the case of a vote by a show of hands, my proxy \_\_\_\_\_ (one only) shall vote on \*my/our behalf.

Please indicate with an "X" in the spaces provided below as to how you wish your votes to be casted. If no specific direction as to voting is given, the proxy will vote or abstain from voting at \*his/her discretion.

## AGENDA

1.	To receive the Audited Financial Statements for the financial year ended 31 October 2010 together with the Reports of the Directors and the Auditors thereon.		
NO.	RESOLUTIONS	FOR	AGAINST
2.	To approve the payment of Directors' Fees for the financial year ended 31 October 2010. <b>(Resolution 1)</b>		
3.	To approve the declaration of a first and final dividend of 4% (2 sen per ordinary share of 50 sen each) less 25% income tax. <b>(Resolution 2)</b>		
4.(a)	To re-elect Datin Low Kam Yoke in accordance with Article 95 of the Company's Articles of Association. <b>(Resolution 3)</b>		
4.(b)	To re-elect Dato' Dr. Thong Kok Cheong in accordance with Article 95 of the Company's Articles of Association. <b>(Resolution 4)</b>		
4.(c)	To re-elect Mr. Chong Koon San in accordance with Article 95 of the Company's Articles of Association. <b>(Resolution 5)</b>		



NO.	RESOLUTIONS	FOR	AGAINST
5.	To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. <b>(Resolution 6)</b>		
6.	<b>As Special Business</b> Ordinary Resolution No. 1 Authority to issue shares pursuant to Section 132D of the Companies Act, 1965. <b>(Resolution 7)</b>		
	Ordinary Resolution No. 2 Proposed Share Buy-Back Authority <b>(Resolution 8)</b>		
	Ordinary Resolution No. 3 Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature <b>(Resolution 9)</b>		

\* Strike out whichever not applicable

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011

\_\_\_\_\_  
Signature of Member/Common Seal

**Notes:-**

- For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 67B of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 22 April 2011. Only a depositor whose name appears on the Record of Depositors as at 22 April 2011 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint not more than two (2) proxies to attend and vote instead of him and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint up to two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a notarially certified copy thereof shall be deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.



---

Affix Stamp

**HELP INTERNATIONAL CORPORATION BERHAD (700568-H)**  
c/o Securities Services (Holdings) Sdn. Bhd.  
Level 7, Menara Milenium,  
Jalan Damanlela,  
Pusat Bandar Damansara,  
Damansara Heights,  
50490 Kuala Lumpur  
Wilayah Persekutuan

---