

**QUARTERLY REPORT ON CONSOLIDATED FINANCIAL STATEMENT FOR THE THIRD QUARTER  
ENDED 30 SEPTEMBER 2016**
**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
(THE FIGURES HAVE NOT BEEN AUDITED)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER		
	3 MONTHS PERIOD ENDED		9 MONTHS PERIOD ENDED		
	Note	30 SEPTEMBER 2016	30 SEPTEMBER 2015	30 SEPTEMBER 2016	30 SEPTEMBER 2015
	RM	RM	Unaudited RM	Unaudited RM	
Revenue		22,250,586	26,819,789	61,461,754	81,862,674
Cost of sales		(12,488,397)	(21,803,892)	(35,329,587)	(55,965,089)
Gross Profit		9,762,189	5,015,897	26,132,167	25,897,585
Other operating income		230,873	1,446,812	1,941,940	4,350,593
Administrative expenses		(11,014,275)	(9,076,008)	(32,081,392)	(28,471,091)
(Loss) / Profit from operations		(1,021,213)	(2,613,299)	(4,007,285)	1,777,087
Share of results of associate		(1,290,597)	(752,261)	(3,078,277)	(2,197,194)
Loss before interest and taxation		(2,311,810)	(3,365,560)	(7,085,562)	(420,107)
Finance costs		(801,496)	(690,994)	(2,528,048)	(2,468,904)
Loss before taxation		(3,113,306)	(4,056,554)	(9,613,610)	(2,889,011)
Taxation		(1,495,616)	(777,249)	(2,803,919)	(3,491,729)
Loss for the period		(4,608,922)	(4,833,803)	(12,417,529)	(6,380,740)
<b>(Loss)/Profit attributable to:</b>					
Owners of the Company		(4,843,430)	(4,833,308)	(12,824,637)	(6,377,234)
Non-controlling interests		234,508	(495)	407,108	(3,506)
		(4,608,922)	(4,833,803)	(12,417,529)	(6,380,740)
<b>(Loss)/Earnings per share attributable to Owner of the Company</b>					
- Basic (sen)	B9	(1.73)	(1.91)	(4.57)	(2.52)
- Diluted (sen)	B9	(1.73)	(1.91)	(4.57)	(2.31)

**Note:**

The unaudited condensed consolidated Statement of Comprehensive Income should be read in conjunction with the notes to the interim financial report and the audited financial statements of the Group for the financial year ended 31 December 2015.

**QUARTERLY REPORT ON CONSOLIDATED FINANCIAL STATEMENT FOR THE THIRD QUARTER  
ENDED 30 SEPTEMBER 2016**

**CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME**  
(THE FIGURES HAVE NOT BEEN AUDITED)

Note	INDIVIDUAL QUARTER 3 MONTHS PERIOD ENDED		CUMULATIVE QUARTER 9 MONTHS PERIOD ENDED	
	30 SEPTEMBER 2016	30 SEPTEMBER 2015	30 SEPTEMBER 2016	30 SEPTEMBER 2015
	RM	RM	Unaudited RM	Audited RM
(Loss)/Profit for the period	(4,608,922)	(4,833,803)	(12,417,529)	(6,380,740)
<b>OTHER COMPREHENSIVE INCOME</b>				
Exchange difference arising on translation of foreign operations	12,105	234,312	(38,150)	308,809
Amortisation of revaluation reserve	(11,403)	(11,635)	(34,206)	(34,904)
Other comprehensive (loss)/income, net of tax	702	222,677	(72,356)	273,905
<b>TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD</b>	<b>(4,608,220)</b>	<b>(4,611,126)</b>	<b>(12,489,885)</b>	<b>(6,106,835)</b>
<b>Total comprehensive (loss)/income attributable to:</b>				
Owners of the Company	(4,842,728)	(4,610,631)	(12,896,993)	(6,103,329)
Non-controlling interests	234,508	(495)	407,108	(3,506)
	<b>(4,608,220)</b>	<b>(4,611,126)</b>	<b>(12,489,885)</b>	<b>(6,106,835)</b>

**QUARTERLY REPORT ON CONSOLIDATED FINANCIAL STATEMENT FOR THE THIRD QUARTER  
ENDED 30 SEPTEMBER 2016**
**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	<i>Unaudited</i> <b>30 SEPTEMBER 2016</b>	<i>Audited</i> <b>31 DECEMBER 2015</b>
	<b>RM</b>	<b>RM</b>
<b>ASSETS</b>		
<b>NON-CURRENT ASSETS</b>		
Property, plant & equipment	7,631,571	7,603,334
Investment in associate	27,696,797	30,675,074
Goodwill on consolidation	17,555,760	13,902,040
Intangible assets	14,174,524	14,118,153
	<b>67,058,652</b>	<b>66,298,601</b>
<b>CURRENT ASSETS</b>		
Inventories	-	24,206
Trade and other receivables	54,295,358	44,209,214
Deferred tax assets	187,087	180,455
Tax recoverable	1,341,002	2,173,420
Deposits placed with licensed banks	4,154,519	3,815,358
Cash and bank balances	4,461,051	9,467,678
	<b>64,439,017</b>	<b>59,870,331</b>
<b>TOTAL ASSETS</b>	<b>131,497,669</b>	<b>126,168,932</b>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY ATTRIBUTABLE TO OWNERS</b>		
<b>OF THE COMPANY</b>		
Share capital	28,550,479	26,029,469
Share premium	34,025,795	30,546,805
Treasury shares	(2,432,951)	(2,431,051)
Revaluation reserve	2,246,144	2,280,350
Foreign currency translation reserve	1,530,621	1,568,771
Statutory reserve	203,809	203,809
Retained profits	(10,488,956)	2,528,566
	<b>53,634,941</b>	<b>60,726,719</b>
Non-controlling interests	1,854,580	127,689
<b>TOTAL EQUITY</b>	<b>55,489,521</b>	<b>60,854,408</b>
<b>NON-CURRENT LIABILITIES</b>		
Loans and borrowings	30,114,374	39,871,758
Deferred tax liabilities	2,241,453	2,249,273
	<b>32,355,827</b>	<b>42,121,031</b>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	29,597,123	11,873,733
Loans and borrowings	12,145,315	9,563,172
Tax payables	(329,356)	1,756,588
Overdrafts - secured	2,239,239	-
	<b>43,652,321</b>	<b>23,193,493</b>
<b>TOTAL LIABILITIES</b>	<b>76,008,148</b>	<b>65,314,524</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>131,497,669</b>	<b>126,168,932</b>
Number of ordinary shares at RM0.10 sen par each	285,504,786	260,294,686
Net assets per share attributable to owners of the Company (sen)	18.8	23.3

## Note:

The unaudited condensed consolidated Statement of Financial Position should be read in conjunction with the notes to the interim financial report and the audited financial statements of the Group for the financial year ended 31 December 2015.

**QUARTERLY REPORT ON CONSOLIDATED FINANCIAL STATEMENT FOR THE THIRD QUARTER  
ENDED 30 SEPTEMBER 2016**

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
(THE FIGURES HAVE NOT BEEN AUDITED)**

	Non-Distributable							Distributable		Non Controlling Interests	Total Equity
	Share Capital	Treasury Shares	Share Premium	Share Based Payment Reserve	Foreign Currency Translation Reserve	Revaluation Reserve	Statutory Reserve	Retained Profits	Sub-total		
	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
<b>Current year ended 30 SEPTEMBER 2016</b>											
As at 1 January 2016	26,029,469	(2,431,051)	30,546,805	-	1,568,771	2,280,350	203,809	2,528,566	60,726,719	127,689	60,854,408
(Loss)/Profit for the period	-	-	-	-	-	-	-	(12,824,637)	(12,824,637)	407,108	(12,417,529)
Other Comprehensive income for the period	-	-	-	-	(38,150)	(34,206)	-	34,206	(38,150)	-	(38,150)
Total comprehensive (loss)/income for the period	-	-	-	-	(38,150)	(34,206)	-	(12,790,431)	(12,862,787)	407,108	(12,455,679)
Issuance of shares pursuant to :-											
- Private Placement	2,521,010	-	3,478,990	-	-	-	-	-	6,000,000	-	6,000,000
Acquisition of Subsidiary	-	-	-	-	-	-	-	-	-	1,319,783	1,319,783
Disposal of shares	-	-	-	-	-	-	-	(227,091)	(227,091)	-	(227,091)
Repurchased of shares	-	(1,900)	-	-	-	-	-	-	(1,900)	-	(1,900)
Balance as at 30 September 2016	28,550,479	(2,432,951)	34,025,795	-	1,530,621	2,246,144	203,809	(10,488,956)	53,634,941	1,854,580	55,489,521
<b>Corresponding year ended 30 SEPTEMBER 2015</b>											
As at 1 January 2015	23,517,495	(2,376,144)	21,256,938	44,930	1,384,956	2,326,888	203,809	32,556,863	78,915,735	131,841	79,047,576
Profit for the period	-	-	-	-	-	-	-	(6,377,234)	(6,377,234)	(3,506)	(6,380,740)
Other comprehensive income for the period	-	-	-	-	308,809	(34,904)	-	34,904	308,809	-	308,809
Total comprehensive income for the period	-	-	-	-	308,809	(34,904)	-	(6,342,330)	(6,068,425)	(3,506)	(6,071,931)
Issuance of shares pursuant to:-											
- Private placement	2,352,740	-	9,175,686	-	-	-	-	-	11,528,426	-	11,528,426
- ESOS exercised	159,234	-	114,181	(44,926)	-	-	-	-	228,489	-	228,489
Forfeiture of ESOS	-	-	-	(4)	-	-	-	4	-	-	-
Repurchased of shares	-	(54,907)	-	-	-	-	-	-	(54,907)	-	(54,907)
Balance as at 30 September 2015	26,029,469	(2,431,051)	30,546,805	-	1,693,765	2,291,984	203,809	26,214,537	84,549,318	128,335	84,677,653

Note:

The unaudited condensed consolidated Statement of Changes in Equity should be read in conjunction with the notes to the interim financial report and the audited financial statements of the Group for the financial year ended 31 December 2015.

**QUARTERLY REPORT ON CONSOLIDATED FINANCIAL STATEMENT FOR THE THIRD QUARTER  
ENDED 30 SEPTEMBER 2016**
**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW  
(THE FIGURES HAVE NOT BEEN AUDITED)**

	<b>CURRENT PERIOD ENDED 30 SEPTEMBER 2016</b>	<b>CORRESPONDING PERIOD ENDED 30 SEPTEMBER 2015</b>
	RM	RM
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
(Loss)/Profit before tax	(9,613,610)	(2,889,011)
Adjustments for:		
Depreciation	1,337,983	2,440,066
Amortisation of intangible assets	393,970	2,120,251
Interest income	(28,427)	(60,011)
Interest expenses	2,528,048	2,468,904
Bad debts Written Off	2,177,384	-
Share of result of associate	3,078,277	2,197,194
Loss/(gain) on disposal of property, plant and equipment	(743,248)	(39,295)
Loss/(gain) on disposal of Subsidiary	(775,470)	-
Property, plant and equipment written off	1,694	202,699
Provision for doubtful debts	2,999,495	-
Unrealised foreign exchange (gain)/loss	9,156	(28,752)
Operating profit before working capital changes	1,365,252	6,412,045
Changes in working capital		
Receivables	(10,976,759)	(21,109,862)
Payables	14,836,601	16,655,564
Inventories	24,206	7,535
Cash (used in)/generated from operations	5,249,300	1,965,282
Tax paid	(4,496,333)	(3,828,739)
Tax refund	39,250	119,363
Interest expense	(112,416)	(90,523)
Interest income	28,427	25,877
<b>Net cash generated from/(used in) operating activities</b>	<b>708,228</b>	<b>(1,808,740)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Advances to associate	-	(219,420)
Dividend received from associate	-	4,325,010
Purchase of property, plant and equipment	(1,186,305)	(1,022,697)
Purchase of intangible asset	(450,342)	-
Purchase of shares in associate	-	(51,900,127)
Proceeds from disposal of shares	450,000	-
Deposit held as security	(339,162)	(91,190)
Net cash inflow on investment in subsidiary	(3,802,645)	-
Proceeds from disposal of property, plant & equipment	-	68,161
<b>Net cash generated from/(used in) investing activities</b>	<b>(5,328,454)</b>	<b>(48,840,263)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from disposal of assets	966,332	-
Proceeds on issuance of shares	6,000,000	11,756,915
Term loan drawdown	-	36,330,000
Purchase of treasury shares	(1,900)	(54,907)
Repayment of hire purchase payables	(164,241)	(301,085)
Repayment of term loan	(7,011,000)	(5,973,000)
Interest paid	(2,415,632)	(2,378,381)
<b>Net cash generated from/(used in) financing activities</b>	<b>(2,626,441)</b>	<b>39,379,542</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(7,246,667)</b>	<b>(11,269,461)</b>
Effect of foreign exchange rate change	800	2,969
Opening balance of cash and cash equivalents	9,467,679	16,923,316
<b>Closing balance of cash and cash equivalents</b>	<b>2,221,812</b>	<b>5,656,824</b>
<b>Cash and cash equivalents</b>		
Fixed deposits with licensed bank	4,154,519	3,787,773
Cash and bank balances	4,461,051	5,251,622
Overdraft	(2,239,239)	(1,212,233)
	6,376,331	7,827,162
Less: Deposits held as security	(4,154,519)	(2,170,338)
<b>Closing balance of cash and cash equivalents</b>	<b>2,221,812</b>	<b>5,656,824</b>

**Note:**

The unaudited condensed consolidated Statement of Comprehensive Income should be read in conjunction with the notes to the interim financial report and the audited financial statements of the Group for the financial year ended 31 December 2015.

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT  
FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2016**

**PART A - EXPLANATORY NOTES PURSUANT TO MFRS 134**

**A1 Basis of Preparation**

a) These interim financial statements of SMRT Holdings Berhad ("SMRT" or the "Company") and its subsidiaries (the "Group") are unaudited and have been prepared in accordance with MFRS 134 - Interim Financial Reporting issued by the Malaysian Financial Standards Board ("MASB") and Appendix 9B of the Bursa Malaysia Securities Berhad's ("Bursa Securities") ACE Market Listing Requirements ("AMLR").

**b) Significant Accounting Policies**

The significant accounting policies and presentations adopted by the Group in this quarterly report are consistent with those of the annual financial statements for the FYE 31 December 2015 except for the Group has adopted the Malaysian Financial Reporting Standards (MFRS) framework issued by Malaysian Accounting Standards Boards (MASB) which are effective for annual periods beginning on or after 1 January 2016 as disclosed below: -

MFRS 14	Regulatory Deferral Accounts
Amendments to MFRS 5	Non-current Assets Held for Sale and Discontinued Operations
Amendments to MFRS 10, MFRS 12 and MFRS128	Investment Entities: Applying the Consolidation Exception
Amendments to MFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to MFRS 101	Disclosure Initiative
Amendments to MFRS 116 and MFRS 141	Agriculture: Bear Plants
Amendments to MFRS 119	Employee Benefits
Amendments to MFRS 127	Equity Method in Separate Financial Statements
Amendments to MFRS 128	Investment Entities: Applying the Consolidation Exception
Amendments to MFRS 138	Clarification of Acceptable Methods of Depreciation and Amortisation
Annual Improvements to MFRSs	2012 - 2014 Cycle

The adoption of the above amendments / improvements to MFRSs and new IC Int do not have any significant effect on the financial statements of the Group and Company.

**A2 Audit Report of the preceding Annual Financial Statements**

The audit report for the annual financial statements of the Group for the FYE 31 December 2015 was not subject to any qualification.

**A3 Seasonal or Cyclical Factors**

The Group's operations were not materially affected by seasonal or cyclical changes.

**A4 Changes in Estimates**

There were no estimates report provided for the last financial quarter under review.

**A5 Debt and Equity Securities**

There were no issuance, cancellation or repayment of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares, repurchase and resale of treasury shares for the current financial quarter under review.

The details movement of the issued and paid up capital and share premium reserved for the Company for the current quarter under review are as follows:-

	No. of shares Issued and fully paid up ordinary '000	Share Capital RM '000	Share Premium RM '000	Total RM '000
As at 1 July 2016	285,505	28,551	34,026	62,577
Issuance of shares via Private Placement	-	-	-	-
Issuance of shares via ESOS	-	-	-	-
Transfer of ESOS reserved upon exercised of ESOS	-	-	-	-
Conversion of Warrants to Ordinary Shares	-	-	-	-
<b>As at 30 September 2016</b>	<b>285,505</b>	<b>28,551</b>	<b>34,026</b>	<b>62,577</b>

**A6 Valuation of Property, Plant and Equipment**

The value of office suite has been brought forward, without amendments from the last year's annual audited financial statements.

**A7 Dividend Paid**

No dividend was paid during the current quarter under review.

**A8 Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows**

There were no unusual items or events, which affected the assets, liabilities, equity, net income or cash flows of the Group since the last annual audited financial statements.

**A9 Segmental Information****(a) Analysis of segmental revenue and results**

	Education RM'000	Training RM'000	Technology RM'000	Others RM'000	Eliminations RM'000	Consolidated RM'000
<b>3 Months Ended 30 September 2016</b>						
<b>Revenue</b>						
External customers	17,813	1,077	2,984	375	-	22,250
Inter-company sales	10	(525)	1,214	-	(699)	-
Dividend income	2,101	-	-	899	(3,000)	-
	<u>19,924</u>	<u>552</u>	<u>4,198</u>	<u>1,274</u>	<u>(3,699)</u>	<u>22,250</u>

**Results:**

Interest income	24	-	-	-	-	24
Interest expenses	(670)	(6)	(47)	(78)	-	(801)
Depreciation	(334)	(27)	(66)	-	-	(427)
Amortisation	(131)	-	-	-	-	(131)
Unallocated expenses	6,209	(1,750)	513	256	(2,990)	2,238
Other non cash expenses	1	(1)	(3,740)	(225)	1,240	(2,725)
Operating profit	5,099	(1,784)	(3,340)	(47)	(1,750)	(1,822)
Share of results of associate	(1,291)	-	-	-	-	(1,291)
Profit/(Loss) before tax	3,808	(1,784)	(3,340)	(47)	(1,750)	(3,113)
Income tax expense	(942)	(676)	123	(1)	-	(1,496)
Segment profit/(loss)	<u>2,866</u>	<u>(2,460)</u>	<u>(3,217)</u>	<u>(48)</u>	<u>(1,750)</u>	<u>(4,609)</u>

**9 Months Ended 30 September 2016**

<b>Revenue</b>						
External customers	50,823	2,954	6,498	1,186	-	61,461
Inter-company sales	10	1,197	2,591	(69)	(3,729)	-
Dividend income	4,201	-	-	1,799	(6,000)	-
	<u>55,034</u>	<u>4,151</u>	<u>9,089</u>	<u>2,916</u>	<u>(9,729)</u>	<u>61,461</u>

**Results:**

Interest income	28	-	-	-	-	28
Interest expenses	(2,139)	(17)	(112)	(260)	-	(2,528)
Depreciation	(992)	(194)	(152)	-	-	(1,338)
Amortisation	(394)	-	-	-	-	(394)
Unallocated expenses	11,018	(2,990)	688	(560)	(6,791)	1,365
Other non cash expenses	(25)	764	(2,539)	(2,496)	627	(3,669)
Operating profit	7,496	(2,437)	(2,115)	(3,316)	(6,164)	(6,536)
Share of results of associate	(3,078)	-	-	-	-	(3,078)
Profit before tax	4,418	(2,437)	(2,115)	(3,316)	(6,164)	(9,614)
Income tax expense	(1,508)	(1,289)	(2)	(5)	-	(2,804)
Segment profit/(loss)	<u>2,910</u>	<u>(3,726)</u>	<u>(2,117)</u>	<u>(3,321)</u>	<u>(6,164)</u>	<u>(12,418)</u>

(b) Analysis by geographical areas

Revenue	3 months ended 30 September 2016			
	Malaysia RM'000	Overseas RM'000	Elimi- nations RM'000	Conso- lidated RM'000
External sales	22,238	13	-	22,251
Inter-segment	699	-	(699)	-
Total	22,937	13	(699)	22,251

Revenue	9 months ended 30 September 2016			
	Malaysia RM'000	Overseas RM'000	Elimi- nations RM'000	Conso- lidated RM'000
External sales	61,393	69	-	61,462
Inter-segment	3,682	47	(3,729)	-
Total	65,075	116	(3,729)	61,462

Segment assets	313,090	11,465	(193,058)	131,497
Segment liabilities	227,875	56	(151,923)	76,008
Depreciation & amortisation	1,690	42	-	1,732

**A10 Material Events Subsequent to the End of the Current Quarter**

On 11 October 2016, TA Securities had announced on behalf the Company that issue price fixed for the first (1st) placement tranche of 11,848,341 Placement Shares at RM0.211 each approximately 0.05% to the five (5)-day volume weighted average market price of the Company shares up to and including 10 October 2016.

On 18 October 2016, the Company had completed the listing of 1st tranche of Private Placement.

**A11 Changes in the Composition of the Group**

The Company on 18 July 2016 announced that disposal of 900,000 ordinary shares of RM1.00 each in SMR Education Solutions Sdn Bhd ("SMR ES") representing 90% equity interest in SMR ES has been completed. Accordingly, SMR ES ceased to be a wholly-owned subsidiary of the Company.

**A12 Contingent Liabilities or Contingent Assets**

As at 30.09.2016  
RM'000

Corporate Guarantees issued to financial institutions in respect of banking facilities granted to subsidiary companies

7,434

Save for the above, there were no changes in the contingent liabilities and contingent assets of the Group, since the last audited accounts as at 31 December 2015.

**A13 Capital Commitments**

There were no capital commitments during the current quarter under review.



## PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE AMLR

### B1 Review of Performance

#### Current quarter compared to preceding year's corresponding quarter

The Group recorded a decrease in revenue of 17% to RM22.3 million for the current quarter under review as compared to the preceding year's corresponding quarter amounted to RM26.8 million (Q3,2015). The Group recorded a loss before taxation ("LBT") of RM3.1 million as compared to LBT of RM4.06 million in Q3,2015. The losses mainly due to lower revenue generated.

The education segment recorded a decrease in revenue of RM19.9 million for the current quarter as compared to Q3,2015 of RM22.4 million. This segment reported a lower profit after tax ("PAT") of RM2.9 million for current quarter as compared to RM5.8 million in Q3,2015 due to dividend income received from subsidiaries Q3, 2015 and share of losses from associate.

The training segment recorded a lower revenue of RM0.5 million for the current quarter as compared to Q3, 2015 of RM10.2 million. As a results, the training segment recorded a LAT of RM2.5 million as compared to a PAT of RM2.1 million in Q3, 2015.

The technology segment recorded an increased in revenue of RM4.2 million for the current quarter as compared to RM1.0 million in Q3, 2015 mainly due to revenue contribution resulted from acquisition of N'osairis representing 64% equity interest of the issued and paid up share capital of N'osairis. However, the technology segment recorded LAT of RM3.2 million as compared to Q3, 2015 RM3.7 million mainly due to higher operating expenses incurred for the current quarter.

#### Current financial year-to-date results compared to preceding year's corresponding financial year-to-date results

The Group recorded a decrease in revenue of 25% to RM61.5 million for the cumulative quarter 2016 as compared to the previous year's corresponding cumulative quarter 2015 of RM81.9 million. As a results, the Group recorded a LBT of RM9.6 million as compared to a LBT of RM2.9 million in the corresponding cumulative quarter 2015 mainly due to lower revenue contribution and share of loss from associate.

The education segment recorded a decrease in revenue to RM55.0 million as compared to Q3, 2015 of RM62.0 million. This segment reported a PAT of RM2.91 million as compared to RM13.4 million in the previous year's corresponding quarter 2015 mainly due to share of losses of associate. Furthermore, this segment recorded a decreased in dividend income received of RM4.2 million as compared to Q3, 2015 of RM12.8 million.

The training segment recorded a decreased in revenue for RM4.2 million as compared to RM33.8 million for the cumulative quarter 2015. As a results, this segment recorded a LAT of RM3.7 million as compared to a PAT of RM0.5 million in the cumulative quarter 2015 mainly due lower revenue generated from this segment.

The technology segment recorded an increased in revenue for RM9.1 million as compared to RM2.1 million for the cumulative quarter 2015. Hence, this business segment recorded an improvement in LAT of RM2.1 million as compared to RM5.8 million in the cumulative quarter 2015.

### B2 Material Change in Profit Before Tax for the Current Quarter as Compared with the Immediate Preceding Quarter

The Group's recorded a decrease in loss before tax of RM3.1 million in the current quarter as compared to RM4.2 million in the immediate preceding quarter (Q2, 2016). The losses in Q3, 2016 was mainly due to lower revenue generated and share of losses of associate.

### B3 Prospects for the Current Financial Year

The Group's outlook for the year remain challenging due to softening of the business conditions and competitive landscape. Despite the challenging environment, the Group's strategy remains unchanged and the Group continues to focus on the learning space - the Education sector as both the Malaysian government and the government in the countries that we focus on have high growth economies and they continue to invest heavily in education and workforce learning and development.

With Malaysia's Economic Transformation Programme ("ETP") focusing on developing a high income nation and substantial investments in Education and Workforce development, the Group is confident of the demand for its solutions in the learning space.

### B4 Variance of Actual Profit from Profit Forecast and Profit Guarantee

The Group neither announced nor provided any profit forecast or profit guarantee for the current quarter under review.

**B5 Income Tax Expenses**

	<b>Current Quarter 30.09.2016 RM'000</b>	<b>Cumulative Quarter 30.09.2016 RM'000</b>
Income tax		
Current	1,068	2,376
(Over)/Under provision of tax in prior year	442	442
Deferred tax liabilities	(14)	(14)
	<b>1,496</b>	<b>2,804</b>

The income tax expenses were mainly due to provision of income tax expenses in education and training segments.

Management Made Easy Sdn Bhd, a wholly-owned subsidiary, was awarded Multimedia Super Corridor Statues ("MSC Status") on 15 July 2013 thereby making said subsidiary eligible for Pioneer Status for 100% tax exemption on its chargeable income for a period of five years which expire on 15 June 2018.

**B6 Status of Corporate Proposal**

There was no other corporate proposals announced but not yet completed as at the date of this quarterly announcement.

**B7 Group Borrowings and Debt Securities**

	<b>30.09.2016 RM'000</b>
<u>Secured short -term</u>	
Overdraft	2,239
Hire purchase payables	202
Term Loan	11,943
<u>Secured long -term</u>	
Hire purchase payables	293
Term Loan	29,822
Total borrowings	<b>44,499</b>

All borrowings are denominated in Ringgit Malaysia.

**B8 Material Litigations**

The Group is not engaged in any material litigation either as plaintiff or defendant and the Directors do not have any knowledge of any proceedings pending or threatened against the Group as at the date of this quarterly report.

**B9 Loss / Earning Per Share ("LPS / EPS")**

The basic LPS/ EPS is calculated based on the Group's profit attributable to ordinary equity holders of the parent for the current quarter and cumulative year to date, and divided by the weighted average number of shares of RM0.10 each in issue for the current quarter and cumulative year to date as follows :-

**(a) Basic EPS**

	<b>Current Quarter Ended</b>		<b>Cumulative Year To Date</b>	
	<b>30.09.2016</b>	<b>30.09.2015</b>	<b>30.09.2016</b>	<b>30.09.2015</b>
(Loss)/Profit attributable to ordinary equity holders of the parent (RM'000)	(4,843)	(4,833)	(12,825)	(6,377)
Weighted average number of ordinary shares in issue ('000)				
As at 1 January/ July 2016	280,348	253,000	260,295	235,175
Add: Effect of issuance of shares	-	-	20,057	17,890
Add: Effect of conversion of warrants	-	-	-	-
Less: Effect of treasury shares held	(2)	(1)	(4)	(65)
As at 30 September 2016	280,346	252,999	280,348	253,000
Basic (loss)/profit per ordinary shares (sen)	(1.728)	(1.910)	(4.575)	(2.521)

**(b) Fully diluted earnings per share**

Diluted earnings per share amounts are calculated by dividing the Group's profit for the financial period attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial period plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

	Current Quarter Ended		Cumulative Year To Date	
	30.09.2016	30.09.2015	30.09.2016	30.09.2015
(Loss)/Profit attributable to ordinary equity holders of the parent (RM'000)	(4,843)	(4,833)	(12,825)	(6,377)
Weighted average no. of ordinary shares in issue ('000)	280,346	252,999	280,348	253,000
Effect of dilution for :-				
ESOS ('000)	-	-	-	-
Warrants ('000)*	-	-	-	22,988
Adjusted weighted average number of ordinary shares in issue and issuable ('000)	280,346	252,999	280,348	275,988
Diluted (loss)/earnings per shares (sen)	(1.728)	(1.910)	(4.575)	(2.311)

\* The average market price is lower than the exercise price. Thus, no effect of dilution for warrants for the current quarter.

**B10 Proposed Dividend**

The is no proposed dividend has been declared for the current quarter under review.

**B11 Disclosure of Realised and Unrealised Profits/(Losses)**

On 25 March 2010, Bursa Malaysia Securities Berhad ("Bursa Malaysia") issued a directive to all listed issuers pursuant to Paragraphs 2.07 and 2.23 of Bursa Malaysia Ace Market Listing Requirements. The directive requires all listed issuers to disclose the breakdown of the retained profits or accumulated losses as at the end of the reporting period, into realised and unrealised profits and losses.

On 20 December 2010, Bursa Malaysia further issued guidance on the disclosure and the format required.

Pursuant to the directive, the amounts of realised and unrealised profits or losses included in the retained profits of the Group and the Company as at 30 September 2016 are as follows:-

	As at 30.09.2016 RM'000	As at 31.12.2015 RM'000 Audited
<b>Total retained profits of the Company and its subsidiaries:</b>		
- Realised	9,456	16,481
- Unrealised	(3,363)	(3,350)
	6,093	13,131
<b>Total share of retained profits/(losses) from associate company:</b>		
- Realised	(8,840)	(15,892)
- Unrealised	-	-
	(8,840)	(15,892)
<b>Less: Consolidated adjustments</b>	(7,742)	5,289
<b>Total Group retained profits as per consolidated accounts</b>	(10,489)	2,528

The determination of realised and unrealised profits is based on Guidance of Special Matter No. 1, Determination of Realised and Unrealised Profits and Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised profits above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Malaysia and should not be applied for any other purposes.

**B12 Operating Profit**

	3 months ended		Year-to-date	
	30.09.2016	30.09.2015	30.09.2016	30.09.2015
	RM'000	RM'000	RM'000	RM'000
Operating profit has been arrived at after charging:-				
Amortisation of intangible assets	131	692	394	2,120
Depreciation of property, plant and equipment	428	872	1,338	2,440
Interest expenses	801	991	2,528	2,469
Loss on disposal of property, plant and equipment	-	-	-	-
Property, plant and equipment written off	-	-	2	203
Realised loss on foreign exchange	17	24	138	24
Unrealised loss on foreign exchange	(4)	-	9	-
After crediting:-				
Gain on disposal of property, plant and equipment	-	-	743	39
Interest Income	24	3	28	60
Rental Income	92	3,241	243	3,382
Realised gain on foreign exchange	77	(1)	93	-
Unrealised gain on foreign exchange	-	20	-	29

Other disclosure items pursuant to Appendix 9B Note 16 of the Listing Requirements of Bursa Malaysia Securities Berhad are not applicable.