



HELP
INTERNATIONAL
CORPORATION

Educating is Our Business

annual report
2008



Our Mission

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

Our Vision

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



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corporate information

Date of Incorporation
20 June 2005

Stock Exchange Listing
Second Board of Bursa
Malaysia Securities Berhad
(Listed on 22 May 2007)

Authorised Capital
RM100,000,000 comprising
200,000,000 ordinary
shares of RM0.50 each

Issued and Fully Paid-Up Capital
(as at 13 March 2009)
RM44,388,000 comprising
88,776,000 ordinary shares
of RM0.50 each.

Board of Directors

Tan Sri Datuk Paduka Dr. Hajjah

Saleha Bte Mohd Ali

(Chairman and Non Independent Non-Executive Director)

Datin Low Kam Yoke

(Group Chief Executive Officer and Executive Director)

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)

Ng Teh Kha

(Independent Non-Executive Director)

Ong Seng Pheow

(Senior 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
Email: info@hic.com.my

Company Secretaries

Chua Siew Chuan (MAICSA 0777689)
Tan Ai Ning (MAICSA 7015852)

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

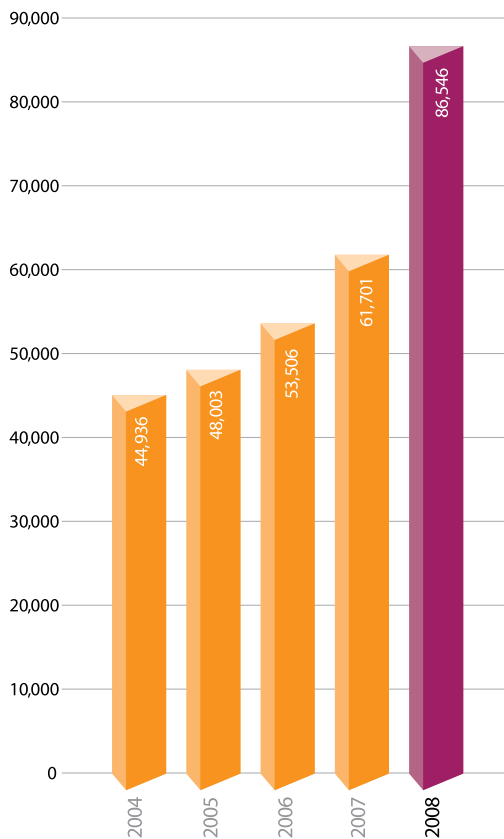
Investor Relations and Enquiries

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

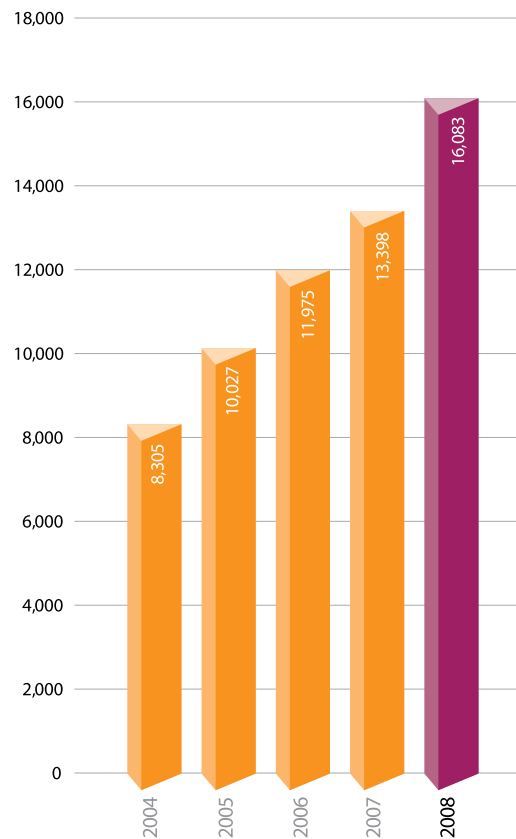
5-year group financial highlights

	FYE 31 October (Pro-forma) - RM'000				
	2004	2005	2006	2007	2008
Revenue	44,936	48,003	53,506	61,701	86,546
Profit before taxation	8,305	10,027	11,975	13,398	16,083
Taxation	(2,614)	(3,472)	(3,944)	(3,742)	(4,293)
Profit after taxation	5,691	6,555	8,031	9,656	11,790
Minority interests	-	-	25	12	13
Profit attributable to equity holders of the Company	5,691	6,555	8,056	9,668	11,803

Revenue (RM'000)



Profit Before Taxation (RM'000)



board of directors profile

Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali

Chairperson and Non-Independent Non-Executive Director

Age 86

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

She served as a teacher in 1942, as well as from 1945-1946. 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 is currently the President of the Institute of Management Consultants, Malaysia, and is the Chairman of the Board of Governors of Genting Highlands College. She is also an advisor to two research institutions, the Asia Strategy and Leadership Institute Malaysia (ASLI), and the Malaysian Strategic Research Centre (MSRC). She is a Director of Hirotako Holdings Berhad, Leong Hup Holdings Berhad, Lam Soon 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 in 1949. In 1997, she was awarded the Doctor of University from the University of Southern Queensland, Australia.

Datin Low Kam Yoke

Group Chief Executive Officer and Executive Director / Age 64

Datin Low Kam Yoke was appointed as our Group Chief Executive Officer and Executive Director on 5 April 2007.

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

As a Co-Founder, she started HUC in 1986 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 acted 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 by the 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 Post Graduate 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.

board of directors profile (cont'd)

Datuk Dr. Chan Tuck Hoong

Group President and Executive Director / Age 66

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").

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

Datuk Dr. Chan began his career as a lecturer. He was also Chairman of the Division of Applied Economics during 1979-1986 at the University of Malaya.

Datuk Dr. Chan has set up and consulted for many private colleges in Asia particularly on accreditation exercises and quality assurance management processes. He has worked with many international institutions and government accreditation bodies.

A person with a distinguished academic career, Datuk Dr Chan has taught in many universities, and participated in numerous professional seminars worldwide. He has also published widely and conducted many research projects for the Malaysian government, universities, and think tanks.

Datuk Dr. Chan is also an auditor of the Australian Universities Quality Agency (AUQA).

As an economist and educationist, he has consulted for various international organisations and Governments. He has contributed significant policy inputs to various Malaysian Government projects, including the Five Year Plans and the Industrial Master Plan. During 1984 -1989, he was on the Panel of Economists advising the Prime Minister's Department. He also participates in various committees that focus on education policy.

In addition, Datuk Dr. Chan was also the Chairman of the KLSE Composite Index for 10 years.

Datuk Dr. Chan is the President of the Australian National University (ANU) Alumni in Malaysia, and is also Chairman of the Malaysian ANU Alumni Scholarship Committee. He is also a Distinguished Member of the Australian National University Alumni Hall of Fame.

He obtained his Bachelor of Arts (Honours) and Master of Economics at the University of Malaya in 1966 and 1968 respectively. He also graduated with a Master of Arts (Economics) from McMaster University, Canada in 1971, and completed his PhD at the Australian National University (ANU) in 1974.

He was awarded Honorary Doctoral degrees from Oxford Brookes University, United Kingdom, and from Charles Sturt University, Australia.

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

Dato' Dr. Zakaria Bin Ahmad

Executive Director / Age 62

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

A director of HUC since 31 March 1986, Dato' Zakaria started his career at the Malaysian Ministry of Foreign Affairs in 1970, and was a teaching fellow at McMaster University, Canada, from 1970-1971, 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 1972-1973. 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 Malaysian between 1978-1983. From the years 1983-1985, 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 re-designated as an Executive Director of HUC.

board of directors profile (cont'd)

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's controlling shareholder.

Mr. Wen Chiu Chi

Non-Independent Non-Executive Director / Age 53

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 42

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 Laws 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. Ng Teh Kha

Independent Non-Executive Director / Age 60

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 the 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.

Mr. Ong Seng Pheow

Independent Non-Executive Director / Age 60

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.

board of directors profile (cont'd)

Dato' Dr. Thong Kok Cheong

Independent Non-Executive Director / Age 64

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 was also the founding member of the Imperial College Alumni Malaysia, and is a former President of the Alumni Association.

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.
- Save for Mr Wen Chiu Chi who has interest in certain related party transactions as disclosed in Note 24(a) to the Financial Statement, 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 22 and page 89 of this Annual Report.
- None of the Directors has been convicted of an offence within the past ten (10) years.

chairperson's statement

Dear Shareholders,

On behalf of the Board of Directors of HELP International Corporation Berhad, we are pleased to present our Second Annual Report and Audited Financial Statements of the Company and the Group ("HELP Group") for the financial year ended 31 October 2008.



Review of Financial Performance

We are gratified that 2008 was another successful year for the HELP Group. The Group's revenue for 2008 was RM 86.5 million, an increase of 40% compared to last year's RM61.7 million. The Group's profit before taxation rose by 20% to RM16.1 million as compared to RM13.4 million in the previous year.

This makes 2008 the most profitable year for HELP University College ("HELP") and the HELP Group since it was founded in 1986.

Dividends

The Board of Directors has recommended a Final Dividend of 6% less 25% taxation for the financial year 2008, subject to shareholder's approval at the forthcoming Annual General Meeting.

Achievements

We are pleased to announce that during 2008 we have won the following awards of excellence as set out in page 17 in this Annual Report.

Many of our students have also won scholarships and recognition for excellence in academic performance from professional bodies and universities. This has become a tradition at HELP.

HELP University College was also presented during its 2008 Convocation with a framed image of the 1858 University Charter as part of the University of London's 150th Anniversary. The presentation of such an award was confined to a limited number of institutions that have made an exceptional contribution to the success of the External System and the support of its success and students. HELP University College, or what was formerly known as HELP Institute, was the first educational institution in the world to offer the University of London External Programme, Diploma in Economics, outside of the United Kingdom.

A number of our staff also received recognition for their contributions to education: Dr Paul Chan was conferred the Panglima Jasa Negara (PJN) from His Majesty Seri Paduka Baginda Yang di-Pertuan Agong Al-Wathiqu Billah Tuanku Mizan Zainal Abidin Ibni Al-Marhum Sultan Mahmud Al-Muktafi Billah Shah for his meritorious services. Dr Choong Yeow Wei has been decorated the Knight of the Order of Academic Palms ('Chevalier de l'Ordre des Palmes Académiques') by the French National Minister of Education in recognition of his contribution to the educational and cultural co-operation between France and Malaysia. Originally created by Napoleon, this Order is one of the world oldest civil awards.



Ms Lee Wai Fun, graduate of Bachelor of Business (Accounting) with Distinction, Charles Stuart University and recipient of the Tan Sri Datuk Paduka Dr Hajjah Saleha Outstanding Award, 2007

Corporate Governance

The HELP Group practices good corporate governance and best management practices. Both internal and external audit practices are in place. For this, it has won awards for excellence.

As an academic institution, we practice quality assurances that are based on Malaysia Qualifications Agency (MQA) requirements, professional bodies and partner universities. The necessary governance system is in place with respect to teaching, learning, assessment and moderation by professional bodies.

Corporate Social Responsibilities

The HELP Group is mindful of its corporate social responsibilities (see pages 18 to 19 in this Annual Report) and will continue to live its mission: **to help people succeed in life and to live a life of significance through education.**

As a social business enterprise, we will continue to provide quality affordable education. We will continue to assist needy students to pursue their education with financial support that includes scholarships, bursaries, fee waivers and employment opportunities within the HELP Group.

We encourage our students to organise a variety of community-based events, including charity projects. We were the co-organisers with World Vision and Sin Chew Daily for the West Malaysian Famine Countdown 2008 Project of which RM 1.2 million were raised. Such community engagements also contribute to their personal growth and development as leaders.

chairperson's statement (cont'd)



HELP's first campus in Kampung Attap, Kuala Lumpur



Datuk Dr. Paul Chan with Sir Graeme Davis, Vice Chancellor, University of London

Future Outlook

Despite the current global recession, the education industry is a growth industry and we expect that demand for education and training will be sustained. The government continues its policy, with the relevant supportive plans, to make Malaysia the education hub in the region. Recently, it has allocated a substantial budget for various programmes in upgrading and training different segments of the labour force and fresh graduates.

The HELP Group will complement the efforts of the Malaysian Government in providing competency, professional and degree courses that are relevant to industry and the nation's needs.

We are building our capacity for future growth. The Subang 2 Green Technology Campus will be completed by 2011 and the City Campus at the Fraser Technology Park in 2009. These new state of the art campuses will contribute to generate student population and revenue growth.

In the message from our Group Chief Executive Officer and Group President, details of some major business initiatives are highlighted. Such efforts will contribute to sustain our success as an education provider and as a social business enterprise.

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

letter to **shareholders**



Datuk Dr Paul Chan Tuck Hoong
Group President

Datin Low Kam Yoke
Group Chief Executive Officer

“Educating is our Business”

Dear Shareholders,

We are pleased that we have achieved our targets for fiscal year 2008. We will persist to transform the HELP Group into a global education provider that will be recognised for its quality and service.

The global recession has created uncertainties and a new context for business. In such a difficult time, there are crises and opportunities. Our approach is to respond to the short-term challenges in a tactical way and to strive for growth and excellence in the long term with a sound strategic roadmap and appropriate initiatives.

Our long-term strategy is underpinned by growth with value, diversification from the core, and selective internationalisation. We need to be innovative in all our thinking and action to succeed as an endearing organisation.

letter to shareholders (cont'd)



Our graduates



Signing ceremony with representative from Utica College, USA



Student Recruitment Road Show

Strategic Initiatives

In line with the above thinking, we have initiated business developments and partnerships that will form the components of the long-term strategy. Some are highlighted below. A few major initiatives are still being finalised.

As part of our restructuring, we have set up the HELP Academy that will house all of HELP University College's twinning programmes with our partner universities, as well as its A-Levels programme. The HELP Academy will plan for strategic growth in the niche market.

In our partnership with industries, the HELP Group has signed a Memorandum of Agreement with Ricoh Malaysia to create the 'Innotech Centre'. This Centre provides state of the art printing technology to serve our internal needs and also as a new business in the Klang Valley. In the future, the 'Innotech Centre' will also be set up in our various campuses in the Klang Valley.

We also inked a Memorandum of Understanding (MOU) with the Malaysia National News Agency (Bernama) to collaborate in business partnership in creative media, communication training and media internships.

Other industry collaboration includes internship training and business partnerships with Deloitte and Institute of Chartered Accountants in England and Wales ("ICAEW").

HELP International College of Technology ("HICT") has also signed a Memorandum of Agreement ("MOA") with Universiti Sains Malaysia, the Apex University in Malaysia that allows HICT to offer a twinning programme in pharmacy.

A significant development is our partnership with Iskandar, the authority for developing the multi-billion dollar Southern Corridor project in Johor, in education and training. This strategic partnership will contribute to the education hub in Iskandar for the Asian region. An MOA was signed on 11 March 2009 and the roadmap for execution is being worked out.

letter to shareholders (cont'd)



Celebrating our 21st Anniversary



Celebrating HELP's prosperity

At the global level, HELP University College has developed a strategic partnership with London EdExcel to support its A-Levels programme worldwide. In Vietnam, our student population is growing steadily. In Suzhou, China, we have set up a collaboration with the Global Institute of Software Training (GIST) in information technology (IT) training.

As part of its revenue diversification, the HELP Group is discussing with a number of organisations to conduct executive education in Asia including NASDAQ listed companies. The Center for Continuing Professional Development is managing this and is launching a series of Corporate and Executive courses. It also provides training for Government sponsored programmes, which are part of the economic recovery project.

The International Center for Security Management Sdn Bhd ("ICSM"), another subsidiary of the HELP Group, has created the Certified Protection Officer programme which is approved by the Ministry of Home Affairs, Ministry of Human Resource, and Pusat Sumber Manusia Berhad. Its partner is Certis CISCO Security, Singapore, which is the largest private security firm in Singapore. To promote its presence in Asia, ICSM held the Third World Security Forum in Singapore.

It is our goal to grow the HELP Graduate School into a globally recognised provider of graduate degrees. It is now probably the largest graduate school among private tertiary institutions

in Malaysia. It has a Doctor of Business Administration ("DBA") plus 9 Masters programmes. To promote the Master of Science in Economic Crime Management, the first in Asia, we organised the First Asian Economic Crime Conference with Utica College, USA. This was endorsed by the Association of Certified Fraud Examiners (ACFE), US and was sponsored by the New Strait Times Group.

We will continue to sustain the Faculty of Behavioral Sciences (Department of Psychology), which is the largest programme of its kind among private tertiary institutions in Asia. Its courses will be licensed overseas. Recently, it has set up the Centre for Psychological Counselling Services, which is a profit centre that provides professional counselling for emotional wellness.

The Bachelor of Business (Accounting) (Honours) degree of HELP University College is given full recognition by the three prestigious professional institutions, the CPA, Australia, the Association of Chartered Certified Accountants (ACCA) and ICAEW. Presently we have the largest number of business students in Malaysia. Our goal is to nurture the business programme into a top business school in the region.



Fraser Technology Park Campus

Letter to shareholders (cont'd)

Infrastructure Development: Campuses

As part of our strategy to become a Multi Campus City University, we are on track to developing two strategically located campuses.

The first is the new 23 acre Subang 2 Green Technology campus which will begin construction this year when the necessary architectural plans and designs are finalised and approved. The Subang 2 campus is located in a high population density area, which is also experiencing rapid urban development and commercial growth.

The Subang 2 project is a full residential campus and can accommodate 12,000 students. It will offer a wide range of postgraduate and undergraduate degrees. It will be constructed in three phases, with the first one to be completed in 2011. With falling construction costs, HIC will realise substantial savings.

Fraser Technology Park campus is the second campus, which is within minutes from the center of the Federal Capital Kuala Lumpur. Located in an innovative technology park, this city campus specialises in professional and competency based courses for clients in the capital. This includes hospitality, tourism and travel, culinary arts, graphics and design, music, and other continuing professional development courses.

By 2015, we would have the capacity and capability to manage 18,000 students in Malaysia.

Staff Development and Professional Roles

We believe that staff development and training is critical to our long-term success. The HELP Group collaborates with its partner universities to provide opportunities for staff development and training. This is part of our human resource plan to build our talent pool and for succession. The HELP Executive Leadership Programme addresses our needs for C-level talents.

We have also established the Center for Teaching and Learning in the Faculty of Education. This provides training for academics in the area of teaching and learning methodology.

The Center for Workplace Learning and Performance conducts courses in leadership and management for HELP staff.

To build our intellectual strength, we are employing more Doctor of Philosophy (PhD) staff and professionals with experience.

Our academic staff are invited to serve on various professional bodies as Consultants and Advisors, including Australian Universities Quality Agency (AUQA) and CPA Australia.

letter to shareholders (cont'd)



Subang 2 Green Technology Campus

Cost Rationalization and Staff Productivity

It is our target to cut wastage in using our resources, both material and human. In this, we are restructuring the organisation to make it lean and result oriented. One target for 2009 is to improve efficiency. This will be achieved by cutting wastage, rationalizing the management processes, improvements in management, and improving the productivity of staff. The Corporate Performance Center was set up to execute this. The exercise includes retraining and repositioning. As a caring employer, we will continue to recognise and reward quality staff who would be in the succession team.

Grow, Diversify, Internationalise, Innovate

Our strategic plan to grow, diversify and internationalise will help to sustain our business growth and profitability. The introduction of new intellectual properties (eg. the DBA and Master of Science in Economic Crime Management), capturing new international market segments, networking strategic partnerships, and providing value to customers will ensure our steady growth.

We will continue to expand our programmes overseas with quality partners in Vietnam, Indonesia, China, the Middle East, and certain locations in Africa.

Presently, we are also exploring new synergies with other organisations and identifying potential acquisitions.

We are confident we will sustain our steady growth during the next 5 years when our campuses are completed and our existing and new products capture a larger share of different education and training market segments.

All the above will make us an exemplary model as the provider of choice (programmes and students), employer of choice, partner of choice, and investment of choice.

Appreciation

We thank our Board of Directors, staff, parents, students, teachers, schools, The Ministry of Higher Education, Malaysia Qualifications Agency (MQA), shareholders and other stakeholders for their trust and support.

Datuk Dr Paul Chan Tuck Hoong

Group President

Datin Low Kam Yoke

Group Chief Executive Officer

Our Values

Pride of Achievement
Sharing Success
The Courage to Be
To be Compassionate
To be Significant

achievements and recognition



HELP's Mace:
A symbol of Excellence and
our Mission

HELP Group is a multi-award winning corporation for its achievements in higher education and as a business enterprise.

AWARDS

University of London External Programme recognition

HELP University College was presented with a framed image of the 1858 University Charter as part of the University of London's 150th Anniversary. The presentation of such an award was confined to a limited number of institutions that have made an exceptional contribution to the success of the External System and the support of its success and students.

Malaysia Canadian Business Council Excellence Award 2008

HELP University College was presented a Bronze Award in recognition for industry excellence in education at the 5th Malaysia Canada Business Council Excellence Awards 2008. The selection for award recipients was based upon the Criteria of Canada's Baldrige National Quality Program.

Anti-Drunk Driving Campaign Awards

HELP University College, Proximity Malaysia, and BBDO Malaysia won a Silver award in the Malaysia Effie Awards, for its Anti-Drink and Drive Campaign, "Wheelchair".

It also won Gold at the Direct Marketing Association of Malaysia Awards Night, as well as a Golden Kancil Award.

Malaysian Association of Private Colleges and Universities (MAPCU) Sports Award

HELP University College won the Malaysian Association of Private Colleges and Universities (MAPCU) Sports Championship 6 years in a row.

Tan Sri Paduka Dr Hajjah Saleha Outstanding Award

Tan Sri Paduka Dr Hajjah Saleha Outstanding Award 2008 for outstanding Academic Achievements at the international level was awarded to Ms Loh-Jun Yi who graduated with First Class Honours in Bachelor of Science (Accounting & Finance) University of London.

corporate social responsibilities

The HELP Group, as a social business enterprise, has a strong culture of community engagement. It has organised meaningful community activities that include charity events and disaster relief assistance. Some of the major ones are:



School Achievers Scholarship Award (SASA) Recipients



Datin Low Kam Yoke together with students in Chengdu

- The West Malaysian Famine Countdown 2008 Project, jointly organised by World Vision, Sin Chew Daily, and HELP University College ("HELP"), that raised RM 1.2 million to help disadvantaged children in failed states.
- The P24 Dance Marathon 24 hour dance charity, organised by the HELP Matriculation Centre to raise funds for children of the Malaysian AIDS Foundation (MAF) - Paediatric Fund and Persatuan Perubatan Islam Malaysia (PPIM) Rumah Solehah.
- Scholarships to assist students whose family are earthquake victims in Chengdu, China.
- The Centre for Psychological Counselling Services (CPCS) was initiated by the Faculty of Behavioural Sciences as a service to the community.
- The HELP Chinese National Debate, an annual competition among Chinese school students to improve their debating and public speaking skills. Winners were awarded scholarships to study at HELP.
- The National English Debate Competition, an annual competition to encourage school students to improve English proficiency. Winners were awarded scholarships to study at HELP.
- The Blue Ribbon Campaign, organised by the American Degree Program to raise awareness of cancer among children.
- The Fete de la Musique, a music festival co-organised with Alliance Francaise and the French Embassy to bring French music and culture to fellow Malaysians.
- Fund raising for Cyclone Nargis victims in Myanmar.

corporate social responsibilities (cont'd)



Scholarship Presentation Ceremony to students whose family are earthquake victims in Chengdeu

Sports

Besides winning the Malaysian Association of Private Colleges and Universities (MAPCU) Sports Tournament six years in a row since 2003, HELP offers scholarships to national sports players to pursue their tertiary studies.

Environmental

HELP is conscious of environmental problems. It has various awareness campaigns and practices.

For example, the new campus at Subang 2 is a Green Technology concept. In our workplace, staff are encouraged to cut wastage and energy consumption. Jointly with Ricoh,

we use the latest technology that saves paper usage and energy consumption.

Workplace

The HELP Group stresses a culture of performance and learning. Besides promoting competency development and training in the Center for Workplace Learning and Performance, it regularly conducts the Collaborative Leadership Programme that emphasises our core values.

We also emphasise pastoral care for students and emotional wellness support for our staff. Various psychological services, psychotherapy counselling, and dramatherapy for staff are provided.



Flagging off the Treasure Hunt Rally 2007



Our students at the World Vision Famine Countdown 2008



growth



diversification

STRATEGIC INITIATIVES



innovation



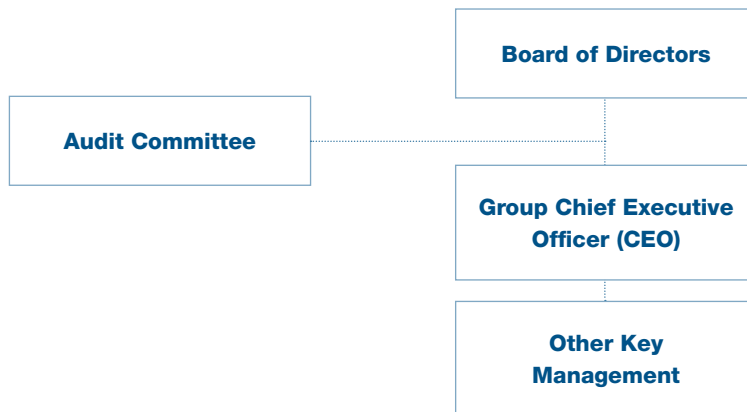
internationalisation

statement on 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 practised 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 consists of nine (9) members, comprising three (3) Executive Directors (including the CEO), three (3) Non-Independent Non-Executive Directors (including the Chairman) and three (3) Independent Non-Executive Directors. Together, the Directors bring a wide range of business, financial, industry specific knowledge and public service experience relevant to the strategic direction of the Group. A brief profile of each director is presented on pages 4 to 7 of this Annual Report.

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

The Chairman oversees the activities of the Board and, together with the Group CEO and the Group President is responsible to define 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 ensure that there are proper checks and balances to avoid conflict of interest across the various functions and committee groups in line with best practices and standards of governance.

statement on corporate governance (cont'd)

1.2 Board Balance (cont'd)

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

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

Directors	Meeting Attended
Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali	2/4
Datin Low Kam Yoke	4/4
Datuk Dr. Chan Tuck Hoong	4/4
Dato' Dr. Zakaria Bin Ahamd	3/4
Wen Chiu Chi	4/4
Chong Koon San	4/4
Ng Teh Kha	4/4
Ong Seng Pheow	4/4
Dato' Dr. Thong Kok Cheong	4/4

1.3 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. 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 Secretary and signed by the Chairman.

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

1.4 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 proposed re-appointment of Directors, and thereupon recommended to the Board for approval.

The Nomination Committee comprises three non-executive Directors and they are :

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

statement on corporate governance (cont'd)

1.4 Appointments to the Board (cont'd)

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.

During the year, the Nomination Committee met once. The meeting was attended by all members.

1.5 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 at the forthcoming Third Annual General Meeting. These directors being eligible have offered themselves for re-election.

Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali, a Director who is over the age of 70 years retires at the conclusion of this forthcoming Annual General Meeting pursuant to Section 129 (6) of the Companies Act, 1965 and being eligible is seeking re-appointment in accordance to Section 129 (6) of the Companies Act, 1965.

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

1.6 Training and Education

All Directors received a full and appropriate briefing on first appointment, with subsequent updating as necessary.

During the year, the Directors received appropriate continuous training by attending external seminars and briefings in order to remain updated with the new regulatory and statutory requirements, and industry best practices.

In addition, the Directors have to participate in conferences, seminars and training programmes in order to broaden their perspectives, to keep abreast with the current developments in the general business environment, and to update them on the Group's business activities.

During the financial year, the external seminars and courses attended by the Directors are, inter-alia in various aspects are as follows:-

Name of directors	Seminars / training courses attended
Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohd Ali	1
Datin Low Kam Yoke	3
Datuk Dr. Chan Tuck Hoong	3
Dato' Dr. Zakaria Bin Ahamd	3
Wen Chiu Chi	2
Chong Koon San	3
Ng Teh Kha	1
Ong Seng Pheow	7
Dato' Dr. Thong Kok Cheong	3

statement on corporate governance (cont'd)

2. DIRECTORS' REMUNERATION

The members of the Remuneration Committee are:

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

The Remuneration Committee recommends to the Board the policy framework of Executive Directors' remuneration package for each Executive Director in accordance with their performance, contributions, experience and level of responsibilities. The Board shall then endorse these recommendations. Individual Directors do not participate in decisions regarding their own remuneration packages. Directors' fees are approved at the Annual General Meeting by the shareholders.

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

A summary of the remuneration packages for Executive Directors and Non-Executive Directors for the financial year ended 31 October 2008 is as follows:

Particular	Executive Directors RM'000	Non-Executive Directors RM'000	Total RM'000
Fees	-	72	72
Salaries & other emoluments	1,378	66	1,444
Employees provident fund	165	-	165
Benefits in kind	36	5	41
Total	1,579	143	1,722

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
RM250,001 - RM300,000	1	-
RM600,001 - RM650,000	1	-
RM650,001 - RM700,000	1	-

statement on corporate governance (cont'd)

3. SHAREHOLDERS

3.1 Dialogue between the Company and Investors

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

Corporate announcements, stock quotes, annual reports and the financial analysts' reports are made available from the Group's website, www.hic.com.my. The corporate website contains a separate section for our shareholders or potential investors where they can make requests for additional information or provide feedback to the Group.

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

Juliet Chan Ji-Quandt
Public and Investor Relations Officer
chanjq@hic.com.my
Tel : 03-27112000 ext 1718
Website : www.hic.com.my
Email : info@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: 2094 2000
Fax: 2095 9554

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.

statement on corporate governance (cont'd)

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.

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 27 to 31 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 Statement on Directors' Responsibility in respect of the preparation of the annual audited financial statements of the Group and of the Company is presented on page 32 of this Annual Report.

4.2 Internal Control

In line with the requirements of the Bursa Malaysia Securities Berhad, a Statement on Internal Control is set out on pages 33 to 34 in this Annual Report.

The Board assumes the overall responsibility for maintaining a system that provides reasonable assurance of effective and efficient internal controls to safeguard the Group's assets and shareholders' interest.

4.3 Relationship with Auditors

The Board maintains a formal and transparent professional relationship with the external and internal auditors through the Audit Committee. From time to time, the Auditors highlight to the Audit Committee on matters that require the Board's attention.

This Statement is made in accordance with the resolution of the Board of Directors dated 23 March 2009.

audit committee report

CHAIRMAN

Ong Seng Pheow

MEMBERS

Dato' Dr. Thong Kok Cheong

Chong Koon San

1. MEMBERSHIP 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 - Chairman (Independent Non-Executive Director)	5/5
Dato' Dr. Thong Kok Cheong (Independent Non-Executive Director)	5/5
Chong Koon San (Non Independent Non-Executive Director) Appointed on 21 Dec 2007	4/4
Datin Low Kam Yoke (Group Chief Executive Officer and Executive Director) Resigned on 21 Dec 2007	1/1

The Company formalised the appointment of Mr Chong Koon San as a new Audit Committee member in replacement of Datin Low Kam Yoke on 21 December 2007.

2. COMPOSITION OF MEMBERS

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.

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.

audit committee report (cont'd)

2. COMPOSITION OF MEMBERS (CONT'D)

If a member of the Audit Committee resigned, dies, or any reason ceases to be a member resulting in non-compliance to the composition criteria as stated in paragraph 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.

Upon the request of the external auditor, 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.

audit committee report (cont'd)

7. QUORUM

In order to form a quorum in respect of a meeting of the Audit Committee, the majority of 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 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 it to the Board has not been satisfactorily resolved resulting in a breach of the 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 discuss with the external auditors before the audit commences, the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved;
- to review with the external auditors their evaluation of the system of internal control and the audit report;

audit committee report (cont'd)

10. DUTIES AND RESPONSIBILITIES (CONT'D)

- to review the quarterly and year-end 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 do the following, in relation to the internal audit function:-
 - review the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;
 - review the internal audit programme and results of the internal audit process and, where necessary, ensure that appropriate actions on the recommendations of the internal audit function;
 - review any appraisals or assessments of the performance of members of the internal audit function;
 - approve any appointment or termination of senior staff members of the internal audit function.
- 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 announcements and the audited financial statements prior to submission to the Board for approval;
- reviewed the audit plans by external auditors and reports prepared;
- ascertained and reviewed the state of internal control and extent of compliances with established policies, procedures and statutory requirements;

audit committee report (cont'd)

11. SUMMARY OF ACTIVITIES (CONT'D)

- reviewed the Statement on 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;
- reviewed and approved the minutes of the Audit Committee's meetings;
- met with External Auditors to review findings and reservations arising from the interim and final audits, and matters arising in the absence of Management;
- reviewed the related party transactions that may have arisen within the Group or the Company;
- made recommendations to the Board on the re-appointment of the external auditors; and
- reviewed and assessed the fee structure and independence of the external auditors in performing such services.

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 regular and 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 RM33,000 for financial year 2008.

The key internal audit activities carried out for the financial year 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 and provide information concerning such issues through resolution; and
- Periodically provide information on the status and results of the internal audit plan.

statement on directors' responsibility for preparing the financial statements

This statement is prepared pursuant to paragraph 15.27(a) of the Listing Requirements of Bursa Malaysia Securities Berhad.

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 discloses 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 to safeguard shareholders' investments and the Group's assets.

This Statement on Internal Control outlines the nature and scope of internal control of the Group during the year.

BOARD'S RESPONSIBILITY

The Board is committed to maintaining a system of internal controls in financial, operational and compliance processes as well as risk management to achieve the following objectives:

- Safeguarding the shareholders' interest 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. Accordingly, the internal control system can only provide reasonable, but not absolute assurance against material misstatement or loss.

KEY INTERNAL CONTROL ELEMENTS

The Group's system of internal controls comprises the following key elements:

- **Terms of reference**

Clear definition of terms of reference i.e. functions, responsibilities, lines of authorities of various committees of the Board have been established. During the year, the Board has amended the terms of reference for the Audit Committee to reflect the additional scope and duties of the committee as required by the revised Code of Corporate Governance.

- **Control procedures**

Policies, procedures and practices 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 and updated to ensure that they continue to be relevant as the business evolves.

- **Organisational structure and accountability levels**

The Group has a well defined organisational structure with clear lines of responsibilities and delegation of authority.

- **Internal audit**

The internal audit function is outsourced to an independent service provider. 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 audit observations and status of actions taken by the management on audit recommendations are reported to the Audit Committee. The Audit Committee reports to the Board the plans and activities of the internal auditors, as well as their findings and recommendations.

statement on internal control (cont'd)

KEY INTERNAL CONTROL ELEMENTS (CONT'D)

- **Budgeting, reporting and review**

A detailed budgeting process is established whereby operating and finance units prepare an annual budget for the following 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 manage these risks through the involvement of the Executive Directors and 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 managed 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 internal controls in place are adequate. As an ongoing improvement, the Group will continue to take the necessary measures to strengthen its internal controls.

additional compliance information

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

- **Utilisation of Proceeds Raised from Initial Public Offering**

Purpose	Proposed Utilisation RM'000	Actual Utilisation as at 31 October 2008 RM'000	Balance RM'000
Improvement to existing facilities	4,000	4,000	-
Investment in and development of intellectual property, including staff development	2,660	1,967	693
International business development	1,179	1,179	-
Working capital	1,982	1,982	-
	9,821	9,128	693

- **Share Buybacks**

During the financial year, there were no share buybacks by the Company.

- **Options, Warrants of Convertibles Securities**

The Company has not issued any options, warrants or convertible securities during the financial year.

- **American Depository Receipt (ADR) or Global Depository Receipt (GDR) Programme**

During the financial year, the Company did not sponsor any ADR or GDR programme.

- **Impositions of 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.

- **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 RM14,500.

- **Profit Estimate, Forecast or Projection**

The Group did not make any release on the profit estimate, forecast or projection for the financial year.

- **Profit Guarantee**

During the year, there was no profit guarantees given by the Company.

additional compliance information (cont'd)

- **Material Contracts and Contracts Relating to Loan**

There were no material contracts and contracts relating to loans entered by the Group involving Directors and major shareholders during the financial year.

- **Revaluation Policy**

The Group does not have a policy on revaluation of its landed property and neither has the Group revalued its landed property during the financial year ended 31 October 2008.

- **Recurring Related Party Transactions of a Revenue or Trading Nature**

By a Resolution of the Annual General Meeting of the Company held on 29 April 2008, 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 related party transactions during the financial year are set out in Note 24(a) to the financial statements for the financial year ended 31 October 2008.



FINANCIAL STATEMENTS

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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 2008.

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	11,789,484	1,495,328
Attributable to:		
Equity holders of the Company	11,802,994	1,495,328
Minority interests	(13,510)	-
	11,789,484	1,495,328

There were no material transfers to or from reserves or provisions during the financial year.

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 2007 as reported in the directors' report of that year, the Company paid a final dividend of 6% less 26% taxation, on 88,776,000 ordinary shares of RM0.50 each amounting to RM1,970,827 on 29 May 2008.

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 October 2008, of 6% less 25% taxation on 88,776,000 ordinary shares of RM0.50 each, amounting to a dividend payable of RM1,997,460 (2.25 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 2009.

directors' report

(cont'd)

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 31 October 2008
	At 1 November 2007	Bought	Sold	
The Company				
Tan Sri Datuk Paduka Dr. Hajjah Saleha bte. Mohd. Ali				
- Direct interest	1,159,447	-	-	1,159,447
- Indirect interest	2,141,031	-	25,000	2,116,031
Datin Low Kam Yoke				
- Direct interest	2,051,030	31,900	-	2,082,930
- Indirect interest	967,529	205,100	905,000	267,629

directors' report

(cont'd)

Directors' interests (cont'd)

	Number of ordinary shares of RM0.50 each			At 31 October 2008
	At 1 November 2007	Bought	Sold	
Datuk Dr. Chan Tuck Hoong				
- Direct interest	1,672,690	-	-	1,672,690
- Indirect interest	967,529	205,100	905,000	267,629
Dato' Dr. Zakaria bin Ahmad				
- Direct interest	9,847,114	-	3,126,000	6,721,114
Chong Koon San				
- Direct interest	60,000	-	-	60,000
Ng Teh Kha				
- Direct interest	1,342,690	-	-	1,342,690
- Indirect interest	530,704	65,000	-	595,704

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.

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 all known bad debts had been written off 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.
- (b) At the date of this report, the directors are not aware of any circumstances which would render:
- (i) the amount written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company 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.

directors' report

(cont'd)

Other statutory information (cont'd)

- (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.

Significant events

Significant events during the financial year are disclosed in Note 23 to the financial statements.

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 2009.

Datin Low Kam Yoke

Datuk Dr. Chan Tuck Hoong

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 45 to 88 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 2008 and of the results and the cash flows of the Group and of the Company for the year then ended.

Signed on behalf of the Board in accordance with a resolution of the directors dated 17 February 2009.

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 45 to 88 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 2009

Datin Low Kam Yoke

Before me,

Ramalingam 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 2008 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 45 to 88.

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 judgment, 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 2008 and of their financial performance and cash flows of the Group and of the Company for the year then ended.

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 accounts 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 accounts 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.

independent auditors' report

TO THE MEMBERS OF HELP INTERNATIONAL CORPORATION BERHAD (INCORPORATED IN MALAYSIA) (CONT'D)

- (d) The auditors' reports on the accounts 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 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

Kuala Lumpur, Malaysia

17 February 2009

Gloria Goh Ewe Gim

No. 1685/04/09(J)

Chartered Accountant

balance sheets

AS AT 31 OCTOBER 2008

	Note	Group 2008 RM	Group 2007 RM	Company 2008 RM	Company 2007 RM
Non-current assets					
Property and equipment	3	47,910,016	43,918,337	-	-
Intangible assets	4	3,490,048	80,489	-	-
Investments in subsidiaries	5	-	-	58,764,916	56,764,916
		51,400,064	43,998,826	58,764,916	56,764,916
Current assets					
Trade receivables	6	2,607,857	2,721,524	-	-
Other receivables	7	8,322,333	5,957,293	122,214	1,016,314
Marketable securities	8	-	1,730	-	-
Tax recoverable		85,686	1,061,233	23,857	271
Cash and cash equivalents	9	74,004,929	57,676,343	2,997,843	5,053,723
		85,020,805	67,418,123	3,143,914	6,070,308
Current liabilities					
Fees received in advance		18,498,675	14,559,537	-	-
Other payables	10	32,636,356	21,744,098	772,927	1,223,822
Hire purchase creditors	11	14,296	-	-	-
Tax payable		294,293	-	-	-
		51,443,620	36,303,635	772,927	1,223,822
Net current assets					
		33,577,185	31,114,488	2,370,987	4,846,486
		84,977,249	75,113,314	61,135,903	61,611,402

balance sheets

AS AT 31 OCTOBER 2008 (CONT'D)

	Note	2008 RM	Group 2007 RM	2008 RM	Company 2007 RM
Equity attributable to equity holders of the Company					
Share capital	12	44,388,000	44,388,000	44,388,000	44,388,000
Share premium	12	2,532,654	2,532,654	2,532,654	2,532,654
Capital reserve	12	-	-	8,611,859	8,611,859
Retained earnings	20	36,080,441	26,248,274	5,603,390	6,078,889
		83,001,095	73,168,928	61,135,903	61,611,402
Minority interests		-	13,510	-	-
Total equity		83,001,095	73,182,438	61,135,903	61,611,402
Non-current liabilities					
Deferred tax liabilities	13	1,972,652	1,930,876	-	-
Hire purchase creditors	11	3,502	-	-	-
		1,976,154	1,930,876	-	-
		84,977,249	75,113,314	61,135,903	61,611,402

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

income statements

FOR THE YEAR ENDED 31 OCTOBER 2008

	Note	Group 2008 RM	Group 2007 RM	Company 2008 RM	Company 2007 RM
Revenue	14	86,545,966	61,701,456	-	-
Other operating income		5,171,495	3,234,343	2,780,950	8,605,534
Depreciation	3	(4,571,435)	(4,173,817)	-	-
Amortisation	4	(65,932)	(66,616)	-	-
Other operating expenses		(70,993,412)	(47,297,103)	(598,193)	(187,179)
		16,086,682	13,398,263	2,182,757	8,418,355
Interest expense		(3,800)	-	-	-
Profit before tax	15	16,082,882	13,398,263	2,182,757	8,418,355
Income tax expense	18	(4,293,398)	(3,742,065)	(687,429)	(2,303,300)
Profit for the year		11,789,484	9,656,198	1,495,328	6,115,055
Attributable to:					
Equity holders of the Company		11,802,994	9,668,006	1,495,328	6,115,055
Minority interests		(13,510)	(11,808)	-	-
		11,789,484	9,656,198	1,495,328	6,115,055
Earnings per share attributable to equity holders of the Company (sen):					
Basic	19	13.3	12.0		
Diluted		N/A	N/A		

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

consolidated statement of changes in equity

FOR THE YEAR ENDED 31 OCTOBER 2008

	← Attributable to equity holders of the Company →			Total	Minority interests	Total equity
	Share capital	Non-distributable Share premium	Distributable Retained earnings/ losses (accumulated)			
	RM	RM	RM	RM	RM	RM
At 1 November 2006	2	-	(36,166)	(36,164)	-	(36,164)
Effects arising from merger* (Note 5(b))	36,999,998	-	16,616,434	53,616,432	25,318	53,641,750
At 1 November 2006, as restated	37,000,000	-	16,580,268	53,580,268	25,318	53,605,586
Profit for the year	-	-	9,668,006	9,668,006	(11,808)	9,656,198
Ordinary shares issued pursuant to listing exercise	7,388,000	4,432,800	-	11,820,800	-	11,820,800
Listing expenses set off against share premium	-	(1,900,146)	-	(1,900,146)	-	(1,900,146)
At 31 October 2007	44,388,000	2,532,654	26,248,274	73,168,928	13,510	73,182,438
Profit/(loss) for the year	-	-	11,802,994	11,802,994	(13,510)	11,789,484
Dividends	-	-	(1,970,827)	(1,970,827)	-	(1,970,827)
At 31 October 2008	44,388,000	2,532,654	36,080,441	83,001,095	-	83,001,095

* Merger accounting has been adopted in respect of the acquisition of certain subsidiaries (refer Notes 2.2(b)(ii) and 5(a)). The Group's comparatives for the year ended 31 October 2007 are presented on the assumption that the Group has been in existence throughout the current and previous financial years.

statement of changes in equity

FOR THE YEAR ENDED 31 OCTOBER 2008

	← Non-distributable →			Distributable	Total equity RM
	Share capital RM	Share premium RM	Capital reserve RM	Retained earnings/ (accumulated losses) RM (Note 20)	
At 1 November 2006	2	-	-	(36,166)	(36,164)
Profit for the year	-	-	-	6,115,055	6,115,055
Ordinary shares issued pursuant to:					
- acquisition of subsidiaries	36,999,998	-	8,611,859	-	45,611,857
- listing exercise	7,388,000	4,432,800	-	-	11,820,800
Listing expenses set off against share premium	-	(1,900,146)	-	-	(1,900,146)
At 31 October 2007	44,388,000	2,532,654	8,611,859	6,078,889	61,611,402
Profit for the year	-	-	-	1,495,328	1,495,328
Dividends	-	-	-	(1,970,827)	(1,970,827)
At 31 October 2008	44,388,000	2,532,654	8,611,859	5,603,390	61,135,903

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

consolidated cash flow statement

FOR THE YEAR ENDED 31 OCTOBER 2008

	2008 RM	2007 RM
Cash flows from operating activities		
Profit before tax	16,082,882	13,398,263
Adjustments for:		
Impairment of goodwill	-	27,050
Provision for doubtful debts	157,927	271,495
Bad debts written off	17,720	-
Depreciation	4,571,435	4,173,817
Amortisation	65,932	66,616
Dividend income	(43)	(114)
Interest income	(1,910,561)	(1,313,490)
Interest expense	3,800	-
Property and equipment written off	-	77
Gain on disposal of property and equipment	(25,160)	(51,005)
Operating profit before working capital changes	18,963,932	16,572,709
Increase in receivables	(1,761,107)	(2,126,615)
Decrease in marketable securities	1,730	-
Increase in payables, including fees received in advance	8,745,123	6,096,525
Change in related company balance	-	(28,438)
Net cash generated from operations	25,949,678	20,514,181
Interest received	1,852,265	1,279,392
Interest paid	(3,800)	-
Taxes paid	(2,981,771)	(4,350,189)
Net cash generated from operating activities	24,816,372	17,443,384
Cash flows from investing activities		
Dividends received	32	91
Net cash inflow from acquisition of subsidiary	1,355,491	-
Repayment from a related company	-	12,308,746
Proceeds from disposal of property and equipment	29,403	51,183
Purchase of property and equipment	(7,815,208)	(3,481,074)
Purchase of software	(72,381)	(58,225)
Net cash (used in)/generated from investing activities	(6,502,663)	8,820,721

consolidated cash flow statement

FOR THE YEAR ENDED 31 OCTOBER 2008 (CONT'D)

	2008 RM	2007 RM
Cash flows from financing activities		
Dividends paid	(1,970,827)	-
Payment of hire purchase creditors	(14,296)	-
Proceeds from issuance of ordinary shares	-	11,820,800
Payment of listing expenses	-	(1,900,146)
Net cash (used in)/generated from financing activities	<u>(1,985,123)</u>	<u>9,920,654</u>
Net increase in cash and cash equivalents	16,328,586	36,184,759
Cash and cash equivalents at beginning of year	57,676,343	21,491,584
Cash and cash equivalents at end of year (Note 9)	<u>74,004,929</u>	<u>57,676,343</u>

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

cash flow statement

FOR THE YEAR ENDED 31 OCTOBER 2008

	2008 RM	2007 RM
Cash flows from operating activities		
Profit before tax	2,182,757	8,418,355
Adjustments for:		
Interest income	(135,090)	(105,534)
Dividend income	(2,645,860)	(8,500,000)
Operating loss before working capital changes	(598,193)	(187,179)
Increase in receivables	(113,265)	(1,003,270)
Increase in payables	45,425	40,635
Change in amount due to a subsidiary	(496,320)	(31,762,066)
Net cash used in operations	(1,162,353)	(32,911,880)
Interest received	142,455	94,520
Taxes paid	(23,091)	(8,571)
Net cash used in operating activities	(1,042,989)	(32,825,931)
Cash flows from investing activities		
Dividends received	1,957,936	27,959,000
Acquisition of subsidiary	(1,000,000)	(2)
Net cash generated from investing activities	957,936	27,958,998
Cash flows from financing activities		
Dividends paid	(1,970,827)	-
Proceeds from issuance of ordinary shares	-	11,820,800
Payment of listing expenses	-	(1,900,146)
Net cash (used in)/generated from financing activities	(1,970,827)	9,920,654
Net (decrease)/increase in cash and cash equivalents	(2,055,880)	5,053,721
Cash and cash equivalents at beginning of year	5,053,723	2
Cash and cash equivalents at end of year (Note 9)	2,997,843	5,053,723

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

notes to the financial statements

31 OCTOBER 2008

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 Second Board 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 Board 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 2009.

2. Significant accounting policies

2.1 Basis of preparation

The financial statements comply with the provisions of Financial Reporting Standards ("FRSs") and the Companies Act, 1965 in Malaysia. At the beginning of the financial year, the Group and the Company had adopted new and revised FRSs which are mandatory for financial periods beginning on or after 1 January 2007 and 1 July 2007, as described fully in Note 2.2(l). These new and revised FRSs do not have any significant impact on the financial statements of the Group and of the Company.

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

FRSs and Interpretations	Effective for financial periods beginning on or after
FRS 8: Operating Segments	1 July 2009
FRS 4: Insurance Contracts	1 January 2010
FRS 7: Financial Instruments : Disclosures	1 January 2010
FRS 139: Financial Instruments : Recognition and Measurement	1 January 2010
IC Interpretation 9: Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10: Interim Financial Reporting and Impairment	1 January 2010

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

2. Significant accounting policies (cont'd)

2.1 Basis of preparation (cont'd)

The adoption of the above FRSs and Interpretations upon their effective dates are not expected to have any significant impact on the financial statements of the Group and of the Company. 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.

The financial statements of the Group and of the Company have been prepared on a historical cost basis and are presented in Ringgit Malaysia ("RM"), which is also their functional currency.

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.

(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, investment 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.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

2. Significant accounting policies (cont'd)

2.2 Summary of significant accounting policies (cont'd)

(b) Subsidiaries and basis of consolidation (cont'd)

(ii) Basic 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 investment 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.

Minority interests represent the portion of profit or loss and net assets in subsidiaries not held by the Group. It is measured at the minorities' share of the fair value of the subsidiaries' identifiable assets and liabilities at the acquisition date and the minorities' share of changes in the subsidiaries' equity since then.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

2. Significant accounting policies (cont'd)

2.2 Summary of significant accounting policies (cont'd)

(c) Intangible assets

(i) Goodwill

Goodwill acquired in a business combination is initially measure 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.

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.

(d) Property and equipment and depreciation

All items of property 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 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. Depreciation of other property 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%

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

2. Significant accounting policies (cont'd)

2.2 Summary of significant accounting policies (cont'd)

(d) Property and equipment and depreciation (cont'd)

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 and equipment.

An item of property 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.

(e) 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.

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.

(f) 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.

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.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

2. Significant accounting policies (cont'd)

2.2 Summary of significant accounting policies (cont'd)

(f) Income tax (cont'd)

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 is the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination.

(g) 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").

(h) 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 includes cash on hand and at bank, deposit at call and placements with cash management trust which have an insignificant risk of changes in value. These placements are with cash management trusts and are viewed as an alternative to short term placements with licensed financial institutions.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

2. Significant accounting policies (cont'd)

2.2 Summary of significant accounting policies (cont'd)

(h) Financial instruments (cont'd)

(ii) Marketable securities

Marketable securities, which represent quoted shares, are carried at the lower of cost and market value, determined on an aggregate basis. Cost is determined on the weighted average basis while market value is determined based on quoted market values. Increases or decreases in the carrying amount of marketable securities are recognised in profit or loss. On disposal of marketable securities, the difference between net disposal proceeds and the carrying amount is recognised in profit or loss.

(iii) 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.

(iv) 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.

(v) 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.

(i) 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 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 and equipment capitalised is in accordance with that for depreciable property and equipment as described in Note 2.2(d).

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.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

2. Significant accounting policies (cont'd)

2.2 Summary of significant accounting policies (cont'd)

(i) Leases (cont'd)

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)).

(j) Foreign Currency

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.

(k) Related parties

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

(l) Changes in accounting policies and effects arising from adoption of new and revised FRSs

On 1 November 2007, the Group and the Company adopted the following FRSs mandatory for financial periods beginning on or after 1 January 2007 and 1 July 2007:

FRSs, Amendments to FRS and Interpretations

FRS 6: Exploration for and Evaluation of Mineral Resources

Amendment to FRS 119₂₀₀₄: Employee Benefits - Actuarial Gains and Losses, Group Plans and Disclosures

FRS 107: Cash Flow Statements

FRS 111: Construction Contracts

FRS 112: Income Taxes

FRS 118: Revenue

FRS 120: Accounting for Government Grants and Disclosure of Government Assistance

FRS 134: Interim Financial Reporting

FRS 137: Provision, Contingent Liabilities and Contingent Assets

Amendment to FRS 121: The Effects of Changes in Foreign Exchange Rates – Net Investment in a Foreign Operation

IC Interpretation 1: Changes in Existing Decommissioning, Restoration and Similar Liabilities

IC Interpretation 2: Members' Shares in Co-operative Entities and Similar Instruments

IC Interpretation 5: Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds

IC Interpretation 6: Liabilities arising from Participating in a Specific Market – Waste Electrical and Electronic Equipment

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

2. Significant accounting policies (cont'd)

2.2 Summary of significant accounting policies (cont'd)

(I) Changes in accounting policies and effects arising from adoption of new and revised FRSs (cont'd)

FRSs, Amendments to FRS and Interpretations

IC Interpretation 7: Applying the Restatement Approach under FRS 129₂₀₀₄ – Financial Report in Hyperinflationary Economies

IC Interpretation 8: Scope of FRS 2

The adoption of the abovementioned FRSs, Amendments to FRS and Interpretations, where applicable does not result in any significant impact on the financial statements of the Group and of the Company.

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 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.

The Group determines whether goodwill and other intangible assets are 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.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

3. Property and equipment

	Freehold land RM	Freehold building RM	Office equipment, furniture and fittings RM	Computer equipment RM	Library books, renovation and signboards RM	Motor vehicles RM	Total RM
Group							
31 October 2008							
Cost							
At 1 November 2007	9,740,797	24,777,003	25,636,508	10,482,971	9,827,681	1,421,972	81,886,932
Additions	-	-	4,465,080	716,003	2,531,175	102,950	7,815,208
Acquisition of a subsidiary	-	-	4,630,083	3,007,887	948,042	257,393	8,843,405
Disposals	-	-	-	(6,700)	-	(65,270)	(71,970)
Written off	-	-	-	(768,856)	-	-	(768,856)
At 31 October 2008	9,740,797	24,777,003	34,731,671	13,431,305	13,306,898	1,717,045	97,704,719
Accumulated depreciation							
At 1 November 2007	-	1,982,161	19,354,086	9,406,867	6,259,668	965,813	37,968,595
Charge for the year	-	495,540	2,122,516	769,997	1,049,886	133,496	4,571,435
Acquisition of a subsidiary	-	-	4,152,861	2,907,164	781,850	249,381	8,091,256
Disposals	-	-	-	(2,457)	-	(65,270)	(67,727)
Written off	-	-	-	(768,856)	-	-	(768,856)
At 31 October 2008	-	2,477,701	25,629,463	12,312,715	8,091,404	1,283,420	49,794,703
Net carrying amount							
At 31 October 2008	9,740,797	22,299,302	9,102,208	1,118,590	5,215,494	433,625	47,910,016

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

3. Property and equipment (cont'd)

	Freehold land RM	Freehold building RM	Office equipment, furniture and fittings RM	Computer equipment RM	Library books, renovation and signboards RM	Motor vehicles RM	Total RM
31 October 2007							
Cost							
At 1 November 2006	9,740,797	24,777,003	23,872,437	10,168,995	8,820,493	1,157,434	78,537,159
Additions	-	-	1,764,401	314,058	1,007,616	394,999	3,481,074
Disposals	-	-	(330)	-	(428)	(130,461)	(131,219)
Written off	-	-	-	(82)	-	-	(82)
At 31 October 2007	9,740,797	24,777,003	25,636,508	10,482,971	9,827,681	1,421,972	81,886,932
Accumulated Depreciation							
At 1 November 2006	-	1,486,621	17,371,117	8,704,591	5,363,424	1,000,071	33,925,824
Charge for the year	-	495,540	1,983,261	702,281	896,532	96,203	4,173,817
Disposals	-	-	(292)	-	(288)	(130,461)	(131,041)
Written off	-	-	-	(5)	-	-	(5)
At 31 October 2007	-	1,982,161	19,354,086	9,406,867	6,259,668	965,813	37,968,595
Net Carrying Amount							
At 31 October 2007	9,740,797	22,794,842	6,282,422	1,076,104	3,568,013	456,159	43,918,337

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.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

4. Intangible assets

	Goodwill RM	Software RM	Total RM
Group			
31 October 2008			
Cost			
At 1 November 2007	103,702	3,341,233	3,444,935
Additions	-	72,381	72,381
Acquisition of subsidiary	3,403,110	-	3,403,110
At 31 October 2008	3,506,812	3,413,614	6,920,426
Accumulated amortisation and impairment			
At 1 November 2007	103,702	3,260,744	3,364,446
Charge for the year	-	65,932	65,932
At 31 October 2008	103,702	3,326,676	3,430,378
Net carrying amount			
At 31 October 2008	3,403,110	86,938	3,490,048

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

4. Intangible assets (cont'd)

	Goodwill RM	Software RM	Total RM
Group			
31 October 2007			
Cost			
At 1 November 2006	76,652	3,283,008	3,359,660
Additions	-	58,225	58,225
Acquisition of subsidiary	27,050	-	27,050
At 31 October 2007	103,702	3,341,233	3,444,935
Accumulated amortisation and impairment			
At 1 November 2006	76,652	3,194,128	3,270,780
Charge for the year	-	66,616	66,616
Impairment loss recognised in profit or loss (Note 15)	27,050	-	27,050
At 31 October 2007	103,702	3,260,744	3,364,446
Net carrying amount			
At 31 October 2007	-	80,489	80,489

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 2008 (CONT'D)

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;
- (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 change in the above key assumptions that would cause the carrying values to materially deviate from its recoverable amount.

5. Investments in subsidiaries

	Company	
	2008 RM	2007 RM
Unquoted shares at cost	80,518,916	78,518,916
Less: Dividends received from pre-acquisition profits	(21,754,000)	(21,754,000)
	58,764,916	56,764,916

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

Name of company	Equity interest		Principal activities
	2008 %	2007 %	
HELP University College Sdn. Bhd. ("HUC")	100	100	Providing university focused education for a wide range of pre-university, undergraduate and post graduate degree programmes

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

5. Investments in subsidiaries (cont'd)

Name of company	Equity interest		Principal activities
	2008 %	2007 %	
HELP Training Centre Sdn. Bhd. ("HTC")	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. ("HA")	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 ("HICT")*	100	-	Carrying on the business of a commercial college for higher education
International Centre for Security Management Sdn. Bhd. ("ICSM") *	72	72	Providing consultancy and training in security management and events and exhibitions management
HELP Executive Advanced Training Sdn. Bhd. ("HEAT")	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

Acquisition of subsidiaries

- (a) On 6 November 2007, the Company completed the acquisition of the entire issued and paid-up capital of HELP ICT Sdn. Bhd. ("HICT") (formerly known as Sepang Education Centre Sdn. Bhd.) comprising 5,000,000 ordinary shares of RM1.00 each for a total cash consideration of RM2 million.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

5. Investments in subsidiaries (cont'd)

Acquisition of subsidiaries (cont'd)

(a) (cont'd)

The acquired subsidiary has contributed the following results to the Group:

	2008 RM
Revenue	7,911,446
Loss for the year	(2,278,526)

The assets and liabilities arising from the acquisition as at date of acquisition are as follows:

	Fair value recognised on acquisition RM	Acquiree's carrying amount RM
Property and equipment	752,149	752,149
Receivables	1,607,617	1,607,617
Cash and bank balances	2,355,491	2,355,491
	<u>4,715,257</u>	<u>4,715,257</u>
Fees received in advance	2,171,421	2,171,421
Payables	3,914,852	3,914,852
Hire purchase creditors	32,094	32,094
	<u>6,118,367</u>	<u>6,118,367</u>
Fair value of net liabilities	(1,403,110)	
Goodwill on acquisition	<u>3,403,110</u>	
Total cost of acquisition	<u>2,000,000</u>	

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

5. Investments in subsidiaries (cont'd)

Acquisition of subsidiaries (cont'd)

(a) (cont'd)

The cash inflow on acquisition is as follows:

	As at date of acquisition RM
Purchase consideration	(2,000,000)
Deposit paid in prior year	1,000,000
Balance of purchase consideration satisfied by cash	(1,000,000)
Cash and bank balances of subsidiary acquired	2,355,491
Net cash inflow of the Group	1,355,491

(b) On 5 April 2007, the Company completed the acquisitions of HUC and the subsidiaries of HUC, comprising HTC, HEAT, HA and ICSM for a total cash consideration of RM32,907,057, equal to the respective unaudited net tangible assets as at 15 March 2007 except for HEAT, which was acquired for cash consideration of RM1. These acquisitions were made in conjunction with and as an integral part of the Company's listing exercise carried out in the financial year ended 31 October 2007.

The acquisition of HUC and the subsidiaries of HUC arise from a common control transfer and were consolidated under the principles of merger method of accounting.

The effects of merger on the financial statements of the Group are as follows:

	RM
Nominal value of ordinary shares issued	36,999,998
Less: Nominal value of ordinary shares acquired	(22,293,000)
Merger deficit arising	14,706,998

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

5. Investments in subsidiaries (cont'd)

Acquisition of subsidiaries (cont'd)

(b) (cont'd)

The merger deficit arising have been set-off against the following reserves of the subsidiary acquired as their usage is not prohibited by laws or statutes:

	Balance before set off RM	Utilised against merger deficit RM	Balance after set off RM
As at 1 November 2006			
Share premium	325,680	(325,680)	-
Retained earnings	30,997,752	(14,381,318)	16,616,434
	31,323,432	(14,706,998)	16,616,434

The acquired subsidiaries contributed the following results to the Group during the previous financial year:*

	2007 RM
Revenue	61,701,456
Profit for the year	9,776,086

* Computed on a basis of a full financial year as merger method of accounting has been adopted.

The assets and liabilities arising from the acquisitions as at the end of financial year are as follows:

	Acquiree's carrying amount 2007 RM
Property and equipment	43,918,337
Intangible assets	80,489
Trade and other receivables	7,662,503
Marketable securities	1,730
Tax recoverable	1,060,962

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

5. Investments in subsidiaries (cont'd)

Acquisition of subsidiaries (cont'd)

(b) (cont'd)

	Acquiree's carrying amount 2007 RM
Cash and bank balances	48,847,564
	<u>101,571,585</u>
Trade and other payables	36,222,873
Deferred tax liabilities	1,930,876
	<u>38,153,749</u>
Carrying value of net assets	63,417,836
Less: Minority interests	(13,510)
Group's share of net assets	<u>63,404,326</u>

(c) On 2 August 2007, the Company acquired the entire issued and paid-up share capital of HELP M&E Sdn. Bhd. ("HME"), a company comprising 2 ordinary shares of RM1 each for a total cash consideration of RM2.

The acquired subsidiary has contributed the following results to the Group during the previous financial year:

	2007 RM
Revenue	-
Loss for the year	<u>(2,893)</u>

If the acquisition had occurred on 1 November 2006, the contribution to the Group's revenue and loss for the year would have been RM Nil and RM12,420 respectively.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

5. Investments in subsidiaries (cont'd)

Acquisition of subsidiaries (cont'd)

(c) (cont'd)

The assets and liabilities arising from the acquisition as at date of acquisition are as follows:

	Fair value recognised on acquisition RM	Acquiree's carrying amount RM
Other receivables	1,862	1,862
Cash and bank balances	2	2
	<u>1,864</u>	<u>1,864</u>
Other payables	<u>28,912</u>	<u>28,912</u>
Fair value of net liabilities	(27,048)	
Goodwill on acquisition	<u>27,050</u>	
Total cost of acquisition	<u>2</u>	

The cash outflow on acquisition is as follows:

	As at date of acquisition RM
Purchase consideration satisfied by cash	(2)
Cash and bank balances of subsidiary acquired	<u>2</u>
Net cash outflow of the Group	<u>-</u>

6. Trade receivables

	2008 RM	Group 2007 RM
Trade receivables	2,683,287	2,721,524
Less: Provision for doubtful debts	(75,430)	-
	<u>2,607,857</u>	<u>2,721,524</u>

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

6. Trade receivables (cont'd)

The Group's normal trade credit term is 6 to 30 days (2007: 14 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.

7. Other receivables

	Group		Company	
	2008 RM	2007 RM	2008 RM	2007 RM
Deposits	4,531,390	3,004,400	101,000	1,001,000
Prepayments	791,323	512,315	15,000	4,300
Sundry receivables	3,980,065	3,312,073	6,214	11,014
	9,302,778	6,828,788	122,214	1,016,314
Less: Provision for doubtful debts	(980,445)	(871,495)	-	-
	8,322,333	5,957,293	122,214	1,016,314

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

8. Marketable securities

	Group	
	2008 RM	2007 RM
Quoted shares in Malaysia, at cost	-	3,000
Less: Amount written down	-	(1,270)
	-	1,730
Market value of quoted shares	-	1,730

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

9. Cash and cash equivalents

	Group		Company	
	2008 RM	2007 RM	2008 RM	2007 RM
Cash on hand and at banks	4,817,142	1,951,434	27,843	53,723
Deposits with licensed banks	39,893,819	26,150,000	2,970,000	5,000,000
Placements with unit trust funds	29,293,968	29,574,909	-	-
	74,004,929	57,676,343	2,997,843	5,053,723

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

	Group		Company	
	2008 %	2007 %	2008 %	2007 %
Deposits with licensed banks	2.6 - 3.4	3.0 - 3.4	3.3 - 3.35	3.3 - 3.35

Deposits of the Group and Company have maturity periods ranging from 1 to 97 days and 30 to 91 days respectively.

10. Other payables

	Group		Company	
	2008 RM	2007 RM	2008 RM	2007 RM
Sundry payables	12,653,006	9,515,852	124,256	78,831
Accruals	13,397,009	7,758,185	-	-
Refundable deposits	6,586,341	4,470,061	-	-
Amount due to a subsidiary	-	-	648,671	1,144,991
	32,636,356	21,744,098	772,927	1,223,822

The amount due to a subsidiary is unsecured, interest-free and has no fixed terms of repayment.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

11. Hire purchase creditors

	2008 RM	Group 2007 RM
Future minimum hire purchase payments:		
Amount due within 1 financial year	18,096	-
More than 1 year but not later than two years	4,452	-
	<u>22,548</u>	-
Future finance charges	(4,750)	-
Present value of hire purchase creditors	<u>17,798</u>	-
Aging analysis:		
Amount due within 1 financial year	14,296	-
More than 1 year but not later than two years	3,502	-
	<u>17,798</u>	-

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

The effective interest rate applicable to the lease liability is 3.8% per annum and is repayable in 15 monthly instalments.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

12. Share capital, share premium and capital reserve

	Number of Ordinary Shares		Amount	
	2008	2007	2008 RM	2007 RM
Authorised share capital				
At 1 November 2007/2006	100,000,000	100,000	50,000,000	100,000
Increase pursuant to share split	-	100,000	-	-
Created during the year	-	99,800,000	-	49,900,000
At 31 October	100,000,000	100,000,000	50,000,000	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.

	Number of ordinary shares of 50 sen each	Share capital			Total
		(Issued and fully paid)	(Issued and fully paid)	Share premium	
	Unit	RM	RM	RM	RM
Group					
At 1 November 2006	2	2	-	-	2
Increase pursuant to share split #	2	-	-	-	-
Effect arising from merger* (Note 5(b))	73,999,996	36,999,998	-	-	36,999,998
At 1 November 2006, as restated	74,000,000	37,000,000	-	-	37,000,000
Ordinary shares issued pursuant to listing exercise	14,776,000	7,388,000	4,432,800	-	11,820,800
Listing expenses set off against share premium	-	-	(1,900,146)	-	(1,900,146)
At 31 October 2007/2008	88,776,000	44,388,000	2,532,654	-	46,920,654

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

12. 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	Capital reserve RM	
Company						
At 1 November 2006	2	2	-	-	2	
Increase pursuant to share split	2	-	-	-	-	
Ordinary shares issued pursuant to:						
- acquisition of subsidiaries	73,999,996	36,999,998	-	8,611,859	45,611,857	
- listing exercise	14,776,000	7,388,000	4,432,800	-	11,820,800	
Listing expenses set off against share premium	-	-	(1,900,146)	-	(1,900,146)	
At 31 October 2007/2008	88,776,000	44,388,000	2,532,654	8,611,859	55,532,513	

On 14 March 2007, the Company

- (a) completed a share split whereby every 1 existing ordinary share of RM1 each was subdivided into 2 ordinary shares of RM0.50 each; and
- (b) increased its authorised share capital from RM100,000 to RM50,000,000 through the creation of 99,800,000 ordinary shares of RM0.50 each.

* Under the merger method of accounting, the increase in issued share capital of RM36,999,998 for the acquisition of subsidiaries at the Group as per Note 5(b) is deemed to have occurred on the first day of the previous financial year. The new ordinary shares rank pari passu in all respects with the existing ordinary shares of the Company.

13. Deferred taxation

	Group	
	2008 RM	2007 RM
At 1 November 2007/2006	1,930,876	731,630
Recognised in the income statement (Note 18)	41,776	1,199,246
At 31 October	1,972,652	1,930,876

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

13. Deferred taxation (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 and equipment RM	Other payables RM	Total RM
At 1 November 2007	2,872,447	(941,571)	1,930,876
Recognised in the income statement	600,205	(558,429)	41,776
At 31 October 2008	3,472,652	(1,500,000)	1,972,652
At 1 November 2006	1,214,060	(482,430)	731,630
Recognised in the income statement	1,658,387	(459,141)	1,199,246
At 31 October 2007	2,872,447	(941,571)	1,930,876

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

	2008 RM	Group 2007 RM
Unused tax losses	17,281,006	213,513
Unabsorbed capital allowances	9,406,602	5,258
	26,687,608	218,771

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 2008 (CONT'D)

14. Revenue

	Group	
	2008 RM	2007 RM
Tuition fees	73,496,053	56,582,585
Registration fees	3,612,192	2,100,663
Rental from hostel operation	3,241,221	-
Resource fees	2,654,557	1,329,138
Miscellaneous fees earned	2,654,476	1,015,543
Enrolment fees	887,467	673,527
	86,545,966	61,701,456

15. Profit before tax

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

	Group		Company	
	2008 RM	2007 RM	2008 RM	2007 RM
Non-executive directors' remuneration (Note 17)	137,500	85,000	136,000	65,000
Staff costs (Note 16)	34,984,912	25,154,478	-	-
Auditors' remuneration	58,200	44,200	15,000	10,000
Rental expenses				
- premises	13,700,785	5,753,595	-	-
- equipment	875,914	723,421	-	-
Net loss on foreign exchange	85,582	-	-	-
Property and equipment written off	-	77	-	-
Provision for doubtful debts	157,927	271,495	-	-
Bad debts written off	17,720	-	-	-
Impairment of goodwill	-	27,050	-	-
Dividend income	(43)	(114)	(2,645,860)	(8,500,000)
Gain on disposal of property and equipment	(25,160)	(51,005)	-	-
Gain on disposal of marketable securities	(206)	-	-	-
Interest income	(1,910,561)	(1,313,490)	(135,090)	(105,534)
Rental income	(776,063)	(403,254)	-	-

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

16. Staff costs

	2008 RM	Group 2007 RM
Wages and salaries	24,671,031	17,947,669
Social security costs	215,063	148,322
EPF	2,927,941	2,093,356
Other staff related expenses	7,170,877	4,965,131
	34,984,912	25,154,478

Included in staff costs of the Group is executive directors' remuneration amounting to RM1,674,240 (2007: RM1,454,768), as further discussed in Note 17.

17. Directors' remuneration

	Group		Company	
	2008 RM	2007 RM	2008 RM	2007 RM
Directors of the Company				
Executive:				
Salaries and other emoluments	1,378,200	1,188,520	-	-
EPF	164,520	141,768	-	-
Benefits-in-kind	36,274	42,345	-	-
	1,578,994	1,372,633	-	-
Non-Executive:				
Fees	72,000	62,000	72,000	42,000
Other emoluments	65,500	23,000	64,000	23,000
Benefits-in-kind	5,582	-	-	-
	143,082	85,000	136,000	65,000

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

17. Directors' remuneration (cont'd)

	Group		Company	
	2008 RM	2007 RM	2008 RM	2007 RM
Directors of Subsidiaries				
Executive:				
Salaries and other emoluments	120,000	112,000	-	-
EPF	11,520	12,480	-	-
	131,520	124,480	-	-
	1,853,596	1,582,113	136,000	65,000
Total excluding benefits-in-kind (Notes 15 and 16)	1,811,740	1,539,768	136,000	65,000

18. Income tax expense

	Group		Company	
	2008 RM	2007 RM	2008 RM	2007 RM
Current year's income tax	5,286,111	4,209,890	690,000	2,303,300
Over provided in prior years	(1,034,489)	(1,667,071)	(2,571)	-
	4,251,622	2,542,819	687,429	2,303,300
Deferred tax (Note 13):				
Relating to origination and reversal of				
temporary differences	(81,291)	(89,362)	-	-
Relating to changes in tax rates	(78,906)	(74,265)	-	-
Under provided in prior years	201,973	1,362,873	-	-
	41,776	1,199,246	-	-
Tax expense for the year	4,293,398	3,742,065	687,429	2,303,300

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

18. Income tax expense (cont'd)

During the financial year, the income tax rate of 20% (2007: 20%) was applicable to the subsidiaries for chargeable income of up to RM500,000 (2007: RM500,000). For chargeable income in excess of RM500,000 (2007: RM500,000), the corporate tax rate of 26% (2007: 27%) is applicable. The statutory tax rate will be reduced to 25% from the current year's rate of 26%, effective year of assessment 2009 and remains as 25% in subsequent years. The computation of deferred tax as at 31 October 2008 has reflected these changes.

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:

	2008 RM	2007 RM
Group		
Profit before tax	16,082,882	13,398,263
Taxation at Malaysia statutory tax rate of 26% (2007: 27%)	4,181,549	3,617,531
Effect of income subject to tax rate of 20%	(34,204)	(35,000)
Effect of the change in tax rates on opening balance of deferred tax	(78,906)	(77,574)
Deferred tax recognised at a different tax rates	-	3,309
Income not subject to tax	(229,849)	(67,660)
Double deduction on certain tax incentives	(88,941)	-
Expenses not deductible for tax purposes	747,412	596,976
Deferred tax assets not recognised in respect of current year's tax losses and unabsorbed capital allowances	628,853	8,681
Under provision of deferred tax in prior years	201,973	1,362,873
Over provision of income tax in prior years	(1,034,489)	(1,667,071)
Tax expense for the year	4,293,398	3,742,065
Company		
Profit before tax	2,182,757	8,418,355
Taxation at Malaysia statutory tax rate of 26% (2007: 27%)	567,517	2,272,956
Expenses not deductible for tax purposes	122,483	30,344
Over provision of income tax in prior years	(2,571)	-
Tax expense for the year	687,429	2,303,300

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

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	
	2008	2007
Profit attributable to ordinary equity holders of the Company (RM)	11,802,994	9,668,006
Weighted average number of ordinary shares in issue	88,776,000	80,558,115
Basic earnings per share for profit for the year (sen)	13.3	12.0

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 2008 to distribute cash dividend payments to ordinary shareholdings as defined under the Finance Act, 2007. As at 31 October 2008, 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	
	2008 RM	2007 RM	2008 RM	2007 RM
Recognised during the year:				
Final dividend for 2007:				
6% less 26% taxation, on				
88,776,000 ordinary shares	-	1,970,827	1,970,827	-

Recognised during the year:

Final dividend for 2007:

6% less 26% taxation, on

88,776,000 ordinary shares

-

1,970,827

1,970,827

-

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

21. Dividends (cont'd)

	Dividends in respect of Year		Dividends recognised in Year	
	2008 RM	2007 RM	2008 RM	2007 RM
Proposed for approval at				
AGM (not recognised as at 31 October):				
Final dividend for 2008:				
6% less 25% taxation, on				
88,776,000 ordinary shares	1,997,460	-	-	-
	1,997,460	1,970,827	1,970,827	-

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 October 2008, of 6% less 25% taxation on 88,776,000 ordinary shares of RM0.50 each, amounting to dividend payable of RM1,997,460 (2.25 sen net per ordinary share) shall be proposed for shareholders' approval. The financial statements for 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 2009.

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

- On 6 November 2007, the Company completed the acquisition of the entire issued and paid-up capital of HELP ICT Sdn. Bhd. ("HICT") (formerly known as Sepang Education Centre Sdn. Bhd.) comprising 5,000,000 ordinary shares of RM1.00 each for a total cash consideration of RM2 million.
- On 14 March 2008, the Company announced the proposed acquisition by HELP University College Sdn Bhd, a wholly-owned subsidiary of the Company, of a leasehold land measuring approximately 23.29 acres in Seksyen U4 (Subang Delima), Mukim of Sungai Buloh, District of Petaling, State of Selangor for a total cash consideration of RM20,290,248 ("Proposed Acquisition") from Juta Permai (M) Sdn. Bhd.

The Economic Planning Unit (Foreign Investment Committee) had, vide its letter dated 22 May 2008, stated that it has no objection to the Proposed Acquisition. The Proposed Acquisition is pending fulfilment of the conditions precedent in the Sale and Purchase Agreement and the approvals from the relevant authorities.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

24. Related party disclosure

(a) Related party transactions

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

	2008	Group 2007
	RM	RM
Rental expense to a related company, Chong Chook Yew Sdn. Bhd.	3,497,346	3,012,856
Interest income from a related company, Keruan Jaya Sdn. Bhd.	-	186,149

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.

(b) Compensation of key management personnel

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

	2008	Group 2007
	RM	RM
Salaries and other emoluments	2,560,243	2,049,520
EPF	313,267	245,217
Benefits-in-kind	49,905	54,590
	2,923,415	2,349,327

25. Contingent liabilities

As disclosed in the previous financial year, Damansara Realty Berhad ("DRB") has instituted a legal suit against the Company's subsidiaries, HUC and HTC, pertaining to a dispute regarding the interpretation of a lease agreement entered into by HUC and DRB.

On 27 November 2008, HUC and HTC had entered into a settlement agreement with DRB to settle the legal suit amicably out-of-court.

A Notice of Discontinuance of the suit against HUC and HTC without liberty to file afresh and with no order as to costs, has been filed by DRB's solicitor on 27 November 2008. The case was thereafter withdrawn on 28 November 2008.

The settlement amount has been fully provided for in the financial statements for the financial year ended 31 October 2008.

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

26. Commitments on capital expenditure

	Group		Company	
	2008 RM	2007 RM	2008 RM	2007 RM
Approved and contracted for:				
Acquisition of land	18,261,223	-	-	-
Deposit for lease of space	532,992	-	532,992	-
	18,794,215	-	532,992	-

27. Operating lease arrangements

The Group and 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.

The Group also leases various equipments under cancellable operating lease agreements. The Group is required to give 1 to 3 months notice for the termination of those agreements.

	Group		Company	
	2008 RM	2007 RM	2008 RM	2007 RM
Future minimum rental payments:				
Not later than 1 year	13,811,010	5,620,184	-	-
Later than 1 year and not later than 5 years	39,176,745	10,529,780	16,433,920	-
Later than 5 years	88,769,983	11,417,670	67,778,816	-
	141,757,738	27,567,634	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 2008 (CONT'D)

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. The Group has minimal interest-bearing debt as at 31 October 2008.

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 Company at the balance sheet date approximated their fair values except for the following:

	Carrying amount RM	Company Fair value RM
Financial liabilities		
At 31 October 2008		
Amount due to a subsidiary	648,671	*
At 31 October 2007		
Amount due to a subsidiary	1,144,991	*

notes to the financial statements

31 OCTOBER 2008 (CONT'D)

28. Financial instruments (cont'd)

(f) Fair values (cont'd)

- * It is not practical to estimate the fair values of amounts due to a subsidiary due principally to a lack of fixed repayment terms entered by the party involved and without incurring excessive costs.

The following methods and assumptions are used to estimate the fair values of the following classes of financial instruments:

(i) Cash and cash equivalents, trade and other receivables/payables

The carrying amounts approximate fair values due to the relatively short term maturity of these financial instruments.

(ii) Marketable securities

The fair value of quoted shares is determined by reference to stock exchange quoted market bid prices at the close of the business on the balance sheet date.

analysis of shareholdings

AS AT 13 MARCH 2009

SHARE CAPITAL

Authorised Share Capital	:	100,000,000 ordinary shares of RM0.50 each
Issued and Paid-up Share Capital	:	88,776,000 ordinary shares of RM0.50 each
No. of Shareholders	:	888
Voting rights	:	One (1) vote per ordinary share

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Issued Share Capital
1 - 99	5	0.56	154	0.00
100 – 1,000	524	59.01	175,650	0.20
1,001 - 10,000	240	27.03	1,048,500	1.18
10,001 – 100,000	86	9.68	2,901,046	3.27
100,001 – 4,438,799	31	3.49	32,974,890	37.14
4,438,800 and above	2	0.23	51,675,760	58.21
Total	888	100.00	88,776,000	100.00

DIRECTORS' SHAREHOLDINGS

The Directors' shareholdings based on the Register of Directors' Shareholdings of the Company as at 13 March 2009 are as follows:-

Name of Directors	Nationality	No. of shares beneficially held			
		Direct	%	Indirect	%
Tan Sri Datuk Paduka Dr. Hajjah Saleha Binti Haji Mohd. Ali	Malaysian	1,159,447	1.31	2,116,031 ⁽¹⁾	2.38
Datin Low Kam Yoke	Malaysian	2,122,930	2.39	267,629 ⁽²⁾	0.30
Datuk Dr. Chan Tuck Hoong	Malaysian	1,672,690	1.88	267,629 ⁽²⁾	0.30
Dato' Dr. Zakaria Bin Ahmad	Malaysian	4,721,114	5.32	-	-
Wen Chiu Chi	Malaysian	-	-	-	-
Chong Koon San	Malaysian	60,000	0.07	-	-
Ng Teh Kha	Malaysian	1,342,690	1.51	595,704 ⁽³⁾	0.67
Ong Seng Pheow	Malaysian	-	-	-	-
Dato' Dr. Thong Kok Cheong	Malaysian	-	-	-	-

Note:

⁽¹⁾ Deemed interested through her indirect interest in Zasa Consultancy Sdn. Bhd.

⁽²⁾ Deemed interested by virtue of his/her son, Mr. Chan Eu-Khin's shareholdings, i.e. 251,629

Deemed interested by virtue of his/her daughter, Ms. Chan Ji-Quandt's shareholdings, i.e. 16,000

⁽³⁾ Deemed interested by virtue of his spouse, Madam Ong Yee Mian's shareholdings, i.e. 595,704

analysis of shareholdings

AS AT 13 MARCH 2009 (CONT'D)

SUBSTANTIAL SHAREHOLDERS

The substantial shareholders based on the Register of Substantial Shareholders of the Company and their shareholdings as at 13 March 2009 are as follows:-

Name of Shareholders	Nationality/ Incorporated in	No. of shares beneficially held			
		Direct	%	Indirect	%
Selangor Properties Berhad	Malaysia	45,275,760	51.00	-	-
Dato' Dr. Zakaria Bin Ahmad	Malaysian	4,721,114	5.32	-	-
PLL for Acacia Partners LP	United States	6,400,000	7.21	-	-
Kayin Holdings Sdn. Berhad	Malaysia	-	-	45,275,760	51.00
Puan Sri Datin Chong Chook Yew	Malaysian	-	-	45,275,760	51.00

Thirty largest shareholdings

(without aggregating securities from different accounts belonging to the same person)

No.	Name of Shareholders	No. of shares	%
1.	Selangor Properties Berhad	45,275,760	51.00
2.	CITIGROUP Nominees (Asing) Sdn Bhd PLL for Acacia Partners LP	6,400,000	7.21
3.	Dato' Dr. Zakaria Bin Ahmad	4,424,543	4.98
4.	Tele Suria Resources Sdn Bhd.	3,875,216	4.37
5.	Kassim Rahman Usaha Sdn Bhd	3,626,000	4.08
6.	Cartaban Nominees (Tempatan) Sdn Bhd Corston-Smith Asset Management Sdn Bhd for Corston-Smith ASEAN Corporate Governance Fund	3,000,000	3.38
7.	Citigroup Nominees (Asing) Sdn Bhd PLL for Acacia Institutional Partners LP	2,850,000	3.21
8.	Zasa Consultancy Services Sdn Bhd	2,116,031	2.38
9.	AMSEC Nominees (Tempatan) Sdn Bhd AMTrustee Berhad for Pacific Pearl Fund	1,975,700	2.23
10.	Datin Low Kam Yoke	1,692,930	1.91
11.	Ng Teh Kha	1,342,690	1.51
12.	Datuk Dr. Chan Tuck Hoong	1,182,690	1.33

analysis of shareholdings

AS AT 13 MARCH 2009 (CONT'D)

Thirty largest shareholdings (cont'd)

(without aggregating securities from different accounts belonging to the same person)

No.	Name of Shareholders	No. of shares	%
13.	Tan Sri Datuk Paduka Dr. Hajjah Saleha Binti Haji Mohd. Ali	1,159,447	1.31
14.	HSBC Nominees (Tempatan) Sdn Bhd HSBC (M) Trustee Bhd for MAAKL Progress Fund (4082)	700,000	0.79
15.	Ong Yee Mian	595,704	0.67
16.	Yu Kok Ann	587,000	0.66
17.	CIMB Nominees (Tempatan) Sdn Bhd CIMB Bank for Chan Tuck Hoong (MY0508)	490,000	0.55
18.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB Bank for Low Kam Yoke (MY0509)	430,000	0.48
19.	Khong Kim Hoong	418,200	0.47
20.	Citigroup Nominees (Asing) Sdn Bhd PLL For Acacia II Partners LP	390,000	0.44
21.	Kamil Ahmad Merican	312,106	0.35
22.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB for Zakaria Bin Ahmad (PB)	296,571	0.33
23.	Citigroup Nominees (Asing) Sdn Bhd PLL for Acacia Conservation Fund LP	240,000	0.27
24.	Chan Eu-Khin	191,629	0.22
25.	Tan Kee Huat	180,000	0.20
26.	Citigroup Nominees (Asing) Sdn Bhd PLL for Acacia Conservation Fund (Offshore) Ltd	120,000	0.14
27.	Harapan Dimensi (M) Sdn Bhd	120,000	0.14
28.	Tan Koon Choo @ Tan Koon Tze	115,074	0.13
29.	Chan Yan Onn	113,100	0.13
30.	Zainurazrein binti Zainal Abidin	110,000	0.12
TOTAL		84,330,391	94.99

property

HELD BY THE GROUP

Address	Description/ existing use	Tenure	Land/ built-up areas	Approximate age of building	Net book value as at 31 October 2008 (RM'000)	Date of acquisition
Wisma HELP, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur	11-storey building known as Wisma HELP	Freehold	Land: 43,292 sq ft Built-up: 269,086 sq ft	29 years	32,040	27.11.2003

notice of annual general meeting

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of HELP International Corporation Berhad will be held at the PentHouse, HELP Residence, 28, Jalan Damansara, Damansara Heights, 50490 Kuala Lumpur on Thursday, 23 April 2009 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 2008 together with the Report of the Directors' and Auditors' Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' Fees for the financial year ended 31 October 2008. **(Resolution 2)**

3. To approve the declaration of a first and final dividend of 6% (3 sen per ordinary share of 50 sen each) less 25% income tax for the financial year ended 31 October 2008. **(Resolution 3)**

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:-
 - Datuk Dr. Chan Tuck Hoong **(Resolution 4)**
 - Datin Low Kam Yoke **(Resolution 5)**
 - Dato' Dr. Zakaria Bin Ahmad **(Resolution 6)**

5. To consider and if thought fit, to pass the following ordinary resolution in accordance with Section 129 of the Companies Act, 1965:

"THAT pursuant to Section 129 of the Companies Act, 1965, Tan Sri Datuk Paduka Dr. Hajjah Saleha Binti Haji Mohd Ali who is over the age of 70 years be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."

(Resolution 7)

6. 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 8)**

7. **As Special Business**

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

ORDINARY RESOLUTION 1

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

"THAT approval be and is hereby given to HIC Group to enter into and to give effect to specified recurrent related party transactions of a revenue or trading nature and with the Related Parties as stated in Section 2.1 of the Circular to Shareholders dated 31 March 2009, which are necessary for its day-to-day operations, to be entered into by the HIC Group on the basis that this transaction is entered into on terms which are not more favorable to the Related Party involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Renewal Shareholders' Mandate");

THAT the Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Renewal Shareholders' Mandate, shall only continue to be in force until:-

notice of annual general meeting

(cont'd)

ORDINARY RESOLUTION 1

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (CONT'D)

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which the Proposed Renewal Shareholders' Mandate was passed, at which time it will lapse, unless by resolution passed at the general meeting, the authority is renewed; or
- (b) the expiration of the period within which the annual general meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but 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 authorized to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate."

(Resolution 9)

ORDINARY RESOLUTION 2

- 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 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 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; 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 10)

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

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that the first and final dividend of 6% (3 sen per ordinary share of 50 sen each) less 25% income tax will be payable on 28 May 2009 to depositors whose names appear in the Record of Depositors at the close of business on 7 May 2009 if approved by the members at the Third 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 7 May 2009 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
TAN AI NING (MAICSA 7015852)

Company Secretaries
31 March 2009

notice of annual general meeting

(cont'd)

Explanatory Note to Special Business:

Proposed Renewal of Shareholders Mandate for Recurrent Related Party Transactions of Revenues or Trading Nature

Please refer to Circular to shareholders dated 31 March 2009 in relation to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

Authority Pursuant to Section 132D of the Companies Act, 1965

The proposed adoption of the Ordinary Resolution is primarily to give flexibility to the Board of Directors to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting.

Notes:-

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 April 2009 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.*
2. *A member shall be entitled to appoint at least one proxy to attend and vote at the same meeting. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
3. *A holder may not appoint more than two (2) proxies to attend the same meeting. Where the holder appoints two (2) proxies to attend and vote at the same meeting, such appointments shall be invalid unless he specifies the proportion of this shareholding to be represented by each proxy.*
4. *The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
5. *The instrument appointing a proxy or a power of attorney must 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.*

statement accompanying the notice of annual general meeting

1. Details of Annual General Meeting

The Third Annual General Meeting of HELP International Corporation Berhad will be held at the PentHouse, HELP Residence, 28, Jalan Damansara, Damansara Heights, 50490 Kuala Lumpur on Thursday, 23 April 2009 at 10:30 a.m. or at any adjournment thereof.

2. Details of Directors Standing for Re-election

Directors who are standing for re-election at the Third Annual General Meeting of HELP International Corporation Berhad are as follows:-

Articles 95 of the Company's Articles of Association

Datuk Dr. Chan Tuck Hoong
Datin Low Kam Yoke
Dato' Dr. Zakaria Bin Ahmad

3. Details of Directors Standing for Re-election

Director standing for re-appointment pursuant to Section 129 of the Companies Act, 1965 is as follows:-

Tan Sri Datuk Paduka Dr. Hajjah Saleha Binti Haji Mohd Ali

4. The details of the above Directors standing for re-election/re-appointment are set out in their respective profiles which appear on pages 4 to 7 of the Company's 2008 Annual Report. Their holdings in securities of the Company are set out in the Analysis of Shareholdings on page 89 of the Company's 2008 Annual Report.

FORM OF PROXY

*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 Third Annual General Meeting of the Company to be held at the PentHouse, HELP Residence, 28, Jalan Damansara, Damansara Heights, 50490 Kuala Lumpur on Thursday, 23 April 2009 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.

NO.	RESOLUTIONS	FOR	AGAINST
1.	To receive the Audited Financial Statements for the financial year ended 31 October 2008 together with the the Reports of the Directors' and Auditors' thereon.		
2.	To approve the payment of Directors' Fees for the financial year ended 31 October 2008.		
3.	To approve the declaration of a first and final dividend of 6 sen less 25% income tax for the financial year ended 31 October 2008.		
4.	To re-elect Datuk Dr. Chan Tuck Hoong who retires in accordance with Article 95 of the Company's Articles of Association, and being eligible, has offered himself for re-election.		
5.	To re-elect Datin Low Kam Yoke who retires in accordance with Article 95 of the Company's Articles of Association, and being eligible, has offered herself for re-election.		
6.	To re-elect Dato' Dr. Zakaria Bin Ahmad who retires in accordance with Article 95 of the Company's Articles of Association, and being eligible, has offered himself for re-election.		
7.	To re-appoint Tan Sri Datuk Paduka Dr. Hajjah Saleha Binti Haji Mohd. Ali who is due to retire pursuant to Section 129 of the Companies Act, 1965, and being eligible, has offered herself for re-election.		
8.	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.		
9.	As Special Business <u>Ordinary Resolution 1</u> Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		
10.	As Special Business <u>Ordinary Resolution 2</u> Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965		

As witness *my/our hand(s) this _____ day of _____

* Strike out whichever not applicable

Signature of Member/Common Seal

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 April 2009 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member shall be entitled to appoint at least one proxy to attend and vote at the same meeting. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A holder may not appoint more than two (2) proxies to attend the same meeting. Where the holder appoints two (2) proxies to attend and vote at the same meeting, such appointments shall be invalid unless he specifies the proportion of this shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or a power of attorney must 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.

Fold along this line (1)

**Affix
STAMP**

The Company Secretary
HELP INTERNATIONAL CORPORATION BERHAD
(700568-H)

Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur.

Fold along this line (2)



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 Website : www.hic.com.my Email : info@hic.com.my
