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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty Ninth Annual General Meeting of the Company will be convened and held at Conference Hall, BZ-2, HELP University College, Pusat Bandar Damansara, 50490 Kuala Lumpur on Friday, 29 April 2011 at 11.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 October 2010 together with the Directors' and Auditors' Reports thereon.

Ordinary Resolution 1

2. To declare a first and final dividend of 10% less 25% Income Tax for the financial year ended 31 October 2010.

Ordinary Resolution 2

3. To approve the payment of Directors' Fees for the financial year ended 31 October 2010.

Ordinary Resolution 3

4. To consider and, if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:-

(i) "That pursuant to Section 129(6) of the Companies Act, 1965, Puan Sri Datin Chook Yew Chong Wen be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 4

(ii) "That pursuant to Section 129(6) of the Companies Act, 1965, Dato' Zaibedah Binti Ahmad be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 5

5. To re-elect Mr Ong Liang Win who is retiring under Article 127 of the Company's Articles of Association.

Ordinary Resolution 6

6. To re-appoint Messrs Emst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 7

As Special Business

To consider and, if thought fit, to pass the following resolution:-

7. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT, the Mandate granted by the shareholders of the Company at the Annual General Meeting ("AGM") held on 28 April 2010 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company and its subsidiaries ("SPB Group") to enter into the recurrent transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 7 April 2011 ("Circular") with the related parties mentioned therein which are necessary for the SPB Group's day-to-day operations, be and is hereby renewed;

AND THAT the scope of such renewed mandate be and is hereby extended to apply to the recurrent transactions likewise of revenue or trading nature as set out in Section 2.4 of the Circular.

THAT the SPB Group be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that:-

a) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and

b) the disclosure of the aggregate value of the transactions concluded during a finencial year will be disclosed in the Annual Report for the said finencial year.

THAT authority conferred by such renewed mandate will continue to be in force until:

i) the conclusion of the next AGM of SPB following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is approved, at which time it will lapse, unless by a resolution(s) passed at the AGM, the authority is again renewed;

ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or

iii) revoked or varied by a resolution(s) passed by the shareholders in general meeting,

whichever is the earlier.

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

Ordinary Resolution 8

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Forty Ninth Annual General Meeting of the Company, a first and final dividend of 10% less 25% Income Tax in respect of the financial year ended 31 October 2010 will be paid to the shareholders of the Company on 20 May 2011. The entitlement date for the said dividend shall be 2 May 2011.

A depositor shall qualify for entitlement to the dividend only in respect of:

(a) Shares transferred to the depositor's securities account before 4.00 p.m. on 2 May 2010 in respect of transfers, and

(b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)
LIEW IRENE (MAICSA 7022609)
Company Secretaries

Selangor Darul Ehsan
Date: 7 April 2011

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies as his/her proxy or proxies to attend and vote in his/her stead. Where a member appoints two (2) proxies, the member shall specify the proportion of the member's shareholding to be represented by each proxy and which proxy is entitled to vote on a show of hands. Only one (1) of the proxies is entitled to vote on a show of hands.

2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

3. A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if such appointor is a corporation under its common seal, or the hand of its attorney or duly authorised officer or in some other manner approved by the Directors. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Share Registrar's Office of the Company at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding of the meeting or any adjournment thereof.

Explanatory Note on Special Business

5. The Ordinary Resolution 8, if passed, will allow the SPB Group to enter into recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the SPB Group or adversely affecting the business opportunities available to the SPB Group. The shareholders' mandate is subject to renewal on an annual basis.

CORPORATE INFORMATION

Chairperson	Puan Sri Datin Chook Yew Chong Wen
Managing Director	Mr Wen Chiu Chi
Directors	Mr Michael Lim Hee Kiang (Independent Non-Executive Director) Dato' Zaibedah Binti Ahmad (Independent Non-Executive Director) Mr Ong Liang Win (Independent Non-Executive Director)
Joint Secretaries	Tai Yit Chan (MAICSA 7009143) Liew Irene (MAICSA 7022609)
Registrars	Tricor Investor Services Sdn Bhd Level 17, The Gardens North Tower Mid Valley City, Lingkaran Syed Putra 59200 Kuala Lumpur Tel : 03-2264 3883 Fax : 03-2282 1886
Registered Office	Lot 6.05, Level 6, KPMG Tower 8 First Avenue, Bandar Utama 47800 Petaling Jaya Selangor Darul Ehsan Tel No : 03-7720 1188 Fax No : 03-7720 1111
Principal Bankers	HSBC Bank Malaysia Berhad 2, Leboh Ampang 50100 Kuala Lumpur CIMB Bank Berhad Level 1, Menara Olympia Jalan Raja Chulan 50200 Kuala Lumpur
Auditors	Ernst & Young Level 23A, Menara Milenium Jalan Damanlela, Pusat Bandar Damansara 50490 Kuala Lumpur Tel No : 03-7495 8000 Fax No : 03-2095 9076
Stock Exchange Listing	Bursa Malaysia Securities Berhad, Main Market Stock Code : 1783

BOARD OF DIRECTORS

PROFILE OF DIRECTORS

Puan Sri Datin Chook Yew Chong Wen *Non-Independent Executive Director*
Chairperson

Puan Sri Datin Chook Yew Chong Wen, aged 88, is a Malaysian. She graduated from the Columbia University in United States of America with a Master of Arts degree and a Teacher College Professional Diploma in 1949 and 1950 respectively. She is the First Director of the Company and was appointed to the Board on 12 October 1963. She held the position of the Managing Director of the Company from 1963 to 2000. In year 2000, she retired as a Managing Director and assumed the position of the Chairperson of the Company.

Mr Wen Chiu Chi *Non-Independent Executive Director*
Managing Director

Mr Wen Chiu Chi, aged 54, is a Malaysian. He holds a Bachelor of Commerce degree from the University of Westem Australia. He was appointed as a director of the Company on 20 April 1979. He held the position of an Executive Director from 1979 to 2000. In year 2000, he assumed the position of the Managing Director of the Company. He is also a member of the Remuneration Committee.

Mr Michael Lim Hee Kiang *Independent Non-Executive Director*

Mr Michael Lim Hee Kiang, aged 62, is a Malaysian. A lawyer by profession, he was an Advocate and Solicitor practising in Messrs Sheam Delamore & Co. He was a senior partner of the firm and had been a partner of the firm for 31 years. He holds a LLB (Hons) and LLM with Distinction from Victoria University of Wellington. He was appointed to the Board on 4 March 1993. He is the Chairman of the Remuneration Committee and also serves as a member of the Audit Committee and Nomination Committee. He is also a director of DKSH Holdings (Malaysia) Berhad, Major Team Holdings Berhad, Wawasan TKH Holdings Berhad, Paragon Union Berhad and Seloga Holdings Berhad.

Dato' Zaibedah Binti Ahmad *Independent Non-Executive Director*

Dato' Zaibedah Binti Ahmad, aged 71, is a Malaysian. She holds a Bachelor of Arts degree from the University of Malaya. She was appointed to the Board on 28 June 2001. She is a member of the Audit Committee, Nomination Committee and Remuneration Committee. She is a director of Formosa Prosonic Industries Berhad. She had been in the public service for 32 years and had served as an Ambassador of Malaysia in various countries such as Socialist Federative Republic of Yugoslavia (with concurrent accreditation to Romania), Spain and Republic of Turkey (with concurrent accreditation to Azerbaijan and Turkmenistan).

Mr Ong Liang Win *Independent Non-Executive Director*

Mr Ong Liang Win, aged 47, is a Malaysian and is currently the General Manager, Corporate and Commercial of Tien Wah Press Holdings Berhad. He holds an Honours degree in Accountancy from Lancaster University, England and is a qualified accountant with the Institute of Chartered Accountants in England and Wales. He was appointed as a Director on 2 November 2001. He is also the Chairman of the Audit Committee and Nomination Committee and a member of the Remuneration Committee. He has wide experience as an accountant as well as operational experience in property development, construction and manufacturing.

ADDITIONAL INFORMATION ON THE BOARD OF DIRECTORS

Family Relationships with any Director and/or Major Shareholder
Except for Puan Sri Datin Chook Yew Chong Wen who is the mother of Mr Wen Chiu Chi, none of the directors have family relationship with any other directors and/or major shareholders of the Company.

Conflict of Interest
All the directors have no conflict of interest with the Company.

Convictions for Offences (within the past 10 years, other than traffic offences)
None of the directors have any convictions for offences.

Number of Board Meetings attended in the financial year ended 31 October 2010
Please refer to Page 16 in the Annual Report for details.

OTHER INFORMATION REQUIRED BY THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES")

Share Buy-backs
During the financial year, the Company did not enter into any share buy-back transactions.

Options or Convertible Securities
No options or convertible securities were exercised during the financial year.

Depository Receipt Programme
During the financial year, the Company did not sponsor any Depository Receipt Programme.

Imposition of Sanctions and/or 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.

Non-Audit Fees
There was an amount of RM38,225 being non-audit fees paid to the external auditors by the Group for the financial year ended 31 October 2010.

Profit Estimate, Forecast or Projection
There were no variances of 10% or more between the results for the financial year and the unaudited results.

Profit Guarantee
During the financial year, there were no profit guarantees given by the Company.

Material Contracts
During the financial year, there were no material contracts entered into by the Group involving directors' and/or major shareholders' interests.

Revaluation Policy
Please refer to Note 2(e) of the financial statements at page 53.

Utilisation of Proceeds
The Company did not implement any fund raising exercise during the financial year.

Chairperson's Statement

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present to you the Annual Report and Audited Financial Statements of the Company and the Group for the financial year ended 31 October 2010.

Economic Review

The year 2010 started with a cautious note but as the year proceeded, greater confidence and improved sentiment bound back to the economy. Major economies globally began to show signs of recovery as they were pulling out of recession and registering positive growth. Most of the Asian economies were doing well with China and Singapore registering double digit growth. The Malaysian economy expanded with its gross domestic product achieving a growth of 7.2%.

The property sector show great resilience and was structurally sound especially for the landed properties in Klang Valley. The prices of landed properties in prime locations enjoyed steep gains in year 2010 despite the gradual rise in interest rate of up to 75 basis point beginning from March 2010. To contain the rise in property prices, Bank Negara has imposed a limit on financing for purchase of third homes to a maximum loan to value ratio of 70%. However, this measure is not expected to affect the demand for landed properties.

Financial Review

For the financial year ended 31 October 2010, the Group recorded a profit after tax and minority interest of RM41.5 million as compared to the previous year of RM33.0 million. The Group cash flow remains strong and resilience and the Group balance sheet continue to strengthen.

Dividend

To reward the shareholders, your Directors recommend that a final dividend of 10% less 25% income tax be paid on 20 May 2011.

Operational Review

The Group main businesses are principally property development, property investment and education. The Group businesses are based in Malaysia and Australia.

For the year under review, the Group's property development achieved a profit before tax of RM12.7 million. The profit was mainly attributed by the Group on-going development in Bukit Permata. All launches done during the year enjoyed encouraging sales and most of the Group's property stocks were sold. For this year, the Group plans to have more launches for its link houses in Bukit Permata and Selayang Mulia.

The property investment sector faced a challenging year in 2010. Many companies had downside due to the global financial crisis. This has translated in the reduction of office space requirement. The situation was not helped with the continue supply of new office space coming on stream and many more in the pipeline. Despite the softening of demand, the Group's property investment sector continued to maintain good occupancy rate with stable rental income. This subsector contributed a profit before tax of RM16.1 million with an average occupancy rate of 93%.

HELP International Corporation Berhad's group of companies, the Group's education arm, recorded an increase in profit before tax from RM21.8 million in the previous year to RM26.5 million in the current year. The performance of HELP Group is outstanding as it has managed to sustain its growth year after year and at the same time building its brand name. During the year under review, HELP further expanded its education programmes. This was done by forging new alliances with various partners such as the Bridge2think AG, AP Land Group, the Global Education Management, the Egg Story and the Naza Group.

For the Group's Australia operation, its main business consists of a mixed residential and retail development in Claremont, Perth. The residential portion was for sale and the retail portion is kept by the Group for rental income. This development is made up of two stages. Stage one of the development has been completed and its retail portion has contributed a rental income of RM15.5 million to the Group for the year under review. For stage two of the development, the retail portion was completed in February 2011 and has since opened for business. The residential portion is expected to be completed in July 2011 and all its units have been sold. This development has been very well received and enjoyed strong positive response.

Outlook

The Group is positive for year 2011. However, recent external events of political tension in the North Africa and Middle East and oil price volatility may affect the economic condition.

For year 2011, the strategic thrust of the Group is to develop the Group's land bank in the Damansara Heights area. This Damansara Heights area which already has good connectivity will enjoy greater enhancement with the proposed Mass Rapid Transit project running through it. For immediate projects, the Group is looking to commence work on the proposed mixed development of condominiums and office towers on the land measuring approximately 9.3 acres in Jalan Semantan, Damansara Heights and the 107 units condominium project in Jalan Batai, Damansara Heights.

Apart from the development in Damansara Heights area, the Group housing development in Bukit Permata and Selayang Mulia will also continue. As regards to the Group's other core businesses of property investment and education, the Group anticipates that it will remain stable in this coming year.

Appreciation

I would like to extend my sincere appreciation to all our financiers, business associates, customers and suppliers for their ongoing support and to our employees for their continued effort and dedication in the performance of their duties.

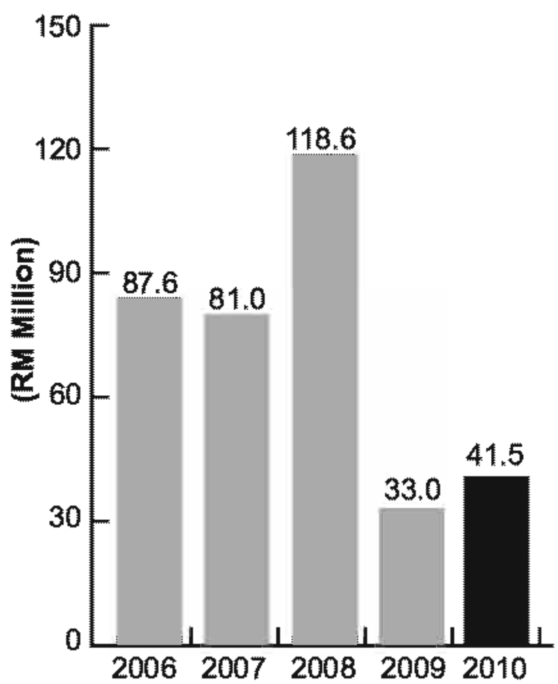
Puan Sri Datin Chook Yew Chong Wen
Chairperson
1 March 2011

GROUP FINANCIAL HIGHLIGHTS

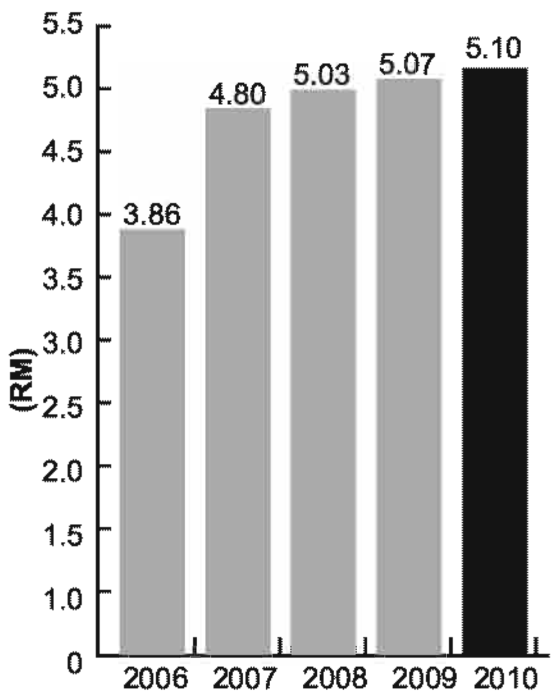
Financial year ended 31 October (RM Million)	**2006**	**2007**	**2008**	**2009**	**2010**
Operating Revenue	181.1	198.6	210.6	321.7	203.1
Profit before taxation	134.5	106.2	132.9	61.6	71.7
Taxation	(44.9)	(21.7)	(8.6)	(21.0)	(21.0)
Profit after taxation	89.6	84.5	124.3	40.6	50.7
Minority Interests	(2.0)	(3.5)	(5.7)	(7.6)	(9.2)
Profit after taxation and Minority Interests	87.6	81.0	118.6	33.0	41.5
Dividend	(34.4)	(25.4)	(28.4)	(25.8)	(25.8) *
Retained profit for financial year	53.2	55.6	90.2	7.2	15.7
Net Tangible Assets	1327.8	1647.0	1728.5	1742.1	1753.2
Financial Ratios					
Earnings per share (sen)	25.5	23.6	34.5	9.6	12.1
Net dividend per share (sen)	10.0	7.4	8.3	7.5	7.5
Net tangible assets per share (RM)	3.86	4.80	5.03	5.07	5.10

* Subject to Shareholders' approval

Profit after taxation and Minority Interests



Net tangible assets per share



CORPORATE GOVERNANCE STATEMENT

The Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") has incorporated the Principles ("the Principles") and Best Practices ("the Best Practices") of the Malaysian Code on Corporate Governance ("the Code").

In this report, the Board will set out the manner in which it has applied the Principles end the Best Prectices.

SECTION 1 : BOARD OF DIRECTORS

Composition of the Board

The Boerd has five members. Three of the five members ere independent non-executive directors who are independent of management and free from any relationship which could interfere with their independent judgment.

Puen Sri Datin Chook Yew Chong Wen is the Chairperson of the Boerd whilst the Managing Director and the Chief Executive Officer is Mr Wen Chiu Chi. The roles of both the Chairperson and the Chief Executive Officer are clearly defined. Dato' Zaibedah Binti Ahmad is the Senior Independent Non-Executive Director to deal with issues in situation where such issues could be inappropriate for the Chairperson and the Chief Executive Officer to deal with.

The Board members who consist of persons of various professional skills and of various business and commercial experience, enables the Board to provide clear and effective leadership to the Company. The Board considers the number of board members adequate for its effectiveness and the independent non-executive directors to fairly represent the interest of public shereholders. There is no individual director or group of directors who dominate the Board's decision making.

Board Responsibilities

The Boerd retains full end effective control of the Group. This includes responsibilities for adopting the strategic direction of the Group which will also include formalizing the budgetary process of the Group. Key matters, such as approval for interim and final results, material acquisition and disposal, major capital expenditure are reserved for the Board. The Board is comfortable with the current human resource structure including management level which is sufficient to implement the strategic direction of the Group.

To assist in the execution of its responsibilities, the Board has established three Board committees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee. These committees function within their respective clearly defined terms of reference. They 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.

The Board met five times during the financial year ended 31 October 2010. The attendance of each Director at the Board Meeting held during the financial year ended 31 October 2010 is as follows:-

Name	**Number of Meetings Attended by Directors during Their Tenure in Office**	**%**
Puan Sri Datin Chook Yew Chong Wen	5	100
Mr Wen Chiu Chi	5	100
Dato' Zaibedah Binti Ahmad	5	100
Mr Michael Lim Hee Kiang	4	80
Mr Ong Liang Win	5	100

Supply of Information

The Directors have access to all information within the Company and to the advice and services of the Company Secretary. The Directors are entitled to take independent professional advice in the course of discharging their duties at the Company's expense provided that the director concerned must seek the Board's prior consent before incurring such expense.

Each Board member receives the Agenda and the Board's papers prior to each Board Meeting. They are issued in sufficient time to enable the directors to obtain further explanation, where necessary, in order to be briefed properly before the meeting.

The Company Secretaries ensure that all Board meetings are properly convened and that accurate and proper records of the deliberations, proceedings and resolutions passed are recorded and maintained in the statutory register at the registered office of the Company. The terms of appointment of the Company Secretary permits their removal and appointment of successor to be decided by the Board as a whole.

Appointments of the Board and Re-election

The Nomination Committee comprises of 3 independent non-executive directors. The Chairman of the Nomination Committee is Mr Ong Liang Win. The Committee is authorized to recommend to the Board on the appointment of any new executive or non-executive directors and for assessing directors on an ongoing basis.

The Nomination Committee's function, amongst others, is to recommend to the Board, candidates for directorship to be filled. In proposing its recommendation, the Committee will consider and evaluate the candidates' required skills, knowledge, expertise and experience, professionalism and integrity and in the case of candidates for the position of independent non-executive directors, their ability to discharge responsibilities / functions as expected from independent non-executive directors.

To ensure the Board has an appropriate balance of expertise and ability, the Nomination Committee carry out an annual review for assessing the effectiveness of the Board as a whole and the contribution of each individual director, including independent non-executive directors as well as its Managing Director. Meetings of the Nomination Committee are held as and when required, and at least once a year. The Nomination Committee met once during the year which was attended by all its members. In carrying out its recent annual review, the Nomination Committee is satisfied that the size of the Board is optimum and that there is appropriate mix of knowledge, skills, attributes and core competencies in the composition of the Board. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions were properly documented.

All directors are subject to retirement by rotation and in ascertaining the number of directors to retire, the Company shall ensure all directors shall retire from office at least once in every 3 years but shall be eligible for re-election.

Directors' Training

All Directors and Audit Committee members received full and appropriate continuous training during the period of compliance with the CEP points. During the financial year 2010, the Directors, individually, have attended seminars, conferences or trainings to continuous upgrade their skills and to keep abreast with current developments in the general business environment.

SECTION 2 : DIRECTORS' REMUNERATION

Remuneration Policy and Procedure

The Remuneration Committee comprises of 3 independent non-executive directors and an executive director. The Chairman of the Remuneration Committee is Mr Michael Lim Hee Kiang. The Remuneration Committee reviews and recommends to the Board the remunerations of the executive directors. The determination of remuneration of non-executive directors is a matter for the Board as a whole.

The respective director will play no part in the decisions concerning his or her own remuneration.

Except for the Chairperson who chose to only accept a nominal remuneration, the remuneration of executive directors is linked to the performance of the individual director, performance of the Company, performance of the industry and market survey information. The remuneration of non-executive directors is related to the experience and level of responsibilities of the non-executive directors.

The details of the total remuneration of the Executive Directors and Non-Executive Directors of the Company for financial year ended 31 October 2010 are as follows:-

Range of Aggregate Remuneration	Executive Directors	Non-Executive Directors
Below 50,000	1	3
RM1,300,001- RM1,350,000	1	-

Categories of Directors	Fees RM	Salaries & Bonus RM	Benefits-in-kind RM	Total RM
Executive Directors	-	1,349,690*	5,000	1,354,690
Non-Executive Directors	110,000	-	-	110,000

* The Salaries and Bonus include the payment of AUD150,000.00 calculated at an exchange rate of AUD1.00 : RM3.079.

The Board has chosen to disclose the remuneration in bands pursuant to the Listing Requirements as separate and detailed disclosure of individual director's remuneration will not add significantly to the understanding and evaluation of the Company's governance.

The Remuneration Committee met one time during the year and was attended by all its members.

SECTION 3 : SHAREHOLDERS

Dialogue Between the Company and Investors

The Annual General Meeting is the main forum for dialogue with shareholders. The Annual Report together with the Notice of Annual General Meeting are sent out to shareholders at least 21 days before the date of meeting. The directors are available at the Annual General Meeting to provide responses to queries and to receive feedbacks from the shareholders during the meeting.

Additionally, a press conference is held immediately after the Annual General Meeting to answer further queries concerning the Company.

During the financial year, the Company occasionally has discussions with fund managers and analyst. Presentation is based on permissible disclosures.

SECTION 4 : ACCOUNTABILITY AND AUDIT

Financial Reporting

Financial Reporting are made to the shareholders through the quarterly reports to Bursa Securities and the Annual Report. In these reports, the directors have a responsibility to present a fair assessment of the Company's position and prospects.

Internal Control

The Board acknowledges its responsibility for the Group's system of internal control and for the reviewing of its adequacy and integrity.

Information on the Group's internal control is presented in the Statement of Internal Control laid out on page 27.

Relationship with Auditors

The Company's relationship with its external auditors is primarily maintained through the Audit Committee and the Board. The Company has always maintained a close and transparent relationship with its external auditors in seeking professional advice and ensuring compliance with the accounting standards in Malaysia. The Audit Committee has explicit authority to communicate directly with external and internal auditors.

The Audit Committee meets with the external auditors at least twice a year and whenever it deems necessary. In addition, the external auditors are invited to attend the annual general meeting of the Company and are available to answer shareholders' questions on the conduct of the statutory audit and the preparation and content of their audit report.

Statement of Compliance with the Best Practices of the Code

The Company is committed to achieving high standards of corporate governance and is continuing to ensure that the Principles and Best Practices are complied with.

The Board, in general, considers that it has complied with the Principles and Best Practices as set out in the Code.

SECTION 5 : CORPORATE SOCIAL RESPONSIBILITY

Donations and Community Services

The Company has always been supportive towards development of culture and education as well as assisting the needy. For the financial year 2010, the Company has made various donations to support the operation of the Malayan Public Library, to promote the traditional musical and cultural performances of Dama Music Productions and to assist certain shelter homes.

Scholarships

Through HELP University College group of companies, the Group has also been providing scholarships, study grants and loans to nurture the talent of deserving and needy students.

1 March 2011

REPORT ON AUDIT COMMITTEE

MEMBERS

Mr Ong Liang Win (Chairman)	Independent Non-Executive Director
Mr Michael Lim Hee Kiang	Independent Non-Executive Director
Dato' Zaibedah Binti Ahmad	Independent Non-Executive Director

TERMS OF REFERENCE

1. Objectives

The objective of the Audit Committee is to assist the Board of Directors in meeting its responsibilities relating to accounting and reporting practices of the Company and its subsidiary companies.

In addition, the Audit Committee shall:-

a) oversee and appraise the quality of the audits conducted both by the Company's internal and external auditors;

b) maintain open lines of communication between the Board of Directors, the internal auditors and the external auditors for the exchange of views and information, as well as to confirm their respective authority and responsibilities; and

c) determine the adequacy of the Group's administrative, operating and accounting controls.

2. Composition

The Audit Committee shall be appointed by the Directors from amongst their members (pursuant to a resolution of the Board of Directors) which fulfill the following requirements:-

a) the Audit Committee must be composed of no fewer than 3 members and all members shall be non-executive directors;

b) a majority of the Audit Committee must be independent directors; and

c) all members of the Audit Committee should be financially literate and at least one member of the Audit Committee:-

i) must be a member of the Malaysian Institute of Accountants;

ii) if he is not a member of the Malaysian Institute of Accountants, he must have at least 3 years' working experience and:-

- he must have passed the examinations specified in Part 1 of the 1st Schedule of the Accountants Act, 1967; or

- he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act, 1967; or

iii) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("Bursa Securities");

d) no alternate director shall be appointed as a member of Audit Committee.

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

In the event of any vacancy in the Audit Committee resulting in the non-compliance of item 2(a) to (c) above, the vacancy must be filled within 3 months of that event.

The Board of Directors must review the term of office and performance of the Audit Committee and each of its members at least once every 3 years to determine whether the Audit Committee and members have carried out their duties in accordance with the terms of reference.

3. Functions

The functions of the Audit Committee are as follows:-

a) to review the following and to report the same to the Board of Directors:-

i) with the external auditors, the audit plan;

ii) with the external auditors, his evaluation of the system of internal controls;

iii) with the external auditors, his audit report;

iv) the assistance given by the Company's employees to the external auditors; and

v) any related party transaction and conflict of interest situation that may arise within the Company or group including any transaction procedure or course of conduct that raises the questions of management integrity;

b) to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal and the letter of resignation from the external auditor, if applicable;

c) to discuss with the external auditor before the audit commences, the nature and scope of the audit and ensure coordination where more than one audit firm is involved;

d) to review the quarterly and year-end financial statements of the Company, focusing particularly on:-

i) any changes in accounting policies and practices;
ii) significant adjustments arising from the audit;
iii) the going concern assumption;
iv) compliance with accounting standards and other legal requirements;

e) 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);

f) to review the external auditor's management letter and management's response;

g) to do the following in relation to the internal audit function:-

i) ensure the internal audit function is independent of the activities it audits and the head of internal audit reports directly to the Audit Committee. The head of internal audit will be responsible for the regular review and/or appraisal of the effectiveness of the risk management, internal control and governance processes within the Company;

ii) 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;

iii) review the internal audit programme and results of the internal audit process and where necessary, ensure that appropriate action is taken on the recommendations of the internal audit function;

iv) review any appraisal or assessment of the performance of members of the internal audit function;

v) approve any appointments or termination of senior staff members of the internal audit function;

vi) take cognizance of resignations of internal audit staff members (for in-house internal audit function) or the internal audit service provider (for out-sourced internal audit function) and provide the resigning staff member or the internal audit service provider an opportunity to submit his reasons for resigning;

h) to consider any related party transaction that may arise within the Company and group;

i) to consider the major findings of internal investigations and management's response; and

j) to consider other areas as defined by the Board, or as may be prescribed by Bursa Securities or any other relevant authority from time to time.

4. Rights of the Audit Committee

The Audit Committee shall, wherever necessary and reasonable for the Company to perform of its duties, in accordance with a procedure to be determined by the Board of Directors and at the cost of the Company:-

a) have authority to investigate any matter within its term of reference;

b) have the resources which are required to perform its duties;

c) have full and unrestricted access to any information pertaining to the Company;

d) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;

e) be able to obtain independent professional or other advice; and

f) be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of the executive directors and employees of the Company, whenever deemed necessary.

The Chairman of the Audit Committee shall engage on a continuous basis with senior management, such as the chairman, the chief executive officer, the finance director, the head of internal audit and the external auditors in order to be kept informed of matters affecting the Company.

MEETINGS

The Audit Committee shall meet at least 4 times a year and such additional meetings as the Chairman shall decide in order to fulfil its duties. However, at least twice a year the Audit Committee shall meet with the external auditors without the presence of executive Board members.

In addition, the Chairman may call a meeting of the Audit Committee if a request is made by any committee member, the Company's Chief Executive, or the internal or external auditors.

The Company Secretary or other appropriate senior officer shall act as secretary of the Audit Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to committee members prior to each meeting.

The Secretary shall be responsible for keeping the minutes of meetings of the Audit Committee, and circulating them to committee members and to the other members of the Board of Directors.

A quorum shall consist of a majority of independent directors.

By invitation of the Audit Committee, the Company must ensure that other directors and employees attend any particular audit committee meeting specific to the relevant meeting.

The Audit Committee met five times during the financial year ended 31 October 2010. The attendance of the Audit Committee members for the five meetings is as follows:-

Names	Number of Meetings Attended By the Member during Their Tenure in Office	%
Mr Ong Liang Win (Chairman)	5	100
Mr Michael Lim Hee Kiang	4	80
Dato' Zaibedah Binti Ahmad	5	100

The Managing Director, the Chief Financial Officer, a representative of the Internal Audit and a representative of the External Auditors normally attend the meetings. Other members of the Board and senior management may attend the meetings upon invitation. The Audit Committee also met with the external auditors at least twice a year and internal auditors once a year without executive board members and management present.

ACTIVITIES

The activities of the Audit Committee during the financial year ended 31 October 2010 can be summarized as follows:-

a) reviewed the quarterly financial statements and the final audited financial statements before recommending to the Board for approval and release to Bursa Securities;

b) reviewed the Audit Plan Memorandum with the external auditors;

c) reviewed the proposed policies and procedures on Related Party Transactions to ensure compliance with laws and regulations;

d) reviewed the independence, objectivity and effectiveness of the external auditors and the services provided, including non-audit services and corresponding fees;

e) reviewed the annual Internal Control Statement to be published in the Annual Report;

f) considered and reviewed the business processes presented by the internal audit team to assess the effectiveness of the internal control system;

g) discussed and adopted the internal audit plan;

h) examined findings made by internal auditor and management's response; and

i) reviewed the adequacy of the scope, function, competency and resources of the internal audit functions.

INTERNAL AUDIT FUNCTION

The Company outsourced its internal audit function to a third party service provider, which assists the Audit Committee in discharging its duties and responsibilities. The third party service provider acts independently with impartiality, proficiency and due professional care and reports directly to the Audit Committee. The total cost paid by the Group to the third party provider amounts to RM54,000 for financial year 2010.

1 March 2011

STATEMENT OF INTERNAL CONTROL

RESPONSIBILITY

The Board recognizes that it is responsible for the Group's system of internal control and for reviewing its adequacy and integrity. The system is also designed to safeguard the shareholders' investments and the Group's assets. The Board's responsibility in relation to the system of internal control extends to the subsidiaries of the Group.

The system of internal control is designed to manage rather than to eliminate the risk of failure to achieve business objectives. In pursuing these objectives, internal controls can only provide reasonable and not absolute assurance against material misstatement or loss.

KEY FEATURES OF THE INTERNAL CONTROL SYSTEM

The framework for risk management which identify and evaluate the significant risks faced by the Group had been set up in the previous years. The same risk management framework continued to be used during the financial year under review. Based on the risks identified, strategies to address such risks have been planned and reviewed by the Board from time to time. The identification, evaluation and managing of the significant risks are in accordance with the guidance of the Statement on Internal Control: Guidance for Directors of Public Listed Companies.

The framework and key processes that the Board established in reviewing the adequacy and integrity of the system of internal control are as follows:-

a) a management structure with defined lines of responsibilities and appropriate reporting structure including proper approval and authority limit for controlling and approving capital expenditure and expenses;

b) the strategic planning, annual budgeting and target setting process for the Group's key area of business;

c) the policies and procedures for significant processes of the Group's operation are documented, being documented and updated from time to time;

d) an internal audit function which includes performing regular reviews of business processes to assess the effectiveness of the internal control system and to highlight significant risks impacting the Group with recommendations for improvement; and

e) the Audit Committee holds regular meetings to deliberate on findings and recommendations for improvement by internal auditors on the state of the internal control system and reports back to the Board.

Puan Sri Datin Chook Yew Chong Wen
Chairperson

STATEMENT OF DIRECTORS' RESPONSIBILITY IN RELATION TO THE FINANCIAL STATEMENTS

This statement is prepared as required by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The directors are required to prepare financial statements which give a true and fair view of the state of affairs of the Group and the Company as at the end of each financial year and of their results and their cash flow for that year then ended.

The directors consider that in preparing the financial statements,

- the Group and the Company have used 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 Company maintains accounting records that disclose with reasonable accuracy the financial position of the Group and the Company, and which enable them to ensure that the financial statements comply with the Companies Act, 1965.

The directors have general 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.

DIRECTORS' REPORT

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

PRINCIPAL ACTIVITIES

The principal activities of the Company are property investment and the provision of related services and investment holding.

The principal activities of the subsidiaries are described in Note 7 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM'000	Company RM'000
Profit for the year	50,734	417,484
Attributable to:		
Equity holders of the Company	41,456	417,484
Minority interests	9,278	-
	50,734	417,484

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

In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature, other than gain arising from fair value adjustment on investment properties as disclosed in Note 5 to the financial statements.

DIVIDENDS

The amount of dividends paid by the Company since 31 October 2009 were as follows:

	RM'000
In respect of the financial year ended 31 October 2009 as reported in the directors' report of that year:	
Final dividend of 10% less 25% taxation, on 343,616,761 ordinary shares, approved on 28 April 2010 and paid on 21 May 2010	25,771

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 October 2010, of 10% less 25% of taxation on 343,616,761 ordinary shares, amounting to a total dividend payable of RM25,771,257 (7.5 sen net per ordinary share) will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 October 2011.

DIRECTORS

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

Puan Sri Datin Chook Yew Chong Wen
Wen Chiu Chi
Michael Lim Hee Kiang
Dato' Zaibedah binti Ahmad
Ong Liang Win

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 or its subsidiaries was a party, whereby the directors might acquire benefits by means of acquisition of shares in 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 shown in Note 25 to the financial statements) by reason of a contract made by the Company or a related corporation with any 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, except as disclosed in Note 33 to the financial statements.

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 and its holding company, Kayin Holdings Sdn. Berhad, during the financial year were as follows:

	Number of ordinary shares of RM1 each			
	1 November 2009	Bought	Sold	31 October 2010
The Company				
Puan Sri Datin Chook Yew Chong Wen (indirect)	211,685,036	16,175,700	-	227,860,736
Wen Chiu Chi (direct)	71,247	-	-	71,247
Michael Lim Hee Kiang (direct)	1,000	-	-	1,000
Holding company				
Puan Sri Datin Chook Yew Chong Wen (direct)	2,022,000	-	-	2,022,000

Puan Sri Datin Chook Yew Chong Wen by virtue of her interest in shares in the Company is also deemed interested in shares of all the Company's subsidiaries to the extent the Company has an interest.

None of the other 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 there were no known bad debts and that adequate provision had been made for doubtful debts; and

(ii) to ensure that any current assets which were unlikely to realise their value as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

(b) At the date of this report, the directors are not aware of any circumstances which would render:

(i) it necessary to write off any bad debts or the amount of the provision for doubtful debts 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.

(e) At the date of this report, there does not exist:

(i) any charge on the assets of the Group or 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 or 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 or of the Company to meet their 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 or of the Company for the financial year in which this report is made.

SIGNIFICANT EVENTS

Significant events are disclosed in Note 38 to the financial statements.

SUBSEQUENT EVENTS

Details of subsequent event is disclosed in Note 39 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 25 February 2011

Puan Sri Datin Chook Yew Chong Wen

Wen Chiu Chi

STATEMENT BY DIRECTORS
PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

We, Puan Sri Datin Chook Yew Chong Wen and Wen Chiu Chi, being two of the directors of Selangor Properties Berhad, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 39 to 122 are drawn up in accordance with Financial Reporting Standards and the provisions of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 October 2010 and of the results and the cash flows of the Group and of the Company for the year then ended.

Other reporting responsibilities

The information set out in Note 43 to the financial statements have been prepared in accordance with the Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the directors dated 25 February 2011.

Puan Sri Datin Chook Yew Chong Wen

Wen Chiu Chi

STATUTORY DECLARATION
PURSUANT TO SECTION 169(16) OF THE COMPANIES ACT, 1965

I, Lee Boon Kian, being the officer primarily responsible for the financial management of Selangor Properties Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 39 to 122 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 Lee Boon Kian at
Kuala Lumpur in the Federal Territory
on 25 February 2011 Lee Boon Kian

Before me,

Raman Kunyapu (No. W476)
Pesuruhjaya Sumpah
Kuala Lumpur

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF SELANGOR PROPERTIES BERHAD

Report on the financial statements

We have audited the financial statements of Selangor Properties Berhad, which comprise the balance sheets as at 31 October 2010 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 39 to 122.

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 2010 and of their financial performances and cash flows 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 of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

(b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 7 to the financial statements, being financial statements that have been included in the consolidated financial statements.

(c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

(d) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification, and in respect of the subsidiaries incorporated in Malaysia, did not include any comment required to be made under Section 174(3) of the Act.

Other matters

The supplementary information set out in Note 43 on page 123 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

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	Gloria Goh Ewe Gim
AF: 0039	No. 1685/04/11(J)
Chartered Accountants	Chartered Accountant

Kuala Lumpur, Malaysia
25 February 2011

FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET
AS AT 31 OCTOBER 2010

	Note	2010 RM'000	2009 RM'000
Assets			
Non-current assets			
Property, plant and equipment	3	169,808	95,003
Land held for property development	4(a)	850,300	797,666
Investment properties	5	476,732	446,267
Intangible assets	6	4,420	4,404
Other investments	8	75,436	62,265
Other receivables	11	12,637	10,584
Deferred tax assets	19	10,467	11,321
Total non-current assets		1,599,800	1,427,510
Current assets			
Property development costs	4(b)	43,764	8,397
Inventories	9	32,655	47,785
Trade receivables	10	21,248	44,965
Other receivables	11	49,960	32,114
Tax recoverable		4,219	2,465
Other investments	8	14,630	26,584
Cash and bank balances	12	595,744	656,321
Total current assets		762,220	818,631
Total assets		2,362,020	2,246,141

	Note	2010 RM'000	2009 RM'000
Equity and Liabilities			
Equity attributable to equity holders of the Company			
Share capital	17	343,617	343,617
Reserves		300,114	291,113
Retained earnings	18	1,113,899	1,111,797
		1,757,630	1,746,527
Minority interests		61,555	53,256
Total equity		1,819,185	1,799,783
Non-current liabilities			
Borrowings	14	344,377	165,489
Deferred tax liabilities	19	28,684	26,393
Other payable	16	27,000	-
Total non-current liabilities		400,061	191,882
Current liabilities			
Borrowings	14	53,099	163,496
Trade payables	15	23,178	23,796
Other payables	16	64,771	59,507
Tax payable		1,726	7,677
Total current liabilities		142,774	254,476
Total liabilities		542,835	446,358
Total equity and liabilities		2,362,020	2,246,141
Net tangible assets per share		5.10	5.07

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

CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 31 OCTOBER 2010

	Note	2010 RM'000	2009 RM'000
Revenue	20	203,060	321,702
Cost of sales	21	(24,161)	(107,717)
Gross profit		178,899	213,985
(Loss)/gain from investment	22	(11,812)	31,455
Other income		36,889	28,998
Administration expenses		(55,746)	(52,708)
Other operating expenses		(59,599)	(145,937)
Operating profit	23	88,631	75,793
Finance costs	26	(16,945)	(14,195)
Share of result of jointly controlled entity		-	(40)
Profit before tax		71,686	61,558
Income tax expense	27	(20,952)	(21,015)
Profit for the year		50,734	40,543
Attributable to:			
Equity holders of the Company		41,456	32,973
Minority interests		9,278	7,570
		50,734	40,543
Earnings per share attributable to equity holders of the Company:			
Basic	31	12.1 sen	9.6 sen
Diluted		12.1 sen	9.6 sen

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 OCTOBER 2010

	← Attributable to equity holders of the Company →								
	← Non-distributable				→ Distributable				
	Share capital RM'000	Share premium reserve RM'000	Revaluation reserve RM'000 (Note 28)	Capital reserve RM'000 (Note 29)	Foreign currency translation reserve RM'000 (Note 30)	Retained earnings RM'000	Total RM'000	Minority interests RM'000	Total equity RM'000
At 1 November 2009	343,617	201,754	3,829	56,947	28,583	1,111,797	1,746,527	53,256	1,799,783
Foreign currency translation differences, representing net loss recognised directly in equity	-	-	-	-	(1,012)	-	(1,012)	-	(1,012)
Currency translation differences realised during the year	-	-	-	-	(3,570)	-	(3,570)	-	(3,570)
Profit for the year	-	-	-	-	-	41,456	41,456	9,278	50,734
Total recognised income and expenses for the year	-	-	-	-	(4,582)	41,456	36,874	9,278	46,152
Capitalisation of retained earnings for bonus issue declared by subsidiary	-	-	-	13,583	-	(13,583)	-	-	-
Dividends (Note 32)	-	-	-	-	-	(25,771)	(25,771)	-	(25,771)
Dividends paid by subsidiary to minority interests	-	-	-	-	-	-	-	(979)	(979)
At 31 October 2010	343,617	201,754	3,829	70,530	24,001	1,113,899	1,757,630	61,555	1,819,185
At 1 November 2008	343,617	201,754	3,829	56,947	19,526	1,107,172	1,732,845	46,665	1,779,510
Foreign currency translation differences, representing net gain recognised directly in equity	-	-	-	-	9,057	-	9,057	-	9,057
Profit for the year	-	-	-	-	-	32,973	32,973	7,570	40,543
Total recognised income and expenses for the year	-	-	-	-	9,057	32,973	42,030	7,570	49,600
Dividends (Note 32)	-	-	-	-	-	(28,348)	(28,348)	-	(28,348)
Dividends paid by subsidiary to minority interests	-	-	-	-	-	-	-	(979)	(979)
At 31 October 2009	343,617	201,754	3,829	56,947	26,583	1,111,797	1,746,527	53,256	1,799,783

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

CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 OCTOBER 2010

	2010 RM'000	2009 RM'000
Cash flows from operating activities		
Profit before tax	71,686	61,558
Adjustments for:		
Depreciation	6,615	9,068
Amortisation of intangible assets	122	68
Loss/(gain) on disposal of property, plant and equipment	2	(20)
Property, plant and equipment and software written off	-	1
Gain on disposal of investment property held for sale	-	(183)
Gain on land acquisition by government	(3,334)	-
Write down of inventories	-	1,795
Unrealised foreign exchange loss/(gain)	38,675	(28,900)
Loss/(gain) on disposal of other investments	11,812	(31,455)
(Reversal of)/provision for impairment losses, net	(21,640)	73,969
Gain on fair value changes of investment properties	(29,645)	-
Provision for doubtful debts, net of reversal	277	55
Bad debts written off	-	146
Dividend income from shares quoted outside Malaysia	(286)	(492)
Interest income	(5,095)	(7,332)
Interest expense	16,945	14,195
Gain on disposal of subsidiary	(203)	-
Gain on acquisition of subsidiary	-	(19,967)
Share of result of jointly controlled entity	-	40
Operating profit before working capital changes	85,931	72,546
(Increase)/decrease in receivables	(7,800)	14,324
Decrease/(increase) in inventories	23,685	(32,768)
Increase/(decrease) in payables	14,253	(57,265)
(Increase)/decrease in development properties	(108,558)	5,351
Net cash generated from operations	7,511	2,188
Interest received	5,176	9,130
Taxes paid	(25,506)	(20,311)
Net cash used in operating activities	(12,819)	(8,993)

	2010 RM'000	2009 RM'000
Cash flows from investing activities		
Purchase of other investments	(19,993)	(145,138)
Proceeds from disposal of other investments	8,875	299,268
Purchase of property, plant and equipment and software	(43,537)	(4,947)
Proceeds from disposal of property, plant and equipment	2	55
Purchase of investment property	(820)	-
Proceeds from disposal of investment property held for sale	-	1,500
Dividends received from shares quoted outside Malaysia	286	492
Net cash outflow from acquisition of subsidiary (Note 7(b))	-	(240)
Net cash outflow from disposal of a subsidiary (Note 7(c))	(13)	-
Net cash (used in)/generated from investing activities	(55,200)	150,990
Cash flows from financing activities		
Drawdown of borrowings, net	73,867	24,910
Dividends paid	(25,771)	(28,348)
Dividends paid by a subsidiary to minority interests	(979)	(979)
Interest paid	(17,001)	(14,930)
Net cash generated from/(used in) financing activities	30,116	(19,347)
Net (decrease)/increase in cash and cash equivalents	(37,903)	122,650
Effects of exchange rate changes	(22,674)	10,413
Cash and cash equivalents at beginning of year	656,321	523,258
Cash and cash equivalents at end of year (Note 12)	595,744	656,321

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

BALANCE SHEET
AS AT 31 OCTOBER 2010

	Note	2010 RM'000	2009 RM'000
Assets			
Non-current assets			
Property, plant and equipment	3	100	164
Land held for property development	4(a)	-	39,001
Investment properties	5	25,620	24,485
Investments in subsidiaries	7	904,192	427,683
Total non-current assets		929,912	491,333
Current assets			
Property development costs	4(b)	39,462	-
Trade receivables	10	266	202
Other receivables	11	128,466	281,124
Tax recoverable		191	180
Cash and bank balances	12	5,007	4,459
Total current assets		173,392	285,965
Total assets		1,103,304	777,298
Equity and Liebilities			
Equity attributable to equity holders of the Company			
Share capital	17	343,617	343,617
Reserves		201,754	201,754
Retained eamings	18	481,402	89,689
Total equity		1,026,773	635,060
Non-current liability			
Deferred tax liability	19	13	-
Current liebilities			
Borrowings	14	43,099	68,096
Other payables	16	33,419	76,142
Total current liabilities		76,518	142,238
Total liabilities		76,531	142,238
Total equity end liabilities		1,103,304	777,298

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

INCOME STATEMENT
FOR THE YEAR ENDED 31 OCTOBER 2010

	Note	2010 RM'000	2009 RM'000
Revenue	20	422,245	53,593
Other income		4,597	2,902
Administration expenses		(2,120)	(2,472)
Other operating expenses		(4,872)	(2,039)
Operating profit	23	419,850	51,984
Finance costs	26	(1,425)	(1,639)
Profit before tax		418,425	50,345
Income tax (expense)/recoverable	27	(941)	2,733
Profit for the year		417,484	53,078

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

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 OCTOBER 2010

	Share capital RM'000	Non-distributable Share premium reserve RM'000	Distributable Retained earnings RM'000 (Note 18)	Total RM'000
At 1 November 2008	343,617	201,754	64,959	610,330
Profit for the year	-	-	53,078	53,078
Dividends (Note 32)	-	-	(28,348)	(28,348)
At 31 October 2009	343,617	201,754	89,689	635,060
At 1 November 2009	343,617	201,754	89,689	635,060
Profit for the year	-	-	417,484	417,484
Dividends (Note 32)	-	-	(25,771)	(25,771)
At 31 October 2010	343,617	201,754	481,402	1,026,773

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

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 OCTOBER 2010

	2010 RM'000	2009 RM'000
Cash flows from operating activities		
Profit before tax	418,425	50,345
Adjustments for:		
Fair value adjustment of investment property	(315)	-
Depreciation	64	114
Dividend income from subsidiaries	(421,865)	(53,239)
Interest expense	1,425	1,639
Interest income	(3,946)	(2,380)
Operating loss before working capital changes	(6,212)	(3,521)
Decrease in receivables	152,594	48,070
Decrease in payables	(42,723)	(90,862)
Increase in development properties	(461)	(2,238)
Cash generated from/(used in) operations	103,198	(48,551)
Taxes paid, net	(600)	(729)
Net cash generated from/(used in) operating activities	102,598	(49,280)
Cash flows from investing activities		
Dividends received, net	421,526	52,329
Interest received	3,946	2,307
Purchase of investment property	(820)	-
Subscription to convertible redeemable preference shares issued by subsidiaries	(476,260)	-
Subscription to ordinary shares issued by a subsidiary	(249)	-
Net cash (used in)/generated from investing activities	(51,857)	54,636
Cash flows from financing activities		
(Repayment)/drawdown of borrowings, net	(23,000)	21,300
Dividends paid	(25,771)	(28,348)
Interest paid	(1,422)	(1,823)
Net cash used in financing activities	(50,193)	(8,871)
Net increase/(decrease) in cash and cash equivalents	648	(3,515)
Cash and cash equivalents at beginning of year	4,459	7,974
Cash and cash equivalents at end of year (Note 12)	5,007	4,459

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

NOTES TO THE FINANCIAL STATEMENTS
31 OCTOBER 2010

1. Corporate information

The principal activities of the Company are property investment and the provision of related services and investment holding. The principal activities of the subsidiaries are described in Note 7. There have been no significant changes in the nature of these activities during the financial year.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The principal place of business of the Company is located at Level 2, Block D, Kompleks Pejabat Damansara, Jalan Dungun, Damansara Heights, 50490 Kuala Lumpur.

The holding and ultimate holding company of the Company is Kayin Holdings Sdn. Berhad, a company incorporated in Malaysia.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 25 February 2011.

2. Significant accounting policies

2.1 Basis of preparation

The financial statements comply with Financial Reporting Standards ("FRSs") and the provisions of the Companies Act, 1965 in Malaysia. Other than the adoption of FRS 8: Operating Segments at the beginning of its current financial year, the significant accounting policies adopted by the Group and the Company are consistent with those applied in the annual audited financial statements for the financial year ended 31 October 2009.

The financial statements of the Group and of the Company have been prepared on a historical cost basis, except for investment properties that have been measured at their fair values.

The financial statements are presented in Ringgit Malaysia ("RM") and all values are rounded to the nearest thousand (RM'000) except when otherwise indicated.

2.2 Summary of significant accounting policies

(a) Subsidiaries and basis of consolidation

(i) Subsidiaries

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

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

(ii) Basis of consolidation

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

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

Acquisitions of subsidiaries are accounted for using the purchase method. 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.

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.

(b) Jointly controlled entities

The Group's interest in jointly controlled assets and liabilities arising from its joint venture arrangements have been accounted for in the financial statements using the line-by-line reporting format for the proportionate consolidation of the assets and liabilities of the joint venture arrangements.

(c) Intangible assets

(i) Goodwill

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

(ii) Computer software

Intangible assets acquired separately are measured on initial recognition at cost. 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 amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each balance sheet date.

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, plant and equipment and depreciation

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

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

Land and building which were first revalued in 1980 have not been revalued since the first revaluation. The directors have not adopted a policy of regular revaluations of such assets and no later valuation has been recorded. As permitted under the transitional provisions of IAS 16 (Revised): Property, Plant and Equipment, these assets continue to be stated at their 1980 valuation less accumulated depreciation. The revaluation surplus was credited to the revaluation reserve included within equity. Upon disposal or retirement of the asset, any revaluation reserve relating to the particular asset is transferred directly to retained eamings.

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

Building	2%
Plant and equipment	7.5% - 33.3%
Office, computer and teaching equipment	20% - 50%
Renovation, fumiture, fittings, motor vehicles and library books	10% - 33.3%

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any and the net carrying amount is recognised in profit or loss and the unutilised portion of the revaluation surplus on that item is taken directly to retained earnings.

(e) Investment properties

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Fair value is determined by the directors with reference to market evidence of transaction prices for similar properties, valuations performed by registered independent valuers having an appropriate recognised professional qualification and recent experience in the location and category of the properties being valued.

Gains or losses arising from changes in the fair values of investment properties are recognised in profit or loss in the year in which they arise.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year in which they arise.

(f) Investment property held for sale

Investment property is classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition subject only to terms that are usual and customary.

(g) Land held for property development and property development costs

(i) Land held for property development

Land held for property development consists of land where no development activities have been carried out or where development activities are not expected to be completed within the normal operating cycle. Such land is classified within non-current assets and is stated at cost less any accumulated impairment losses.

Land held for property development is reclassified as property development costs at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within the normal operating cycle.

(ii) Property development costs

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised in the income statement by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Where the financial outcome of a development activity cannot be reliably estimated, property development revenue is recognised only to the extent of property development costs incurred that is probable will be recoverable, and property development costs on properties sold are recognised as an expense in the period in which they are incurred.

Any expected loss on a development project, including costs to be incurred over the defects liability period, is recognised as an expense immediately.

Property development costs not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value.

The excess of revenue recognised in the income statement over billings to purchasers is classified as accrued billings within trade receivables and the excess of billings to purchasers over revenue recognised in the income statement is classified as progress billings within trade payables.

(h) Impairment of non-financial assets

The carrying amounts of assets, other than investment property, property development costs, inventories, deferred tax assets and non-current assets held for sale, 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 and intangible assets that have an indefinite useful life, the recoverable amount is estimated at each balance sheet date or more frequently when indicators of impairment are identified.

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

An asset's recoverable amount is the higher of an asset's or CGU'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. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

An impairment loss is recognised in profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for as a revaluation decrease to the extent that the impairment loss does not exceed the amount held in the asset revaluation reserve for the same asset.

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, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase.

(i) Inventories

Inventories, which consist of completed development properties held for sale, are stated at lower of cost and net realisable value. The cost of unsold properties comprises cost associated with the acquisition of land, direct costs and appropriate proportions of common costs.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(j) 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.

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.

(k) Leases

(i) Classification

A lease is recognised as a finance lease if it transfers substantially to the Group all the risks and rewards incidental to ownership. Leases of land and buildings are classified as operating or finance leases in the same way as leases of other assets and the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification. All leases that do not transfer substantially all the risks and rewards are classified as operating leases.

(ii) Operating leases - the Group as lessee

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.

(iii) Operating leases - the Group as lessor

Assets leased out under operating leases are presented on the balance sheets according to the nature of the assets. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease (Note 2.2(o)(ii)).

(l) 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 benefit 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 employee 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 such contributions to the Employees Provident Fund ("EPF").

(m) Foreign currencies

(i) Functional and presentation currency

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

(ii) Foreign currency transactions

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded in the functional currencies using the exchange rates prevailing at the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are translated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are included in profit or loss for the period except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operation. These are initially taken directly to the foreign currency translation reserve within equity until the disposal of the foreign operations, at which time they are recognised in profit or loss.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

(iii) Foreign operations

The results and financial position of foreign operations that have a functional currency different from the presentation currency (RM) of the consolidated financial statements are translated into RM as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate prevailing at the balance sheet date;

- Income and expenses for each income statement are translated at average exchange rates for the year, which approximates the exchange rates at the dates of the transactions; and

- All resulting exchange differences are taken to the foreign currency translation reserve within equity.

The principal exchange rates used for every unit of foreign currency ruling at the balance sheet date are as follows:

	2010	2009
	RM	RM
United States Dollar	3.11	3.41
Euro	4.33	5.05
Australian Dollar	3.04	3.12
Singapore Dollar	2.40	2.44
Japan Yen	3.84	3.73

(n) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(o) 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) Sale of properties

Revenue from sale of properties is accounted for by the stage of completion method as described in Note 2.2(g)(ii).

(ii) Rental income

Rental income from investment property is recognised on a straight-line basis over the term of the lease. The aggregate cost of incentives provided to lessees is recognised as a reduction of rental income over the lease term on a straight-line basis.

(iii) 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.

(iv) Dividend income

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

(v) Interest income

Interest income is recognised on an accrual basis, except to the extent where there are significant uncertainties regarding recovery of the amount, in which case it is recognised upon receipt.

(vi) Investment income

The difference between net disposal proceeds from disposal of other investments and the carrying amount of the investments is recognised in profit or loss.

(p) Financial instruments

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

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, 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 in equity. Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

(i) Cash and cash equivalents

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

(ii) Other investments

Other investments 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. On disposal of other investments, 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 the fair value of the consideration to be paid in the future for goods and services received.

(v) Interest-bearing borrowings

All borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs. After initial recognition, interest bearing borrowings are subsequently measured at amortised cost using the effective interest method.

(vi) Equity instruments

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

(vii) Derivative financial instruments

Derivative financial instruments such as interest rate swap contracts and forward foreign exchange contracts are not recognised in the financial statements.

(viii) Interest rate swap contracts

Net differentials in interest receipts and payments arising from interest rate swap contracts are recognised as interest income or expense upon maturity of the contract.

(ix) Forward foreign exchange contracts

Exchange gains and losses arising on contracts entered into as hedges of anticipated future transactions are deferred, and are recognised upon maturity in the profit or loss as realised gains or losses.

(q) Segment reporting

For management purposes, the Group is organised into operating segments based on the two principal geographical areas in which the Group operates, Malaysia and Australia. For Malaysian operations, the business is managed by the respective segment managers responsible for the performance of its three core businesses, being:

1. property investment;
2. property development; and
3. education

For Australian operations, the two operating segments are property investment and other investment holding.

The segment managers report directly to the Management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 42, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.3 Changes in accounting policies

FRS 8: Operating Segments

FRS 8, which replaces FRS 114 Segment Reporting, specifies how an entity should report information about its operating segments, based on information about the components of the entity that is available to the chief operating decision maker for the purposes of allocating resources to the segments and assessing their performance. The Standard also requires the disclosure of information about the products and services provided by the segments, and the geographical areas in which the Group operates. The Group has adopted FRS 8 retrospectively. These revised disclosures, including the related revised comparative information, are shown in Note 42.

2.4 Standards issued but not yet effective

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

FRSs, Amendments to FRSs and Interpretations	**Effective for financial periods beginning on or after**
FRS 4: Insurance Contracts	1 January 2010
FRS 7: Financial Instruments: Disclosures	1 January 2010
FRS 101: Presentation of Financial Statements (Revised 2010)	1 January 2010
FRS 123: Borrowing Costs	1 January 2010
FRS 139: Financial Instruments: Recognition and Measurement	1 January 2010
Amendments to FRS 1: First-time Adoption of Financial Reporting Standards and FRS 127: Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	1 January 2010

FRSs, Amendments to FRSs and Interpretations (cont'd.)	Effective for financial periods beginning on or after
Amendments to FRS 2: Share-based Payment - Vesting Conditions and Cancellations	1 January 2010
Amendments to FRS 132: Financial Instruments: Presentation*	1 January 2010
Amendments to FRS 139: Financial Instruments: Recognition	1 January 2010
and Measurement, FRS 7: Financial Instruments: Disclosures, and IC Interpretation 9: Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 9: Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10: Interim Financial Reporting and Impairment	1 January 2010
IC Interpretation 11: FRS 2 - Group and Treasury Share Transactions	1 January 2010
IC Interpretation 13: Customer Loyalty Programmes	1 January 2010
IC Interpretation 14: FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	1 January 2010
Improvements to FRSs issued in 2009	1 January 2010
TR *i*-3: Presentation of Financial Statements of Islamic Financial Institutions	1 January 2010
SOP *i*-1 Financial Reporting from an Islamic Perspective	1 January 2010
Amendments to FRS 132: Classification of Rights Issues	1 March 2010
FRS 1: First-time Adoption of Financial Reporting Standards (Revised)	1 July 2010
FRS 3: Business Combinations (Revised)	1 July 2010
FRS 127: Consolidated and Separate Financial Statements (Revised)	1 July 2010
Amendments to FRS 2: Share-based Payment	1 July 2010
Amendments to FRS 5: Non-current Assets Held for Sale and Discontinued Operations	1 July 2010
Amendments to FRS 138: Intangible Assets	1 July 2010
Amendments to IC Interpretation 9: Reassessment of Embedded Derivatives	1 July 2010
IC Interpretation 12: Service Concession Arrangements	1 July 2010
IC Interpretation 16: Hedges of a Net Investment in a Foreign Operation	1 July 2010
IC Interpretation 17: Distributions of Non-cash Assets to Owners	1 July 2010
Amendments to FRS 1: Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters	1 January 2011
Amendments to FRS 1: Additional Exemptions for First-time Adopters	1 January 2011

FRSs, Amendments to FRSs and Interpretations (cont'd.)	**Effective for financial periods beginning on or after**
Amendments to FRS 2: Group Cash-settled Share-based Payment Transactions	1 January 2011
Amendments to FRS 7: Improving Disclosures about Financial Instruments	1 January 2011
IC Interpretation 4: Determining whether an Arrangement contains a Lease	1 January 2011
IC Interpretation 18: Transfer of Assets from Customers	1 January 2011
Improvements to FRSs issued in 2010	1 January 2011
Amendments to IC Interpretation 13: Customer Loyalty Programmes	1 January 2011
TR 3: Guidance on Disclosures of Transition to IFRSs	1 January 2011
TR *i*-4: Shariah Compliant Sale Contracts	1 January 2011
Amendments to IC Interpretation 14: Prepayments of a Minimum Fundings Requirement	1 July 2011
IC Interpretation 19: Extinguishing Financial Liabilities with Equity Instruments	1 July 2011
FRS 124: Related Party Disclosures	1 January 2012
IC Interpretation 15: Agreements for the Construction of Real Estate	1 January 2012
Amendments to IC Interpretation 15: Agreements for the Construction of Real Estate	1 January 2012

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

The Group and the Company plan to adopt the above FRSs, Amendments to FRSs and Interpretations when they become effective in the respective financial period. Unless otherwise described below, the adoption of the above FRSs, Amendments to FRSs and Interpretations upon their initial application 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.

FRS 101: Presentation of Financial Statements (Revised 2010)

The revised FRS 101 introduces changes in the presentation and disclosures of financial statements. The revised Standard separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with all non-owner changes in equity presented as a single line. The Standard also introduces the statement of comprehensive income, with all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense recognised directly in equity, either in one single statement, or in two linked statements. The Group is currently evaluating the format to adopt.

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

The revised FRS 101 also requires the Group to make new disclosures to enable users of the financial statements to evaluate the Group's objectives, policies and processes for managing capital. The revised FRS does not have any impact on the financial position and results of the Group and the Company.

FRS 3: Business Combinations (Revised 2010) and FRS 127: Consolidated and Separate Financial Statements (Revised 2010)

The revised standards are effective for annual periods beginning on or after 1 July 2010. The revised FRS 3 introduces a number of changes in the accounting for business combinations occurring after 1 July 2010. These changes will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results. The Amendments to FRS 127 require that a change in the ownership interest of a subsidiary (without loss of control) is accounted for as an equity transaction. Therefore, such transactions will no longer give rise to goodwill, nor will they give rise to a gain or loss. Furthermore, the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Other consequential amendments have been made to FRS 107 Statement of Cash Flows, FRS 112 Income Taxes, FRS 121 The Effects of Changes in Foreign Exchange Rates, FRS 128 Investments in Associates and FRS 131 Interests in Joint Ventures. The changes from revised FRS 3 and Amendments to FRS 127 will affect future acquisitions or loss of control and transactions with minority interests. The standards may be early adopted. However, the Group does not intend to early adopt.

IC Interpretation 15: Agreements for the Construction of Real Estate and Amendments to IC Interpretation 15: Agreements for the Construction of Real Estate

This Interpretation clarifies when and how revenue and related expenses from the sale of a real estate unit should be recognised if an agreement between a developer and a buyer is reached before the construction of the real estate is completed. Furthermore, the Interpretation provides guidance on how to determine whether an agreement is within the scope of FRS 111 Construction Contracts or FRS 118 Revenue.

The Group currently recognises revenue arising from property development projects using the stage of completion method. Upon the adoption of IC Interpretation 15, the Group may be required to change its accounting policy to recognise such revenues at completion, or upon or after delivery. The Group is in the process of making an assessment of the impact of this Interpretation.

2.5 Significant accounting estimates and judgments

(a) Critical judgments made in applying accounting policies

The following are the judgments made by management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements.

Classification between investment properties and property, plant and equipment

The Group has developed certain criteria based on FRS 140 in making judgment whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. Judgment is made to determine the apportionment of value between investment property and property, plant and equipment.

(b) Key sources of estimation uncertainty

The 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 financial year are discussed below.

Property development

The Group recognises property development revenue and expenses in the income statement by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Significant judgment is required in determining the stage of completion, the extent of the property development costs incurred, the estimated total property development revenue and costs, as well as the recoverability of the development projects. In making the judgment, the Group evaluates based on past experience and by relying on the work of specialists.

Property development revenue is recognised based on actual sale and purchase agreements signed while property development cost is recognised based on actual costs incurred as they are deemed completed upon receipt of the temporary certificates of fitness.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses, unabsorbed capital allowances and unutilised investment tax allowances to the extent that it is probable that taxable profit will be available against which the losses and allowances can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The total carrying value of recognised and unrecognised tax losses and allowances of the Group and of the Company are as follows:

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Recognised tax losses and allowances	27,468	12,164	104	144
Unrecognised tax losses and allowances	70,074	62,878	2,039	1,963

Investment properties

The Group carries its investment properties at fair value, with changes in fair value being recognised in the income statement. The investment properties of the Group are held to earn rental income or for capital appreciation or both. The Group engaged independent valuation specialists to determine fair value as at 31 October 2010. The fair value was determined primarily using the comparison method of valuation, which entails comparing recorded transactions of similar properties in the vicinity and/or the investment method of valuation, which entails the capitalisation of the net income of the property.

3. Property, plant and equipment

	Long term freehold/ leasehold land and building* RM'000	Plant and equipment RM'000	Office, computer and teaching equipment RM'000	Renovation, furniture, fittings, motor vehicles and library books RM'000	Assets under construction RM'000	Total RM'000
Group						
At 31 October 2010						
Cost						
At 1.11.2009	82,609	48,284	30,646	43,843	-	205,382
Reclassification	-	(19)	(343)	362	-	-
Additions	70,856	114	1,648	5,166	3,744	81,428
Disposal of subsidiary	-	-	(18)	-	-	(18)
Disposals	-	-	(7)	-	-	(7)
At 31.10.2010	153,465	48,379	31,826	49,371	3,744	286,785
Accumulated depreciation						
At 1.11.2009	4,331	47,903	24,626	33,519	-	110,379
Reclassification	-	(10)	(403)	413	-	-
Charge for the year (Note 23)	1,338	183	1,821	3,273	-	6,615
Disposal of subsidiary	-	-	(14)	-	-	(14)
Disposals	-	-	(3)	-	-	(3)
At 31.10.2010	5,669	48,076	26,027	37,205	-	116,977
Net carrying amount	147,796	303	5,799	12,166	3,744	169,808
At 31 October 2009						
Cost						
At 1.11.2008	43,399	48,239	28,562	41,335	-	161,535
Additions	-	45	2,199	2,564	-	4,808
Transfer from investment properties (Note 5)	39,210	-	-	-	-	39,210
Disposals	-	-	(115)	(56)	-	(171)
At 31.10.2009	82,609	48,284	30,646	43,843	-	205,382
Accumulated depreciation						
At 1.11.2008	3,346	44,481	22,545	31,075	-	101,447
Charge for the year (Note 23)	985	3,422	2,188	2,473	-	9,068
Disposals	-	-	(107)	(29)	-	(136)
at 31.10.2009	4,331	47,903	24,626	33,519	-	110,379
Net carrying amount	78,278	381	6,020	10,324	-	95,003

*** Long term freehold/leasehold land and building of the Group:**

	Freehold land RM'000	Long term leasehold land RM'000	Building RM'000	Total RM'000
Group (cont'd.)				
At 31 October 2010				
Cost				
At 1.11.2009	49,399	-	33,210	82,609
Additions	16,501	23,201	31,154	70,856
At 31.10.2010	85,900	23,201	64,364	153,485
Accumulated depreciation				
At 1.11.2009	-	-	4,331	4,331
Charge for the year	-	117	1,221	1,338
At 31.10.2010	-	117	5,552	5,689
Net carrying amount	85,900	23,084	58,812	147,796
At 31 October 2009				
Cost				
At 1.11.2008	10,959	-	32,440	43,399
Transfer from investment properties (Note 5)	38,440	-	770	39,210
At 31.10.2009	49,399	-	33,210	82,609
Accumulated depreciation				
At 1.11.2008	-	-	3,346	3,348
Charge for the year	-	-	985	985
At 31.10.2009	-	-	4,331	4,331
Net carrying amount	49,399	-	28,879	78,278

	Plant and equipment RM'000	Furniture, fittings and computers RM'000	Motor vehicles RM'000	Total RM'000
Company				
At 31 October 2010				
Cost				
At 1.11.2009/31.10.2010	1,967	1,360	593	3,920
Accumulated depreciation				
At 1.11.2009	1,822	1,341	593	3,756
Charge for the year (Note 23)	45	19	-	64
At 31.10.2010	1,867	1,360	593	3,820
Net carrying amount	100	-	-	100
At 31 October 2009				
Cost				
At 1.11.2008/31.10.2009	1,967	1,360	593	3,920
Accumulated depreciation				
At 1.11.2008	1,780	1,316	546	3,642
Charge for the year (Note 23)	42	25	47	114
At 31.10.2009	1,822	1,341	593	3,756
Net carrying amount	145	19	-	164

4. Land held for property development and property development costs

(a) Land held for property development

	Freehold land RM'000	Long term leasehold land RM'000	Development expenditure RM'000	Total RM'000
Group				
Cost				
At 31 October 2010:				
At 1.11.2009	455,886	13,283	328,497	797,666
Additions	-	-	130,467	130,467
Disposal	(24,352)	-	-	(24,352)
Reclassification	(75)	636	(561)	-
Transfer to property development costs (Note 4(b))	(30,505)	-	(13,893)	(44,398)
Exchange differences	(1,450)	-	(7,633)	(9,083)
Carrying amount at 31.10.2010	399,504	13,919	436,877	850,300
At 31 October 2009:				
At 1.11.2008	235,591	13,283	216,843	465,717
Additions	-	-	103,499	103,499
Transfer from investment properties (Note 5)	30,687	-	-	30,687
Transfer to inventory	(9,779)	-	(67,267)	(77,046)
Acquisition of a subsidiary (Note 7(b))	231,893	-	36,954	268,847
Transfer from deferred income	(48,353)	-	(16,008)	(64,361)
Exchange differences	15,847	-	54,476	70,323
Carrying amount at 31.10.2009	455,886	13,283	328,497	797,666

Disposal during the year relates to government's compulsory acquisition of a part of freehold land at a consideration of RM27,686,000 (Note 11).

Land held for property development of the Group amounting to RM428,989,000 (2009: RM313,364,000) had been charged to financial institutions for a foreign currency term loan (see Note 14).

	Freehold land RM'000	Development expenditure RM'000	Total RM'000
Company			
Cost			
At 1.11.2009	30,400	8,601	39,001
Additions	-	461	461
Transfer to property development costs (Note 4(b))	(30,400)	(9,062)	(39,462)
Carrying amount at 31.10.2010	-	-	-
At 1.11.2008	-	6,363	6,363
Additions	-	2,238	2,238
Transfer from investment properties (Note 5)	30,400	-	30,400
Carrying amount at 31.10.2009	30,400	8,601	39,001

(b) Property development costs

	Freehold land RM'000	Long term leasehold land RM'000	Development expenditure RM'000	Total RM'000
Group				
At 31 October 2010				
Cumulative property development costs				
At 1.11.2009	2,510	-	5,887	8,397
Transfer from land held for property development (Note 4(a))	30,505	-	13,893	44,398
Unsold units transferred to inventories	(883)	-	(8,148)	(9,031)
At 31.10.2010	32,132	-	11,632	43,764

	Freehold lend RM'000	Long term leesehold lend RM'000	Development expenditure RM'000	Total RM'000
Cumulative costs recognised in income statement				
At 1.11.2009/31.10.2010	-	-	-	-
Property development costs at 31.10.2010	32,132	-	11,632	43,764
At 31 October 2009				
Cumulative property development costs				
At 1.11.2008	28,980	2,234	57,098	88,312
Cost incurred during the year	-	-	22,461	22,461
Reversal of completed projects	(14,793)	(2,053)	(68,975)	(85,821)
Unsold units transferred to inventories	(11,677)	(181)	(4,697)	(16,555)
At 31.10.2009	2,510	-	5,887	8,397
Cumulative costs recognised in income statement				
At 1.11.2008	(13,574)	(1,891)	(26,144)	(41,609)
Recognised during the year (Note 21)	(1,219)	(162)	(42,831)	(44,212)
Reversal of completed projects	14,793	2,053	68,975	85,821
At 31.10.2009	-	-	-	-
Property development costs at 31.10.2009	2,510	-	5,887	8,397

	Freehold land RM'000	Development expenditure RM'000	Total RM'000
Company			
Cumulative property development costs			
At 1.11.2009	-	-	-
Transfer from land held for property development (Note 4(a))	30,400	9,062	39,462
At 31.10.2010	30,400	9,062	39,462
Cumulative costs recognised in income statement			
At beginning/end of year	-	-	-
Property development costs at 31.10.2010	30,400	9,062	39,462

(c) **Capitalised costs**

Included in development expenditure incurred during the financial year are:

	Group 2010 RM'000	Group 2009 RM'000
Interest expense (Note 26)	2,768	13,086

5. Investment properties

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
At 1 November 2009/2008	446,267	496,715	24,485	54,885
Additions	820	-	820	-
Fair value adjustment	29,645	-	315	-
Transfer to property, plant and equipment (Note 3)	-	(39,210)	-	-
Transfer to land held for development (Note 4(a))	-	(30,687)	-	(30,400)
Transfer from investment property held for sale (Note 13)	-	19,449	-	-
At 31 October	476,732	446,267	25,620	24,485

Investment property held by a subsidiary with carrying value of RM285,000,000 (2009: RM269,843,000) is pledged to a financial institution for a revolving credit and term loan granted as referred to in Note 14 in the current and previous financial year.

6. Intangible assets

	Goodwill	Software	Total
	RM'000	RM'000	RM'000
Group			
31 October 2010			
Cost			
At 1.11.2009	4,324	3,543	7,867
Additions	-	138	138
At 31.10.2010	4,324	3,681	8,005
Accumulated amortisation and impairment			
At 1.11.2009	77	3,386	3,463
Amortisation (Note 23)	-	122	122
At 31.10.2010	77	3,508	3,585
Net carrying amount	4,247	173	4,420

	Goodwill RM'000	Software RM'000	Total RM'000
31 October 2009			
Cost			
At 1.11.2008	4,324	3,414	7,738
Additions	-	139	139
Written off	-	(10)	(10)
At 31.10.2009	4,324	3,543	7,867
Accumulated amortisation and impairment			
At 1.11.2008	77	3,327	3,404
Amortisation (Note 23)	-	68	68
Written off	-	(9)	(9)
At 31.10.2009	77	3,386	3,463
Net carrying amount	4,247	157	4,404

Impairment test for goodwill

Goodwill has been allocated to the education segment of the Group that operates in Malaysia as well as listed on the Main Market of Bursa Malaysia Securities Berhad. The recoverable amount of the CGU is based on fair value less costs to sell and is determined based on the market value of the shares held by the Group.

As at the balance sheet date, there is no indication of impairment as the recoverable amount of the CGU exceeded the carrying amount of the goodwill.

7. Investments in subsidiaries

	Company 2010 RM'000	Company 2009 RM'000
Quoted shares at cost	2,624	2,624
Unquoted shares at cost	901,568	425,059
	904,192	427,683
Market value of quoted shares	204,540	70,630

Details of the subsidiaries are as follows:

Name of subsidiaries	Country of incorporation	Principal activities	Proportion of ownership interest 2010 %	Proportion of ownership interest 2009 %
Held by the Company:				
Bungsar Hill Holdings Sdn. Bhd.	Malaysia	Property investment and investment holding	100	100
Chong Chook Yew Sdn. Bhd.	Malaysia	Property investment and investment holding	100	100
Friendly Target Sdn. Bhd.	Malaysia	Investment holding	100	100
HELP International Corporation Berhad	Malaysia	Investment holding	51	51
Keruan Jaya Sdn. Bhd.	Malaysia	Property development	100	100
Sabaran (Malaysia) Sdn. Bhd.	Malaysia	Property development	100	100
Sagu Mestika Sdn. Bhd.	Malaysia	Investment holding	100	100
T.K. Wen & Company Sdn. Berhad	Malaysia	Property investment	100	100
Wenworth Hotel (K.L.) Sdn. Bhd.	Malaysia	Property investment	100	100

Name of subsidiaries	Country of incorporation	Principal activities	Proportion of ownership interest 2010 %	2009 %
Wenworth Hotel Sdn. Bhd.	Malaysia	Dormant	100	100
Yondbe Corporation Sdn. Bhd.	Malaysia	Advertising, interviewing and recruiting of new employees	100	100
Held through subsidiaries:				
Affluent Achievers Sdn. Bhd.	Malaysia	Property development	100	-
Damansara Developments Sdn. Bhd.	Malaysia	Property investment	100	100
Editry Sdn. Bhd.	Malaysia	Dormant	59	59
HELP Academy Sdn. Bhd.	Malaysia	Providing higher learning courses, educational and other learning facilities through its own centre and in twinning with other educational institutions	51	51
HELP Executive Advanced Training Sdn. Bhd.	Malaysia	Providing professional and executive education and training	51	51
HELP ICT Sdn. Bhd. **	Malaysia	Carrying on business of a commercial college for higher education	51	51

Name of subsidiaries	Country of incorporation	Principal activities	Proportion of ownership interest 2010 %	2009 %
HELP M&E Sdn. Bhd.	Malaysia	Providing pre-university courses/services and distribution for education products and services	51	51
HELP Training Centre Sdn. Bhd.	Malaysia	Providing educational and other learning facilities through its own centre and in twinning with other educational institutions and provisions of hostel services	51	51
HELP University College Sdn. Bhd.	Malaysia	Providing university focused education for a wide range of pre-university undergraduate and post graduate degree programmes	51	51
International Centre for Security Management Sdn. Bhd. **	Malaysia	Providing consultancy and training in security management and events and exhibition management	-	37
Jupiter Midas Sdn. Bhd.	Malaysia	Dormant	100	100
Oriland Sdn. Bhd.	Malaysia	Property investment	100	100
Orisix Sdn. Bhd.	Malaysia	Property investment	100	100
Oriseven Sdn. Bhd.	Malaysia	Property investment	100	100
Orieight Sdn. Bhd.	Malaysia	Property investment	100	100
Orinine Sdn. Bhd.	Malaysia	Property investment	100	100

Name of subsidiaries	Country of incorporation	Principal activities	Proportion of ownership interest 2010 %	2009 %
Pillargraf Sdn. Bhd.	Malaysia	Property development	100	-
Puncak Madu Sdn. Bhd.^	Malaysia	Property development	100	100
Pusat Bandar Damansara Sdn. Bhd.	Malaysia	Property investment	100	100
Selayang Mulia Sdn. Bhd.	Malaysia	Property development	100	100
Allied Provincial Investments Inc.	The British Virgin Islands	Investment holding	100	100
Allied Provincial Invest Ltd.	The British Virgin Islands	Investment holding	100	100
SPB International Holdings Ltd.	The British Virgin Islands	Investment holding	100	100
SPB (Australia) Pty. Ltd.*	Australia	Investment holding	100	100
SPB Development Pty. Ltd.*	Australia	Investment holding	100	100
SPB Investments (Australia) Pty. Ltd.*	Australia	Investment holding	100	100

* Audited by affiliates of Ernst & Young.

** Audited by firms other than Ernst & Young.

^ Puncak Madu Sdn. Bhd. ceased to be a jointly controlled entity and became a subsidiary of the Group in the previous financial year (Note 7(b)).

Acquisition of subsidiaries

Current financial year

(a) On 5 November 2009, Sagu Mestika Sdn. Bhd. ("Sagu"), a wholly owned subsidiary of the Company, completed the acquisition of two ordinary shares of RM1 each in each of the following companies, all of which are dormant, representing the entire issued and paid-up capital of the respective companies for a cash consideration of RM2 for each of the following companies:

1.	Affluent Armani Sdn. Bhd.	("Affluent Armani")
2.	Affluent Achievers Sdn. Bhd.	("Affluent Achievers")
3.	Pillargraf Sdn. Bhd.	("Pillargraf")
4.	Jubilee Trend Sdn. Bhd.	("Jubilee")
5.	Pegasus Annexe Sdn. Bhd.	("Pegasus")
6.	Gen Diversified Sdn. Bhd.	("Gen")

On 18 August 2010, Sagu dissolved its 100% equity interest in Affluent Armani, Jubilee, Pegasus and Gen, comprising two ordinary shares of RM1 each in each of the companies.

The acquisitions and disposals do not have any significant impact on the profit and loss and net assets of the Group for the financial year ended 31 October 2010.

On 15 October 2010, Sagu transferred its 100% equity interest in Affluent Achievers and Pillargraf, comprising two ordinary shares of RM1 each, to T.K. Wen & Company Sdn. Berhad, a wholly owned subsidiary of the Company, for a total cash consideration of RM4.

The transfer does not have any impact on the profit and loss and net assets of the Group for the financial year ended 31 October 2010.

Previous financial year

(b) On 12 March 2009, Puncak Madu Sdn. Bhd. ("PMSB") issued 40,310,000 redeemable preference shares ("RPS") and allotted 20,155,000 RPS each to Damansara Developments Sdn. Bhd. ("DDSB"), a wholly owned subsidiary of the Company, and Major Liberty Sdn. Bhd. ("MLSB"), the nominee of Galaxy Prestige Sdn. Bhd. ("GPSB"), at an issue price of RM1 per RPS, comprising a nominal value of RM0.01 and a premium of RM0.99 each by way of capitalisation of advances granted to PMSB for additional working capital purposes. DDSB and GPSB were the corporate shareholders of PMSB.

On 17 March 2009, DDSB entered into a Share Sale Agreement ("SSA") with GPSB and MLSB to acquire:

(i) 60,000 ordinary shares of RM1 each in PMSB, representing 50% equity interest in the issued and paid-up share capital of PMSB for a total cash consideration of RM60,000 from GPSB; and

(ii) 20,155,000 RPS of RM0.01 each in PMSB issued at RM0.99 premium, representing 50% interest of the total number of RPS of PMSB for a total cash consideration of RM201,550 from MLSB.

Upon completion of the SSA, PMSB ceased to be a jointly controlled entity of the Group and became a wholly owned subsidiary of the Group.

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

	2009 RM'000
Revenue	803
Profit for the year	165

If the acquisition had occurred on 1 November 2008, the Group's revenue and profit for the previous financial year would have been RM321,987,000 and RM40,606,000 respectively.

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

	Fair value recognised on acquisition RM'000	Acquiree's carrying amount RM'000
Land held for property development (Note 4(a))	268,847	268,847
Trade and other receivables	156	156
Cash and bank balances	21	21
	269,024	269,024
Trade and other payables	228,567	228,567
Fair value of net assets	40,457	
Less: Share of net assets prior to acquisition of additional 50% equity interest in current year	(20,229)	
Share of net assets acquired during the year	20,228	
Gain arising from acquisition	19,967	
Total cost of acquisition	261	

The cash outflow on acquisition is as follows:

	2009 RM'000
Purchase consideration satisfied by cash	261
Cash and cash equivalents of subsidiary acquired	(21)
Net cash outflow of the Group	240

Disposal of subsidiary

Current financial year

(c) On 27 October 2010, HELP International Corporation Berhad ("HIC"), a subsidiary of the Company, disposed of its 72% equity interest in International Centre for Security Management Sdn. Bhd., comprising 204,000 shares of RM1 each, at a total consideration of RM1.

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

	At date of disposal RM '000
Property, plant and equipment (Note 3)	4
Cash and bank balances	13
Receivables	26
Other payables	(246)
Net liabilities	(203)
Gain on disposal of subsidiary (Note 23)	203
Sales consideration	*
Less: Cash and cash equivalents in subsidiary disposed	(13)
Net cash outflow of the Group	(13)

* Denotes RM1.

Subscription to convertible redeemable preference shares ("CRPS") issued by subsidiaries

(d) During the year, the Company subscribed for CRPS issued by the following subsidiaries at an issue price of RM1 each, comprising a nominal value of RM0.01 and a premium of RM0.99, through the capitalisation of advances granted to the following subsidiaries:

1. 443,260,000 CRPS of Sagu Mestika Sdn. Bhd.
2. 33,000,000 CRPS of Sabaran (Malaysia) Sdn. Bhd.

Subscription to ordinary shares issued by a subsidiary

(e) During the year, the Company subscribed for 249,000 ordinary shares issued by Sabaran (Malaysia) Sdn. Bhd. at an issue price of RM1 each, through the capitalisation of advances granted.

8. Other investments

	Group 2010 RM'000	2009 RM'000
Long term investments:		
At cost,		
Equity funds and real estate funds outside Malaysia	43,981	69,389
Hedge funds outside Malaysia	12,518	4,981
Unquoted investment funds outside Malaysia	63,730	43,648
	120,229	118,018
Less: Accumulated impairment losses	(44,793)	(55,753)
	75,436	62,265
Short term investments:		
At cost,		
Quoted shares outside Malaysia	-	32,664
Equity funds and real estate funds outside Malaysia	21,303	10,875
Fixed income investments/funds outside Malaysia	4,298	4,696
	25,601	48,235
Less: Accumulated impairment losses	(10,971)	(21,651)
	14,630	26,584
Total other investments:		
At cost,		
Quoted shares outside Malaysia	-	32,664
Equity funds and real estate funds outside Malaysia	65,284	80,264
Hedge funds outside Malaysia	12,518	4,981
Fixed income investments/funds outside Malaysia	4,298	4,696
Unquoted investment funds outside Malaysia	63,730	43,648
	145,830	166,253
Less: Accumulated impairment losses	(55,764)	(77,404)
	90,066	88,849
At market value,		
Quoted shares outside Malaysia	-	13,635
Equity funds and real estate funds outside Malaysia	21,373	36,496
Hedge funds outside Malaysia	10,890	3,083
Fixed income investments/funds outside Malaysia	4,352	4,566
Unquoted investment funds outside Malaysia	53,451	31,069
	90,066	88,849

9. Inventories

	Group	
	2010	2009
	RM'000	RM'000
Properties held for sale:		
At cost	22,563	36,182
At net realisable value	10,092	11,603
	32,655	47,785

In the previous financial year, there was a write-down of inventories and a foreign exchange gain from sale of inventories of RM1,795,000 and RM289,000 respectively. The write-down arose as the cost of completed properties exceeded their net realisable value. Cost of inventories recognised as an expense during the financial year amounted to RM24,161,000 (2009: RM63,505,000).

10. Trade receivables

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Trade receivables	19,697	29,423	266	202
Accrued billings in respect of property development costs	1,873	16,843	-	-
Fees receivable	4,328	3,288	-	-
	25,898	49,554	266	202
Less: Provision for doubtful debts	(4,650)	(4,589)	-	-
	21,248	44,965	268	202

The Group's normal trade credit term ranges from 1 to 80 days (2009: 1 to 60 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.

11. Other receivables

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Current				
Due from subsidiaries	-	-	127,546	280,160
Balance disposal consideration	-	13,500	-	-
Sundry receivables	53,402	21,840	920	964
	53,402	35,340	128,466	281,124
Less: Provision for doubtful debts	(3,442)	(3,226)	-	-
	49,960	32,114	128,466	281,124
Non-current				
Long term receivables	12,637	10,584	-	-

The amounts due from subsidiaries are unsecured, have no fixed terms of repayment and interest-free, except for amounts due from subsidiaries of RM125,603,000 (2009: RM54,059,000) that bears interest of 2.00% to 3.87% (2009: 3.50% to 5.00%) per annum.

Included in sundry receivables of the Group in the current financial year is the consideration receivable arising from the compulsory acquisition of a portion of the land held for development along Jalan Semantan owned by a subsidiary, Puncak Madu Sdn. Bhd., by the Land Authority of Kuala Lumpur amounting to RM27,686,000.

Included in sundry receivables of the Group is an amount of RM9,876,000 (2009: RM9,876,000) arising from the compulsory acquisition of a portion of a freehold land owned by a subsidiary, Bungsar Hill Holdings Sdn. Bhd., in the previous financial years. The amount is currently held by the Court pending resolution of a claim by a third party.

Included in the other receivables of the Group in the previous financial year is the remaining portion of consideration receivable from a third party upon the part disposal of investment property previously classified as held for sale. The amount was received in six equal monthly instalments from November 2009 to April 2010. The amount was classified as balance of disposal consideration.

Long term receivables of the Group in the current and previous financial year relates to a mezzanine loan advanced to a third party for a development project. The loan bears interest of 18% per annum and provides the Group with a 37.5% share of surplus income from the said project.

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

12. Cash and bank balances

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Cash on hand and at banks	27,344	234,778	76	328
Deposits with:				
- licensed banks	286,697	297,078	-	-
- other financial institutions	255,197	93,142	-	-
Placements with cash management trusts	26,506	31,323	4,931	4,131
	595,744	656,321	5,007	4,459

Included in cash at banks of the Group is an amount of RM3,051,000 (2009: RM2,885,000) held pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966 which is restricted from use in other operations.

The weighted average effective interest rates of deposits at the balance sheet date were as follows:

	Group	
	2010	2009
	% per annum	% per annum
Licensed banks	0.57	0.67
Other financial institutions	0.05	0.23

The average remaining maturities of deposits as at the balance sheet date were as follows:

	Group	
	2010	2009
	Days	Days
Licensed banks	37	33
Other financial institutions	16	23

13. Investment property held for sale

	Group 2010 RM'000	Group 2009 RM'000
As at 1 November 2009/2008	-	32,000
Addition	-	2,266
Disposal	-	(14,817)
Reclass to investment properties (Note 5)	-	(19,449)
As at 31 October	-	-

In the previous financial year, the Group disposed of part of the investment property to a third party, resulting in a gain of RM183,000. The Group was in the midst of finalising a tenancy agreement for the unsold portion with an existing tenant. Consequently, the unsold portion of the investment property has ceased to be classified as held for sale. The tenancy agreement was finalised during the current financial year.

14. Borrowings

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Short term				
Secured:				
Revolving credits	53,099	66,096	43,099	66,096
Term loan	-	97,400	-	-
	53,099	163,496	43,099	66,096
Long term				
Secured:				
Revolving credits	70,000	-	-	-
Foreign currency term loan	274,377	165,489	-	-
	344,377	165,489	-	-
Total borrowings				
Revolving credits	123,099	66,096	43,099	66,096
Term loan	-	97,400	-	-
Foreign currency term loan	274,377	165,489	-	-
	397,476	328,985	43,099	66,096

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Maturity of borrowings:				
Within one year	53,099	163,496	43,099	66,096
More than 1 year but not more than 2 years	294,377	-	-	-
More than 2 years but not more than 5 years	50,000	165,489	-	-
	397,476	328,985	43,099	66,096

The weighted average effective interest rates (% per annum) at the balance sheet date for borrowings were as follows:

	Group		Company	
	2010	2009	2010	2009
Revolving credits	3.84	3.21	3.78	3.21
Term loan	-	5.50	-	-
Foreign currency term loan	6.80	6.80	-	-

The revolving credits of the Company are secured by a negative pledge over the Company's assets both present and future in the form and substance acceptable to the financial institutions.

The revolving credit of Oriland Sdn. Bhd. ("Oriland"), a wholly owned subsidiary of the Group, bears an interest of 3.87% to 3.89% per annum and is secured by:

(a) A first legal charge over the investment property of Oriland, as disclosed in Note 5;

(b) A letter of negative pledge from Oriland;

(c) Letter of comfort from the Company; and

(d) A deposit of a 'Third Party' Lien Holder's Caveat over the investment property of Oriland; being that Bungsar Hill Holdings Sdn. Bhd. ("BHH") is the registered owner of the investment property. BHH is the wholly owned subsidiary of the Company.

The term loan in the previous financial year bears interest of 5.50% per annum and was secured by:

(a) A first legal charge over the investment property of Oriland as disclosed in Note 5;

(b) An assignment of the rights over the tenancy and lease agreements and insurance policy of the investment property of Oriland; and

(c) Undertaking by the Company.

The foreign currency term loan of the Group is secured by the following:

(a) A registered mortgage over land held for property of the Group (Note 4(a));

(b) A fixed and floating charge over assets of the Australian bare trustee of a wholly owned subsidiary; and

(c) A share mortgage over a wholly owned subsidiary's shareholdings in an Australian bare trustee.

As at the balance sheet date, the Group has entered into interest rate swaps with the following notional amounts and maturities:

	Notional amount	
	2010	**2009**
	RM'000	**RM'000**
Within 1 year	422,781	241,764

The fixed interest rates relating to the above interest rate swaps at the balance sheet date is 6.80% (2009: 6.80%) per annum.

15. Trade payables

	Group 2010 RM'000	Group 2009 RM'000
Trade payables	1,701	3,465
Fees received in advance	21,477	20,331
	23,178	23,796

The normal trade credit terms granted to the Group range from 1 to 90 days (2009: 1 to 90 days).

16. Other payables

	Group 2010 RM'000	Group 2009 RM'000	Company 2010 RM'000	Company 2009 RM'000
Current				
Due to subsidiaries	-	-	28,362	73,513
Refundable deposits	7,329	6,893	-	-
Accruals	22,252	18,520	2,756	365
Sundry payables	35,190	34,094	2,301	2,264
	64,771	59,507	33,419	76,142
Non-current				
Other payable				
Balance of purchase consideration on acquisition of property	36,000	-	-	-
Amount due within 12 months included in sundry payables	(9,000)	-	-	-
	27,000	-	-	-
Total other payables	91,771	59,507	33,419	76,142

The amounts due to subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

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

17. Share capital

	Number of ordinary shares of RM1 each		Amount	
	2010	2009	2010	2009
	'000	'000	RM'000	RM'000
At the beginning/end of year				
Authorised	1,000,000	1,000,000	1,000,000	1,000,000
Issued and fully paid	343,617	343,617	343,617	343,617

18. Retained earnings

Prior to the year of assessment 2008, Malaysian companies adopted 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 dividends paid, credited or distributed to its shareholders, and such dividends will be exempted from tax in the hands of the shareholders ("single tier system"). However, there is a transitional period of six years, expiring on 31 December 2013, to allow companies to pay franked dividends to their shareholders under limited circumstances. Companies also have an irrevocable option to disregard the section 108 balance and opt to pay dividends under the single tier system. The change in the tax legislation also provides for the section 108 balance to be locked-in as at 31 December 2007 in accordance with section 39 of the Finance Act, 2007.

The Company did not elect for the irrevocable option to disregard the section 108 balance. Accordingly, during the transitional period, the Company may utilise the credit in the section 108 balance as at 31 October 2010 to distribute cash dividend payments to ordinary shareholdings as defined under the Finance Act, 2007.

As at 31 October 2010, the Company has tax exempt profits available for distribution of approximately RM7,934,000 (2009: RM7,934,000), subject to the agreement of the Inland Revenue Board.

As at 31 October 2009, the Company has sufficient balance in the tax exempt income account and credit in the section 108 balance to pay franked dividends out of its entire retained eamings.

As at 31 October 2010, the Company has sufficient balance in the tax exempt income account and credit in the section 108 balance to pay franked dividends amounting to RM119,025,000 out of its retained earnings. If the balance of the retained earnings of RM362,377,000 were to be distributed as dividends, the Company may distribute such dividends under the single tier system.

19. Deferred taxation

	Group 2010 RM'000	Group 2009 RM'000	Company 2010 RM'000	Company 2009 RM'000
At 1 November 2009/2008	15,072	19,214	-	4,997
Recognised in the income statement (Note 27)	3,145	(1,577)	13	(4,997)
Transfer from deferred income	-	(2,565)	-	-
At 31 October	18,217	15,072	13	-

Presented after appropriate offsetting as follows:

	Group 2010 RM'000	Group 2009 RM'000	Company 2010 RM'000	Company 2009 RM'000
Deferred tax assets	(10,467)	(11,321)	-	-
Deferred tax liabilities	28,684	26,393	13	-
At 31 October	18,217	15,072	13	-

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

Deferred tax liabilities of the Group:

	Property, plant and equipment RM'000	Fair value adjustment arising from business combination RM'000	Investment properties RM'000	Others RM'000	Total RM'000
At 1.11.2009	5,202	7,927	13,648	-	26,777
Recognised in the income statement	5,158	(278)	2,539	-	7,419
At 31.10.2010	10,360	7,649	16,187	-	34,196
At 1.11.2008	6,271	5,206	18,645	39	30,161
Recognised in the income statement	(1,069)	949	(4,997)	(39)	(5,156)
Transfer from deferred income	-	1,772	-	-	1,772
At 31.10.2009	5,202	7,927	13,648	-	26,777

Deferred tax assets of the Group:

	Unutilised investment tax allowance RM'000	Unused tax losses and unabsorbed capital allowances RM'000	Property development costs RM'000	Others RM'000	Total RM'000
At 1.11.2009	-	(3,041)	(7,687)	(977)	(11,705)
Recognised in the income statement	-	(3,900)	(336)	(38)	(4,274)
Exchange differences	-	74	(84)	10	-
At 31.10.2010	-	(6,867)	(8,107)	(1,005)	(15,979)
At 1.11.2008	(1,917)	(2,975)	(3,385)	(2,890)	(10,947)
Recognised in the income statement	1,917	35	(243)	1,870	3,579
Exchange differences	-	(101)	258	(157)	-
Transfer from deferred income	-	-	(4,337)	-	(4,337)
At 31.10.2009	-	(3,041)	(7,687)	(977)	(11,705)

Deferred tax liabilities of the Company:

	Property, plant and equipment RM'000	Investment properties RM'000	Total RM'000
At 1.11.2009	36	-	36
Recognised in the income statement	3	-	3
At 31.10.2010	39	-	39
At 1.11.2008	56	4,997	5,053
Recognised in the income statement	(20)	(4,997)	(5,017)
At 31.10.2009	36	-	36

Deferred tax asset of the Company:

	Unused tax losses and unabsorbed capital allowances RM'000
At 1.11.2009	(36)
Recognised in the income statement	10
At 31.10.2010	(26)
At 1.11.2008	(56)
Recognised in the income statement	20
At 31.10.2009	(36)

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

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Unused tax losses	49,301	42,323	76	-
Unabsorbed capital allowances	13,105	12,887	1,963	1,963
Unutilised investment tax allowances	7,668	7,668	-	-
	70,074	62,878	2,039	1,963

The unutilised tax losses of the Group amounting to RM36,845,000 (2009: RM31,638,000) are available indefinitely for offsetting against future taxable profits of the respective entities within the Group, subject to no substantial change in shareholdings of those entities under the Income Tax Act, 1967 and guidelines issued by the tax authority. Unused tax losses amounting to RM12,456,000 (2009: RM10,685,000) that arose in Australia are available indefinitely for offset against future taxable profits of the respective Australian subsidiaries.

Deferred tax assets of the Group have not been recognised in respect of unutilised investment tax allowances amounting to RM7,668,000 (2009: RM7,668,000). This incentive is in respect of Wenworth Hotel (K.L.) Sdn. Bhd.'s business as a hotelier which has temporarily ceased in year of assessment 2001 and may not be used to offset taxable profits arising from other businesses.

Deferred tax assets of the Group and of the Company have not been recognised in respect of unabsorbed capital allowances amounting to RM1,370,000 (2009: RM1,370,000) as they arose from the leasing business and may not be used to offset taxable profits arising from other businesses.

The balance of the unabsorbed capital allowances of the Group and of the Company amounting to RM11,735,000 (2009: RM11,517,000) and RM593,000 (2009: RM593,000) respectively are available for offsetting against future taxable profits subject to no substantial change in shareholdings under the Income Tax Act, 1967 and guidelines issued by the tax authority.

20. Revenue

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Rental income	59,904	54,528	380	354
Interest income from deposits	2,767	2,827	-	-
Proceeds from sale of development properties	40,304	172,227	-	-
Dividend income				
- shares quoted outside Malaysia	286	492	-	-
- subsidiaries	-	-	421,865	53,239
Fees earned from providing education and learning facilities	99,799	91,628	-	-
	203,060	321,702	422,245	53,593

21. Cost of sales

	Group	
	2010	2009
	RM'000	RM'000
Property development costs (Note 4(b))	-	44,212
Cost of inventories sold (Note 9)	24,161	63,505
	24,161	107,717

22. (Loss)/gain from investment

(Loss)/gain from investment of the Group relates to (loss)/gain on disposal of long term and short term other investments.

23. Operating profit

The following amounts have been included in arriving at the operating profit:

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Staff costs (Note 24)	49,667	43,572	4,660	1,804
Non-executive directors' remuneration (Note 25)	313	301	110	110
Auditors' remuneration - parent auditors				
- current year	201	193	50	50
- other services	39	41	32	32
Auditors' remuneration - affiliates of parent auditors	13	86	-	-
Auditors' remuneration - other firm of auditors	11	10	-	-
Amortisation of intangible assets (Note 6)	122	68	-	-
Depreciation (Note 3)	6,615	9,068	64	114
Rental expenses				
- premises and storage	7,151	9,120	4	9
- equipment	457	894	-	-
Software written off (Note 6)	-	1	-	-
Write-down of inventories (Note 9)	-	1,795	-	-
Provision for doubtful debts, net of reversal	277	55	-	-
Bad debts written off	-	146	-	-
(Reversal of)/provision for impairment losses, net	(21,640)	73,969	-	-
Realised foreign exchange (gain)/loss, net	(15,723)	36,730	-	-
Unrealised foreign exchange loss/(gain), net	38,675	(28,900)	-	-
Interest income from				
- third parties	(2,328)	(4,505)	(95)	(73)
- a subsidiary	-	-	(3,851)	(2,307)
Fair value adjustments of investment properties (Note 5)	(29,645)	-	(315)	-
Gain on disposal of investment property held for sale (Note 5)	-	(183)	-	-
Loss/(gain) on disposal of property, plant and equipment	2	(20)	-	-

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Gain on compulsory acquisition of land held for property development	(3,334)	-	-	-
Gain on acquisition of subsidiary (Note 7(b))	-	(19,967)	-	-
Gain on disposal of subsidiary (Note 7(c))	(203)	-	-	-
Rental income	(537)	(467)	-	-

24. Staff costs

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Wages and salaries	35,862	30,548	4,414	1,600
Employees Provident Fund	3,903	3,611	230	193
Social security costs	267	257	11	9
Other staff related expenses	9,635	9,156	5	2
	49,667	43,572	4,660	1,804

Included in staff costs of the Group and of the Company are executive directors' remuneration amounting to RM3,687,000 (2009: RM3,484,000) and RM888,000 (2009: RM798,000) respectively as further disclosed in Note 25.

25. Directors' remuneration

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Executive directors' remuneration (Note 24):				
Fees	12	12	12	12
Other emoluments	3,675	3,472	876	786
	3,687	3,484	888	798

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Non-executive directors' remuneration (Note 23):				
Fees	182	182	110	110
Other emoluments	131	119	-	-
	313	301	110	110
Total directors' remuneration	4,000	3,785	998	908
Estimated money value of benefits-in-kind	62	55	5	5
Total directors' remuneration including benefits-in-kind	4,062	3,840	1,003	913

The details of remuneration receivable by directors of the Company during the year are as follows:

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Executive:				
Salaries and other emoluments	1,199	1,314	728	571
Fees	24	24	12	12
Bonus				
- current year's provisions	54	54	54	54
Employees Provident Fund	94	84	94	161
Estimated money value of benefit-in-kind	5	5	5	5
	1,376	1,481	893	803
Non-executive:				
Fees	110	110	110	110
	1,486	1,591	1,003	913

The number of directors of the Company whose total remuneration for the Group during the financial year fell within the following bands is analysed below:

	Number of directors	
	2010	2009
Executive directors:		
Below RM50,000	1	1
RM1,350,001 - RM1,400,000	1	-
RM1,450,001 - RM1,500,000	-	1
Non-executive directors:		
Below RM50,000	3	3

26. Finance costs

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Interest expense on bank borrowings	19,713	27,281	1,425	1,639
Less: Interest expense capitalised in property development costs (Note 4(c))	(2,768)	(13,086)	-	-
Net interest expense	16,945	14,195	1,425	1,639

Finance costs of the Group and of the Company relates to interest expense to third parties.

27. Income tax expense/(recoverable)

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Tax expense for the year:				
Malaysian income tax	17,758	20,938	1,010	1,280
Foreign tax	-	380	-	-
	17,758	21,318	1,010	1,280

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Deferred tax (Note 19):				
Relating to origination and reversal of temporary differences	3,354	3,004	-	-
(Over)/under provided in prior year	(209)	(4,581)	13	(4,997)
	3,145	(1,577)	13	(4,997)
(Over)/under provided in prior years:				
Malaysian income tax	(586)	149	(82)	984
Foreign tax	635	1,125	-	-
	49	1,274	(82)	984
	20,952	21,015	941	(2,733)

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

Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions. Foreign income tax for subsidiaries incorporated in Australia is calculated at the Australian statutory tax rate of 30% (2009: 30%). Income derived from subsidiaries incorporated in the British Virgin Islands are not taxable.

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:

Group	**2010 RM'000**	**2009 RM'000**
Profit before tax	71,686	61,558
Tax at Malaysian statutory tax rate of 25% (2009: 25%)	17,922	15,390
Effects of different tax rates in other countries	(638)	830
Effect of share of result of jointly controlled entity	-	10
Effect of income not subject to tax	(8,024)	(26,993)
Double deduction on certain tax incentives	(140)	(73)
Effect of expenses not deductible for tax purposes	12,143	29,381
Utilisation of previously unrecognised tax losses	(1,950)	(315)
Deferred tax assets not recognised on unused tax losses	1,799	4,107
Reversal of deferred tax recognised for investment property sold during the year	-	1,985
Overprovision of deferred tax in prior years	(209)	(4,581)
Underprovision of tax expense in prior years	49	1,274
Tax expense for the year	20,952	21,015

Company	**2010 RM'000**	**2009 RM'000**
Profit before tax	418,425	50,345
Tax at Malaysian statutory tax rate of 25% (2009: 25%)	104,606	12,586
Effect of income not subject to tax	(105,229)	(12,418)
Effect of expenses not deductible for tax purposes	1,623	1,112
Utilisation of previously unrecognised tax losses	(9)	-
Deferred tax assets not recognised in respect of unused tax losses	19	-
Under/(over) provision of deferred tax in prior years	13	(4,997)
(Over)/under provision of tax expense in prior years	(82)	984
Tax expense/(recoverable) for the year	941	(2,733)

The Groups' tax savings during the year arising from utilisation of previously unrecognised tax losses amounted to RM1,950,000 (2009: RM315,000).

28. Revaluation reserve

The revaluation reserve is used to record increases in the fair value of freehold land and building and decreases to the extent that such decrease relates to an increase on the same asset previously recognised in equity.

29. Capital reserve

Capital reserve comprises gain on disposal of properties in prior years and the capitalisation of retained earnings for bonus issue by a subsidiary.

30. Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency. It is also used to record the exchange differences arising from monetary items which form part of the Group's net investment in foreign operations.

31. Earnings per share

The basic and diluted earnings per share is 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.

	Group	
	2010	**2009**
Profit attributable to ordinary equity holders of the Company (RM'000)	41,456	32,973
Weighted average number of ordinary shares in issue ('000)	343,617	343,617
Basic earnings per share (sen)	12.1	9.6
Diluted earnings per share (sen)	12.1	9.6

32. Dividends

	Dividend in respect of year			Dividend recognised in year	
	2010	2009	2008	2010	2009
	RM'000	RM'000	RM'000	RM'000	RM'000
Recognised during the year:					
Final dividend for 2008: 11% less 25% taxation, on 343,616,761 ordinary shares (8.3 sen per ordinary share)	-	-	28,348	-	28,348
Final dividend for 2009: 10% less 25% taxation, on 343,616,761 ordinary shares (7.5 sen per ordinary share)	-	25,771	-	25,771	-
Proposed for approval at Annual General Meeting (not recognised as at at 31 October):					
Final dividend for 2010: 10% less 25% taxation, on 343,616,761 ordinary shares (7.5 sen per ordinary share)	25,771	-	-	-	-
	25,771	25,771	28,348	25,771	28,348

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 October 2010, of 10% less 25% of taxation on 343,616,761 ordinary shares, amounting to a total dividend payable of RM25,771,257 (7.5 sen net per ordinary share) will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 October 2011.

33. Related party disclosures

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

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Provision of property management services in respect of the Group's properties in Australia, payable to a director related company, Hawaiian Investment Pty. Ltd.	4,584	3,672	-	-
Interest income from subsidiaries:				
- Selayang Mulia Sdn. Bhd.	-	-	1,760	2,307
- Keruan Jaya Sdn. Bhd.	-	-	220	-
- Chong Chook Yew Sdn. Bhd.,	-	-	1,641	-
- Pusat Bandar Damansara Sdn. Bhd.	-	-	69	-
- Oriland Sdn. Bhd.	-	-	161	-
Building management fees from a subsidiary, Oriland Sdn. Bhd.	-	-	336	336
Accounting and administration fees from a subsidiary, Selayang Mulia Sdn. Bhd.	-	-	-	180
Dividend income from subsidiaries	-	-	421,865	53,239

Information regarding related party balances as at end of the financial year are disclosed in Note 11 and Note 16.

The directors are of the opinion that the transactions above, except for the dividend income from subsidiaries, 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 directors and other members of key management during the year was as follows:

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Short-term employee benefits	6,236	5,369	1,792	1,386
Employees Provident Fund	663	657	196	166
	6,919	6,026	1,990	1,552

34. Interest in joint venture arrangements

The Group, via its Australian subsidiaries, has interest in the following joint venture arrangements:

	Interest	
	2010	2009
Joint venture arrangements:		
Coolum Caravan Park	50%	50%
Claremont	50%	50%

The proportionate share of assets and liabilities of the above joint ventures included in the Group's financial statements are as follows:

	2010 RM'000	2009 RM'000
Assets		
Cash and bank balances	1,965	7,127
Other receivables	4	6
Inventory	17,924	19,796
Land held for property development	428,989	313,364
Share of assets employed in joint ventures	448,902	340,293
Liabilities		
Other payables	1,526	8,142
Foreign currency term loan	274,377	165,469
Share of liabilities in joint ventures	275,903	173,631

The proportionate share of income and expenses of the same joint ventures included in the Group's financial statements are as follows:

	2010 RM'000	2009 RM'000
Revenue	17,358	67,154
Profit/(loss) before tax	(5,846)	12,796

35. Commitments

	Group 2010 RM'000	2009 RM'000
Approved and contracted for:		
Development expenditure	6,698	3,274
Property, plant and equipment	2,044	20,144
Lease of space	533	533
Approved but not contracted for:		
Property, plant and equipment	5,929	-
	15,204	23,951

Included in the property, plant and equipment approved and contracted for in the previous financial year is RM18,261,000 relating to balance of the purchase consideration of a leasehold land, measuring approximately 23 acres held under PT 12291 in Seksyen U4 (Subang Delima), Mukim of Sungai Buloh, District of Petaling, State of Selangor. The acquisition was completed during the year as disclosed in Note 38(b).

36. Operating lease arrangements

(a) The Group as lessee

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

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

	Group 2010 RM'000	Group 2009 RM'000
Future minimum rental payments:		
Not later than 1 year	7,187	10,176
Later than 1 year and not later than 5 years	28,822	29,380
Later than 5 years	80,134	83,434
	116,143	122,990

The lease payments recognised in profit or loss during the financial year are disclosed in Note 23.

(b) The Group as lessor

The Group has entered into rental lease agreements on its investment property portfolio. These leases have remaining lease terms of between 1 and 19 years. Certain contracts include a clause to enable revision of rental charge based on prevailing market conditions upon renewal. All lease contracts entered into are for fixed amounts.

The future minimum lease payments receivable under non-cancellable operating leases contracted for as at the balance sheet date but not recognised as receivables, are as follows:

	Group 2010 RM'000	Group 2009 RM'000	Company 2010 RM'000	Company 2009 RM'000
Not later than 1 year	10,128	9,506	92	82
Later than 1 year and not later than 5 years	80,841	91,060	187	90
Later than 5 years	101,999	129,031	-	-
	192,968	229,597	279	172

Investment property rental income recognised in profit or loss during the financial year is disclosed in Note 20.

The contingent liability disclosed below relates to amount not provided for in the financial statements of the Company:

	Company	
	2010	2009
	RM'000	RM'000
Guarantees in respect of credit facilities granted to a subsidiary	-	97,400

38. Significant events

(a) On 5 May 2010, HELP University College Sdn. Bhd. ("HUC"), a subsidiary of the Group, completed the acquisition of a piece of freehold land held under Geran 58384, Lot No. 54327, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan measuring approximately 1,112 square metres, together with the building erected thereon known as HELP Residence for a total cash consideration of RM50,000,000.

(b) On 17 June 2010, HUC completed the acquisition of a leasehold land measuring approximately 23 acres held under PT 12291 in Seksyen U4 (Subang Delima), Mukim of Sungai Buloh, District of Petaling, State of Selangor for a total cash consideration of RM20,000,000.

(c) On 12 May 2010, HELP International Corporation Berhad ("HIC"), a subsidiary of the Company, entered into a Joint Venture and Working Agreement ("JVWA") with Asia Pacific Land Berhad ("AP Land") to register a company ("JV Company") with equal shareholding between HIC and AP Land (collectively referred to as the "JV Parties"). Further to the JVWA, the JV Parties have jointly acquired a shelf company, Hexa Megan Sdn. Bhd. ("HMSB") on 30 June 2010 as the JV Company. The current issued and paid-up share capital of HMSB is RM2 comprising two ordinary shares of RM1 each. The JV Company will be conducting and providing quality education in jurisdictions deemed viable across the whole spectrum of educational levels and fields in any country. The JV Company has not commenced business operations as at 31 October 2010.

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

(e) On 13 October 2010, HIC entered into a Share Sale Agreement to dispose its 71.8% equity interest in International Centre for Security Management Sdn. Bhd., comprising 204,000 ordinary shares of RM1 each, for a cash consideration of RM1. The disposal was completed on 27 October 2010.

39. Subsequent event

(a) On 27 January 2011, HELP International Corporation Berhad ("HIC"), a subsidiary of the Company, entered into the following agreements:

(i) Share Purchase Agreement ("SPA") with certain individuals to acquire 4,500 shares in Bridge2think AG ("B2T") for a total purchase consideration of Swiss Franc 92,250 (equivalent to approximately RM299,000);

(ii) Subscription Agreement ("SA") with B2T to acquire 8,711 treasury shares and 7,312 new shares from B2T for a total purchase consideration of Swiss Franc 328,471 (equivalent to approximately RM1,064,000); and

(iii) Shareholders' Agreement with the shareholders of B2T upon completion of the SPA and the SA.

The acquisition and subscription in B2T have been completed on 27 January 2011. Consequently, HIC holds approximately 19.1% equity interest in B2T.

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

40. Development rights

On 7 January 1993, Editry Sdn. Bhd. ("ESB"), a subsidiary incorporated in Malaysia, through an agreement, was granted development rights (subject to certain conditions being fulfilled) by the landowner, Bungsar Hill Holdings Sdn. Bhd. ("BHH"), to approximately 15.5 acres of commercial development land adjacent to Damansara Town Centre commercial buildings ("the said land"). In granting the development rights, ESB shall pay RM25 million per annum or 27.5% of the gross revenue derived from the development of said land, whichever is higher ("base fees") commencing from the date of the agreement. The base fees have not been paid to BHH since 1993. As at the date of this report, development activities have yet to commence.

The development rights were in turn granted to a third party for a period of 15 years from July 1994 subject, inter alia, to the following terms being fulfilled:

(i) payment to ESB in respect of the undeveloped land area, the value of RM300 per square feet for the first three years from July 1994. At the end of the first three years and at the subsequent three annual intervals, the value shall increase by 10% over the value immediately preceding such revaluation in respect of those portion of land area which development has not commenced.

(ii) the net proceeds on the sales of units developed after deducting all related expenditure will be accrued in the proportion of 70:30 to the third party and ESB respectively. The net proceeds from sale of land on which development has not commenced, after deducting the appropriate development value and development project expenditure, will accrue in the proportion of 50:50 between the third party and ESB.

The Malaysian Highway Authority ("MHA") made a compulsory acquisition of 1.8 acres of the said land in the financial year ended 31 October 2000 and a further 0.3 acres in the financial year ended 31 October 2001. Pursuant to the compulsory acquisitions, the portions of the said land which were compulsorily acquired, no longer form part of the said land.

During the financial year ended 31 October 2008, BHH and ESB had issued a notice of termination of contract to the third party for its material breach of contract. The basis for termination of contract was that despite the lapse of more than 13 years, the third party has failed to take any steps to commence or complete any development on the said land.

The third party has challenged the said notice of termination of contract. As disclosed in the prior year's financial statements, the High Court has dismissed the third party's claim with costs. An appeal against the decision of the High Court was filed by the third party. The Court of Appeal upheld the decision of the High Court and dismissed the third party's appeal with costs. The third party has filed for an application for leave to appeal to the Federal Court.

On 26 January 2011, the Federal Court has allowed the third party's application for leave to appeal to the Federal Court. The hearing date has yet to be fixed.

41. 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 businesses whilst managing its credit, foreign exchange, interest rate and liquidity risks. The Group operates within clearly defined guidelines and it is the Group's policy not to engage in speculative transactions.

The main areas of financial risks faced by the Group are as follows:

(i) Credit risk

Credit risks, or the risk of counterparties defaulting, are controlled by the application of monitoring procedures and assessment of collateral values. Receivables are monitored on an ongoing basis via management reporting procedures.

The Group does not have any significant exposure to any individual customer nor does it have any major concentration of credit risk related to any financial instrument other than those described in Note 11.

(ii) Foreign exchange risk

The Group operates internationally and is exposed to various currencies, mainly United States Dollar, Euro, Australian Dollar, Singapore Dollar and Japan Yen. Foreign currency denominated assets and liabilities together with expected cash flows from sales and purchases give rise to foreign exchange exposures.

In addition to transactional exposures, the Group is also exposed to foreign exchange movements from its net investments in foreign subsidiaries. The Group maintains a natural hedge by borrowing in the currency in which the subsidiary operates.

The net unhedged financial assets and financial liabilities of the Group that are not denominated in their functional currencies are as follows (amount in RM'000):

	United States Dollar	Euro	Australian Dollar	Singapore Dollar	Japan Yen	Others	Total
31 October 2010							
Other investments	78,286	5,186	-	-	6,594	-	90,066
Other receivables	-	-	12,641	-	-	-	12,641
Trade receivables	4	-	-	1	-	-	5
Cash and bank balances	19,004	-	530	487,318	-	-	506,852
Other payables	-	-	(299)	-	-	(25)	(324)
	97,294	5,186	12,872	487,319	6,594	(25)	809,240
31 October 2009							
Other investments	85,457	3,392	-	-	-	-	88,849
Other receivables	-	-	10,609	-	-	-	10,609
Trade receivables	11	-	-	1	-	-	12
Cash and bank balances	48,278	6,567	2,592	494,965	-	2	552,404
Other payables	(12)	(48)	-	-	-	-	(60)
	133,734	9,911	13,201	494,966	-	2	651,814

(iii) Interest rate risk

The Group is exposed to interest rate risks on its investment portfolio, interest-bearing advances made to third parties, deposits and debts. The exposures to the above are mainly attributed to changes in the prevailing market rates.

The portfolio mainly consists of placements in fixed deposits and investment funds. Interest-bearing deposits consist of placements in fixed deposits which yield better returns than cash at bank.

The Group uses fixed and floating rate borrowings and hedging instruments such as interest rate swaps to minimise unanticipated earnings fluctuations caused by interest rate volatility on its foreign currency term loan.

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

(iv) Liquidity risk

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. In addition, the Group strives to maintain available banking facilities at a reasonable level to its overall debt position. As far as possible, the Group raises committed funding from financial institutions and prudently balances its portfolio with short term funding so as to achieve overall cost effectiveness.

(b) Fair values

The carrying amounts of financial assets and liabilities of the Group and of the Company at the balance sheet date approximated their fair values except for the following:

		2010		2009	
	Notes	Carrying amount RM'000	Fair value RM'000	Carrying amount RM'000	Fair value RM'000
Company					
Financial assets					
Due from subsidiaries	11	127,546	*	280,160	*
Financial liabilities					
Due to subsidiaries	16	28,362	*	73,513	*

* It is not practical to estimate the fair values of the amounts due from/to subsidiaries due principally to a lack of fixed repayment terms entered into by the parties involved and without incurring excessive costs.

The nominal/notional amounts and net fair values of financial instruments not recognised in the balance sheets of the Group as at the end of the financial year are:

	2010		2009	
	Nominal/ notional amount RM'000	Net fair value RM'000	Nominal/ notional amount RM'000	Net fair value RM'000
Group				
Interest rate swap agreements	422,781	(2,384)*	241,764	(4,462)*
Forward foreign exchange contracts	18,352	(25)*	6,528	(34)*

* The fair value represents the net amount that would be payable or receivable upon termination of the position at the balance sheet date.

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

(i) Cash and bank balances, trade and other short term receivables/payables and revolving credits

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

(ii) Borrowings/long term receivables

The fair value of borrowings/long term receivables are estimated by discounting the expected future cash flows using the current interest rates for liabilities/assets with similar risk profiles.

(iii) Other investments

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

The fair value of unquoted investment funds is determined by reference to information received by the fund managers from the general partner which, in most cases, is quarterly plus any interim capital calls and less any distribution made to date since the last valuation received from such source.

(iv) Derivative financial instruments

The fair value of an interest rate swap is the amount that would be payable or receivable upon termination of the position at the balance sheet date, and is calculated as the difference between present value of the estimated future cash flows at the contracted rate compared to that calculated at the market rate at the balance sheet date.

The fair value of a forward foreign currency contract is the amount that would be payable or receivable on termination of the outstanding position arising and is determined by reference to the difference between the contracted rate and forward exchange rate as at the balance sheet date applied to a contract of similar quantum and maturity profile.

42. Segmental reporting

The Group is organised into operating segments based on the two principal geographical areas in which the Group operates, Malaysia and Australia. For Malaysian operations, the business is managed by the respective segment managers responsible for the performance of its three core businesses, being:-

1. property investment;
2. property development; and
3. education.

For Australian operations, the two operating segments are property investment and other investment holding.

Except as indicated above, no operating segments has been aggregated to form the above reportable operating segments. Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss. Group income taxes are managed on a group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

At 31 October 2010

	← Malaysian Operations		→	Australian Operations				
	Property investment RM'000	Property development RM'000	Education RM'000	Other investment holding RM'000	Australian operations RM'000	Adjustments RM'000	Notes	Consolidated RM'000
Revenue								
External sales	38,394	39,053	105,202	3,053	17,358	-		203,060
Inter-segment sales	3,617	-	-	2,622	-	(6,239)	A	-
Total revenue	42,011	39,053	105,202	5,675	17,358	(6,239)		203,060
Results								
Interest income	153	277	1,680	2,767	218	-		5,095
Fair value gains on investment properties	29,645	-	-	-	-	-		29,645
Depreciation and amortisation	331	49	6,357	-	-	-		6,737
Unrealised foreign exchange gain/(loss)	-	-	60	(34,345)	(4,390)	-		(38,675)
Reversal of impairment	-	-	-	21,640	-	-		21,640
Gain on compulsory acquisition of land	-	3,334	-	-	-	-		3,334
Loss on disposal of other investments	-	-	-	11,812	-	-		11,812
Provision for doubtful debts	-	-	277	-	-	-		277
Segment profit/(loss)	54,023	8,570	30,066	(7,430)	(13,939)	396	B	71,686
Assets								
Additions to non-current assets:								
Property, plant and equipment	115	-	81,313	-	-	-		81,428
Investment properties	820	-	-	-	-	-		820
Intangible assets	-	-	138	-	-	-		138
Segment assets	541,854	485,189	250,692	597,942	471,650	14,693	C	2,362,020
Segment liabilities	96,610	52,048	87,446	36	276,277	30,418	D	542,835

At 31 October 2009

	Malaysian Operations			Australian Operations				
	Property investment RM'000	Property development RM'000	Education RM'000	Other investment holding RM'000	Australian operations RM'000	Adjustments RM'000	Notes	Consolidated RM'000
Revenue								
External sales	38,614	91,608	96,579	3,319	91,582	-		321,702
Inter-segment sales	3,617	-	-	15	-	(3,632)	A	-
Total revenue	42,231	91,608	96,579	3,334	91,582	(3,632)		321,702
Results								
Interest income	568	407	1,781	2,827	1,749	-		7,332
Depreciation and amortisation	3,619	48	5,469	-	-	-		9,136
Unrealised foreign exchange gain/(loss)	-	-	-	35,541	(6,641)	-		28,900
Provision for impairment	-	-	-	73,969	-	-		73,969
Gain on acquisition of subsidiary	-	19,967	-	-	-	-		19,967
Gain on disposal of other investments	-	-	-	31,455	-	-		31,455
Provision for doubtful debts	55	-	-	-	-	-		55
Inventories written down	-	1,795	-	-	-	-		1,795
Segment profit/(loss)	12,722	54,639	25,385	(101,386)	68,705	1,493	B	61,558
Assets								
Additions to non-current assets:								
Property, plant and equipment	78	202	4,528	-	-	-		4,808
Intangible assets	-	-	139	-	-	-		139
Segment assets	520,529	520,948	196,590	640,365	353,891	13,818	C	2,246,141
Segment liabilities	109,870	78,462	49,964	23	173,963	34,076	D	446,358

A Inter-segment sales are eliminated on consolidation.

B The following items are added to/(deducted from) segment profit to arrive at 'Profit before tax' presented in the consolidated income statement:

	2010 RM'000	2009 RM'000
Unallocated corporate (expenses)/profit	(50)	452
Share of results of associates	-	(40)
Profit from inter-segment sales	446	1,081
	396	1,493

C The following items are added to segment assets to arrive at total assets reported in the consolidated balance sheet:

	2010 RM'000	2009 RM'000
Unallocated corporate assets	7	32
Deferred tax assets	10,467	11,321
Tax recoverable	4,219	2,465
	14,693	13,818

D The following items are added to segment liabilities to arrive at total liabilities reported in the consolidated balance sheet:

	2010 RM'000	2009 RM'000
Unallocated corporate liabilities	8	6
Deferred tax liabilities	28,684	26,393
Tax payable	1,726	7,677
	30,418	34,076

Geographical information

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Revenues		Non-current assets	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Malaysia	182,649	226,801	1,072,271	1,029,976
Australia	20,411	94,901	428,989	313,364
	203,060	321,702	1,501,260	1,343,340

Non-current assets information presented above consist of the following items as presented in the consolidated balance sheet.

	2010	2009
	RM'000	RM'000
Property, plant and equipment	169,808	95,003
Land held for property development	850,300	797,666
Investment properties	476,732	446,267
Intangible assets	4,420	4,404
	1,501,260	1,343,340

43. Supplementary information
- breakdown of retained earnings into realised and unrealised

The breakdown of the retained earnings of the Group and of the Company as at 31 October 2010 into realised and unrealised is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2010 and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

	Group 2010 RM'000	Company 2010 RM'000
Total retained earnings of the Company and its subsidiaries		
- Realised	1,614,980	438,063
- Unrealised	259,231	43,339
	1,874,211	481,402
Less: Consolidation adjustments	(760,312)	-
Retained earnings as per financial statements	1,113,899	481,402

DISCLOSURE OF RECURRENT RELATED PARTY TRANSACTIONS

At the Forty Eighth Annual General Meeting held on 28 April 2010, the Company obtained a shareholders' mandate to allow the Group to enter into recurrent related party transactions of a revenue or trading nature.

In accordance with Paragraph 3.1.5 of Practice Note No.12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the details of recurrent related party transactions conducted during the financial year ended 31 October 2010 pursuant to the shareholders' mandate are disclosed as follows:-

Transacting Parties	**SPB Group subsidiaries**	**Type of racurrant transactions**	**Transacted value during financial yaar RM'000**
Hawaiian Pty Ltd	SPB Developments Pty Ltd	Provision of property management services in Australia	323
Hawaiian Pty Ltd	SPB Australia Pty Ltd	Provision of property management services in Australia	4,261

Please refer to Sections 2.3 and 2.5 of the Circular to shareholders dated 7 April 2011 on the name of the related parties and the Company's relationship with the related parties.

ANALYSIS OF SHAREHOLDINGS
AS AT 16 MARCH 2011

Authorised Share Capital	:	RM1,000,000,000
Issued and Paid-Up share Capital	:	RM343,616,761
Class of Shares	:	Ordinary Shares of RM1.00 each
Voting Rights	:	One vote per share

SIZE OF SHAREHOLDINGS	No. of Shareholders/ Depositors	% of Shareholders/ Depositors	No. of Shares Held	% of Issued Capital
Less than 100	77	1.169	1,992	0.000
100 - 1,000	1,906	28.953	1,792,627	0.521
1,001 - 10,000	3,574	54.291	14,946,935	4.349
10,001 - 100,000	897	13.826	26,735,882	7.780
100,001 - 17,180,837	128	1.944	78,272,089	22.778
17,180,838 and above	1	0.015	221,867,236	64.568
Total	6,583	100.000	343,616,761	100.000

Directors' Shareholdings as per Register of Directors' Shareholdings as at 16 March 2011

Holding Company
Kayin Holdings Sdn. Berhad

Name	*Direct*		*Indirect*	
	No. of Shares held	*% of Issued Capital*	*No. of shares held*	*% of Issued Capital*
Puan Sri Datin Chook Yew Chong Wen	2,022,000	99.997	-	-

The Company

Name	*Direct*		*Indirect*	
	No. of Shares held	*% of Issued Capital*	*No. of shares held*	*% of Issued Capital*
Puan Sri Datin Chook Yew Chong Wen	-	-	227,860,736*	66.31
Wen Chiu Chi	71,247	0.02	-	-
Michael Lim Hee Kiang	1,000	Less than 0.01	-	-

* Deemed interested in shares held through Kayin Holdings Sdn. Berhad, a company associated with Puan Sri Datin Chook Yew Chong Wen by virtue of Section 6A(4)(c) of the Companies Act, 1965

Puan Sri Datin Chook Yew Chong Wen by virtue of her interest in shares in the Company is also deemed interested in shares in all the Company's subsidiaries to the extent the Company has an interest.

Substantial Shareholders as per Register of Substantial Shareholders as at 16 March 2011

Name	Direct		Indirect	
	No. of Shares held	***% of Issued Capital***	***No. of shares held***	***% of Issued Capital***
Kayin Holdings Sdn. Berhad	227,860,736**	66.31	-	-
Puan Sri Datin Chook Yew Chong Wen*	-	-	227,860,736*	66.31

* Deemed interested in shares held through Kayin Holdings Sdn. Berhad, a company associated with Puan Sri Datin Chook Yew Chong Wen by virtue of Section 6A(4)(c) of the Companies Act, 1965

** The total 227,860,736 Ordinary Shares of RM1.00 each are held as follows:

(i) 5,993,500 Ordinary Shares of RM1.00 each are registered in the name of Kayin Holdings Sdn. Berhad; and

(ii) 221,867,236 Ordinary Shares of RM1.00 each are registered in the name of HSBC Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Kayin Holdings Sdn. Berhad.

THIRTY LARGEST SHAREHOLDERS/DEPOSITORS

As At 16 March 2011

	Name	Normal Holdings	Holdings %
1.	HSBC Nominees (Tempatan) Sdn Bhd Pledged securities account For Kayin Holdings Sdn. Berhad	221,867,236	64.568
2.	HSBC Nominees (Asing) Sdn Bhd Exempt an for Credit Suisse (SG BR-TST-Asing)	11,742,450	3.417
3.	Kayin Holdings Sdn. Berhad	5,993,500	1.744
4.	Valuecap Sdn Bhd	4,604,400	1.339
5.	Citigroup Nominees (Tempatan) Sdn Bhd Employees Provident Fund Board (Pheim)	4,509,900	1.312
6.	Helen Puen	3,030,500	0.881
7.	OSK Nominees (Asing) Sdn Berhad Kim Eng Securities Pte. Ltd. for Exquisite Holding Limited	2,770,000	0.806
8.	HSBC Nominees (Asing) Sdn Bhd Exempt an for JPMorgan Chase Bank, National Association (Norges Bk Lend)	2,504,000	0.728
9.	Amanah Raya Trustees Berhad Public Dividend Select Fund	2,327,000	0.677
10.	HSBC Nominees (Asing) Sdn Bhd Exempt an for Morgan Stanley & Co. International Plc (Client)	2,250,000	0.654
11.	Citigroup Nominees (Asing) Sdn Bhd Exempt an for OCBC Securities Private Limited (Client A/C-NR)	2,182,498	0.635
12.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Rakaman Anggun Sdn Bhd (PB)	1,580,000	0.459
13.	Yeoh Kean Hua	1,210,100	0.352
14.	Gan Teng Siew Realty Sdn. Berhad	1,023,100	0.297
15.	HSBC Nominees (Tempatan) Sdn Bhd HSBC (M) Trustee Bhd for Pertubuhan Keselamatan Sosial (Aim 6939-405)	1,017,800	0.296
16.	Lee Soon Hian	899,900	0.261
17.	Citigroup Nominees (Asing) Sdn Bhd UBS AG Singapore for Boston Private Capital Limited	895,500	0.260
18.	Cimsec Nominees (Tempatan) Sdn Bhd Exempt an for CIMB Securities (Singapore) Pte Ltd (Retail Clients)	851,000	0.247
19.	Johan Enterprise Sdn Bhd	822,000	0.239
20.	Cimsec Nominees (Asing) Sdn Bhd Exempt an for CIMB Securities (Singapore) Pte Ltd (Retail Clients)	783,500	0.228

	Name	Normal Holdings	Holdings %
21.	HSBC Nominees (Asing) Sdn Bhd Exempt an for JPMorgan Chase Bank, National Association (Denmark)	771,000	0.224
22.	Vast Uptrend Company Sdn Bhd	750,000	0.218
23.	Tan Kim Kee @ Tan Kee	720,800	0.209
24.	Cheah See Han	623,500	0.181
25.	HSBC Nominees (Asing) Sdn Bhd HSBC Bk Plc for First State Singapore and Malaysia Growth Fund	615,300	0.179
26.	Oh Siew Heong	570,100	0.165
27.	Cartaban Nominees (Asing) Sdn Bhd SSBT Fund WBDA for Wells Fargo Advantage Asia Pacific Fund	553,800	0.161
28.	Eng Sim Leong @ Ng Leong Sing	522,000	0.151
29.	Tan Ah Ee	510,000	0.148
30.	M & A Nominee (Tempatan) Sdn Bhd Titan Express Sdn Bhd	508,800	0.148
	TOTAL	279,009,684	81.184

LIST OF PROPERTIES
Held by the Group as at 31 October 2010

	Location	Tenure	Site Area	Description	Approx. Age (years)	Book Value RM'000	Date of Revaluation/ *Date of Acquisition
1.	Jalan Batai Damansara Heights Kuala Lumpur	Freehold	130,631 sq. ft	17-storey apartment building known as SPB Towers and vacant land	32	65,081	31.10.2010
2.	Jalan Batai Damansara Heights Kuala Lumpur	Freehold	78,518 sq. ft	16 units of 2-storey shops/office building	38	14,200	31.10.2010
3.	Jalan Dungun Damansara Heights Kuala Lumpur	Freehold	171,183 sq. ft	5 blocks of 4-storey office building known as Kompleks Pejabat Damansara	37	61,707	31.10.2010
4.	Bukit Tunku Kuala Lumpur	Freehold	84,289 sq. ft	3 blocks of 4-storey shop/apartment flats known as Taman Tunku flats	47	22,000	31.10.2010
5.	Bukit Tunku Kuala Lumpur	Freehold	11,162 sq. ft	One unit residential house	50	3,000	31.10.2010
6.	Jalan Yew Kuala Lumpur	Freehold	56,954 sq. ft	Wenworth Hotel	19	19,450	-
7.	Damansara Heights Kuala Lumpur	Freehold	19.8 acres	Commercial land in Pusat Bandar Damansara	-	134,258	-
8.	Damansara Heights Kuala Lumpur	Freehold	536,509 sq. ft	Commercial/ residential land	-	200,229	-
9.	Jalan Semantan Damansara Heights Kuala Lumpur	Freehold	120,355 sq. ft	16-storey office building known as Wisma Damansara	40	70,387	-
10.	Help Residence Damansara Heights Kuala Lumpur	Freehold	11,969 sq. ft	21-storey hostel building	3	47,343	*5.5.2010
11.	PT 12291 Seksyen U4 Subang Delima	Leasehold (Expiry dated 5/5/2109)	23 acres	Land for private higher institution	-	23,084	*17.6.10
12.	Jalan Semantan Damansara Heights Kuala Lumpur	Freehold	43,292 sq. ft	11-storey office building known as Wisma HELP	31	34,389	27.11.2003

	Location	Tenure	Site Area	Description	Approx. Age (years)	Book Value RM'000	Date of Revaluation/ * Date of Acquisition
13.	Jalan Damanlela Damansara Heights Kuala Lumpur	Freehold	163,568 sq. ft	25-storey office building and a four storey annexe block known as Menara Milenium	11	285,000	31.10.2010
14.	Bukit Permata Batu Caves Gombak Selangor	Freehold	21.6 acres	Land with development in progress at Mukim Bandar Selayang District of Gombak	-	34,479	-
15.	Sungei Tua Selayang Selangor	Leasehold (Expiry dated 19/2/2094)	59.1 acres	Land with development in progress at Mukim Selayang	-	35,737	-
16.	Batu 14 Ulu Langat Selangor	Freehold	151.0 acres	Vacant land in Mukim of Ulu Langat	-	34,841	-

	Location	Tenure	Site Area	Description	Approx. Age (years)	Book Value AUD'000	Date of Revaluation/ *Date of Acquisition
17.	Claremont Western Australia	Freehold	13,029 sqm	Claremont Shopping Centre and land with development	-	141,022	-

PROXY FORM
SELANGOR PROPERTIES BERHAD (5199-X)
(Incorporated in Malaysia)

Number of shares held	

I/We, ……………………………………………….(name of shareholder as per NRIC, in capital letters) NRIC No./ID No./Company No. ………………………(new) ………………………(old) of …………………………………………………………(full address) being a member of SELANGOR PROPERTIES BERHAD hereby appoint …………………………………...........…(name of proxy as per NRIC, in capital letters) NRIC No…………………………………….(new) …………………………………(old) or failing him/her…………………………………………….(name of proxy per NRIC, in capital letters) NRIC No………………………………(new)…………………………(old) or failing him/her, *the Chairperson of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Forty Ninth Annual General Meeting of the Company to be held at Conference Hall, BZ-2, HELP University College, Pusat Bandar Damansara, 50490 Kuala Lumpur on Friday, 29 April 2011 at 11.00 a.m. or at any adjournment thereof. My/our proxy is to vote as indicated below.

** Please delete the words “Chairperson of the Meeting” if you wish to appoint some other person to be your proxy.*

No.	Resolution	For	Against
Ordinary Resolution 1	Adoption of the Audited Financial Statements for the financial year ended 31 October 2010 and Directors’ and Auditors’ Reports		
Ordinary Resolution 2	Declaration of a first and final dividend of 10% less 25% Income Tax for the financial year ended 31 October 2010		
Ordinary Resolution 3	Approval on the payment of Directors' fees for the financial year ended 31 October 2010		
Ordinary Resolution 4	Re-appointment of Puan Sri Datin Chook Yew Chong Wen as Director		
Ordinary Resolution 5	Re-appointment of YBhg Dato’ Zaibedah Binti Ahmad as Director		
Ordinary Resolution 6	Re-election of Mr Ong Liang Win as Director		
Ordinary Resolution 7	Re-appointment of Messrs Ernst & Young as Auditors		
Ordinary Resolution 8	Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		

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

[Please indicate with an "X" in the spaces provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit.]

Dated this .... day of .... 2011.

....

Signature of Shareholder or
Common Seal of Shareholder

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies as his/her proxy or proxies to attend and vote in his/her stead. Where a member appoints two (2) proxies, the member shall specify the proportion of the member's shareholding to be represented by each proxy and which proxy is entitled to vote on a show of hands. Only one (1) of the proxies is entitled to vote on a show of hands.

2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

3. A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if such appointor is a corporation under its common seal, or the hand of its attorney or duly authorised officer or in some other manner approved by the Directors. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Share Registrar's Office of the Company at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding of the meeting or any adjournment thereof.

Explanatory Notes on Special Business

5. The Ordinary Resolution 8, if passed, will allow the SPB Group to enter into recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the SPB Group or adversely affecting the business opportunities available to the SPB Group. The shareholders' mandate is subject to renewal on an annual basis.