(A) EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT

1. Basis of Preparation

The interim financial statements have been prepared under the historical cost convention. The unaudited interim financial statements have been prepared in accordance with FRS 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”).

The interim financial statements should be read in conjunction with the Annual Financial Report for the financial year ended 31 October 2007 and the accompanying explanatory notes. These notes provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 October 2007.

2. Accounting Policies

The accounting policies and methods of computation adopted for the interim financial statements are consistent with those of the audited financial statements for the year ended 31 October 2007 except for the adoption of the new/revised Financial Reporting Standards (“FRS”), Amendment to FRS and Interpretations, that are mandatory for financial periods beginning on or after the following dates.

FRSs, Amendment to FRS and Interpretations	Effective for financial periods beginning on or after
FRS 6: Exploration for and Evaluation of Mineral Resources	1 January 2007
Amendment to FRS 119_{2004}: Employee Benefits - Actuarial Gains and Losses, Group Plans and Disclosures	1 January 2007
FRS 107: Cash Flow Statements	1 July 2007
FRS 111: Construction Contracts	1 July 2007
FRS 112: Income Taxes	1 July 2007
FRS 118: Revenue	1 July 2007
FRS 120: Accounting for Government Grants and Disclosure of Government Assistance	1 July 2007
FRS 134: Interim Financial Reporting	1 July 2007
FRS 137: Provision, Contingent Liabilities and Contingent Assets	1 July 2007
Amendment to FRS 121: The Effects of Changes in Foreign Exchange Rates – Net Investment in a Foreign Operation	1 July 2007

FRSs, Amendment to FRS and Interpretations	Effective for financial periods beginning on or after
IC Interpretation 1: Changes in Existing Decommissioning, Restoration and Similar Liabilities	1 July 2007
IC Interpretation 2: Members' Shares in Co-operative Entities and Similar Instruments	1 July 2007
IC Interpretation 5: Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	1 July 2007
IC Interpretation 6: Liabilities arising from Participating in a Specific Market – Waste Electrical and Electronic Equipment	1 July 2007
IC Interpretation 7: Applying the Restatement Approach under FRS 129_{2004} – Financial Report in Hyperinflationary Economies	1 July 2007
IC Interpretation 8: Scope of FRS 2	1 July 2007

The adoption of the above FRSs, Amendment to FRS and Interpretations, where applicable, upon their effective dates does not have any significant financial impact on the Group.

3. Seasonal or Cyclical Factors

The Group recognises tuition fees income based on the number of teaching periods over the entire duration of the respective courses. The revenue and profit for the first and third quarter of each financial year are usually lower due to summer period for courses from institutions in United Kingdom/United States and Australia.

4. Unusual Significant Items

Except for the information disclosed in this interim financial statements, there were no unusual items affecting assets, liabilities, equity, net income or cash flows during the current financial year-to-date.

5. Changes in Estimates

There were no changes in estimates of amounts reported in prior interim periods of the current financial year or changes in estimates of amounts reported in prior financial years that had a material effect in the current quarter and year-to-date results.

6. Changes in Debt and Equity Securities

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

7. Dividends Paid

On 29 May 2008, a final dividend of 6% (3 sen per ordinary share of 50 sen each) less 26% income tax, in respect of the financial year ended 31 October 2007 amounting to RM1,970,827 was paid.

8. Segmental Reporting

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

9. Material Subsequent Event

There were no material events subsequent to the end of the current quarter.

10. Changes in the Composition of the Group

There were no changes in the composition of the Group during the current financial year-to-date except for the following:-

On 6 November 2007, the Company completed the acquisition of the entire issued and paid-up capital of HELP ICT Sdn. Bhd. ("HICT") (formerly known as Sepang Education Centre Sdn. Bhd.) comprising 5,000,000 ordinary shares of RM1.00 each for a total cash consideration of RM2.0 million.

The acquisition has contributed the following results to the Group:-

	Current Year Quarter RM'000	**Current Year-To-Date RM'000**
Revenue	2,175	7,911
Loss for the financial period	(256)	(2,278)

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

	Fair value recognised on acquisition RM'000	Acquiree's carrying amount RM'000
Property and equipment	752	752
Receivables	1,608	1,608
Cash and bank balances	2,355	2,355
Fees received in advance and other payables	(6,086)	(6,086)
Hire purchase creditors	(32)	(32)
Increase in Group net liabilities	(1,403)	(1,403)
Goodwill on consolidation	3,403	
Purchase consideration	2,000	

The cash inflow on acquisition is as follows:

	RM'000
Purchase consideration	2,000
Deposit paid in prior year	(1,000)
Balance of purchase consideration satisfied by cash	1,000
Cash and cash equivalents of subsidiary acquired	(2,355)
Net cash inflow to the Group for the financial period	1,355

11. Changes in Contingent Liabilities or Contingent Assets

Other than as disclosed below, there were no material changes in contingent liabilities or assets of the Group since 1 November 2007.

On 27 November 2008, HELP University College Sdn Bhd ("HUC") and HELP Training Centre Sdn Bhd ("HTC"), two wholly-owned subsidiaries of the Company, had entered into a settlement agreement with Damansara Realty Berhad ("DRB") to settle a legal suit pertaining to a dispute regarding the interpretation of a lease agreement amicably out-of-court.

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

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

(B) ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA SECURITIES (PARAGRAPH 9.22 AND APPENDIX 9B)

1. Review of Performance

	Fourth Quarter 31/10/2008 RM'000	Fourth Quarter 31/10/2007 RM'000	Year Ended 31/10/2008 RM'000	Year Ended 31/10/2007 RM'000
Revenue	26,163	17,560	86,546	61,701
Profit before taxation	5,430	4,191	16,083	13,398

For the fourth quarter under review, the Group's revenue increased by 49% to RM26.2 million from RM17.6 million recorded in the fourth quarter last year. The Group's profit before taxation for the fourth quarter grew by 30% to RM5.4 million from RM4.2 million recorded in the fourth quarter last year.

For the year ended 31 October 2008, the Group's revenue rose by 40% to RM86.5 million from RM61.7 million recorded in the previous year's corresponding period. In line with the higher revenue achieved, the Group's profit before taxation for the year ended 31 October 2008 increased by 20% to RM16.1 million as compared to RM13.4 million recorded in the previous year's corresponding period.

The growth in revenue and profits for both the fourth quarter and financial year-to-date was driven by rising student enrolments and higher fees.

2. Material Changes in the Profit Before Taxation for the Quarter Reported on as Compared to the Immediate Preceding Quarter

	Fourth Quarter 31/10/2008 RM'000	Third Quarter 31/7/2008 RM'000	Increase RM'000
Revenue	26,163	18,275	7,888
Profit before taxation	5,430	2,635	2,795

The Group recorded a higher profit before taxation of RM5.4 million for this quarter as compared to RM2.6 million recorded in the immediate preceding quarter. The higher profit made was due to more classes being conducted in the fourth quarter of the financial year for courses from institutions in the Northern Hemisphere.

3. Commentary on Prospects

The current global financial crisis has created a lot of uncertainties across many countries.

In its 22 years of existence, HELP has experienced healthy growth even during economic downturns.

We expect demand for education to be stronger domestically due to the high cost of education overseas.

The cost of tertiary education in Australia, the United Kingdom and the United States remains high ranging from RM300,000 to RM450,000 for a 3 year degree. For the similar degree in Malaysia, it costs approximately RM80,000. Therefore, tertiary education in Malaysia remains attractive to foreign students particularly from developing countries.

Our franchise programmes are growing strongly in Vietnam and Indonesia.

We are exploring exporting our programmes to Cambodia and the African continent.

Based on the above, the Directors expect the performance of the Group to be satisfactory for the financial year ending 31 October 2009.

4. Statement on Profit Forecast

The Group has not provided any profit forecast in a public document for the current financial year.

5. Variance on Profit Forecast/ Profit Guarantee

The Group has not provided any profit forecast or profit guarantee in a public document for the current financial year.

6. Taxation

	Current Year Quarter RM'000	Current Year-To-Date RM'000
Current period charge	1,372	5,286
Deferred taxation	(160)	(160)
Over provision of income tax in prior years	(975)	(1,035)
Under provision of deferred tax in prior years	202	202
	439	4,293

The effective tax rate of the Group (excluding the adjustments on prior years' tax) for the current year quarter is lower than the statutory tax rate due to certain income being exempted from tax. The effective tax rate of the Group for the current year-to-date is higher than the statutory tax rate due principally to certain expenses that were not deductible for tax purposes and tax losses of subsidiaries which were not available for Group relief.

7. Profits/(Losses) on Sale of Unquoted Investments and/or Properties

There were no sales of unquoted investments or properties during the current quarter and financial year-to-date.

8. Quoted Securities other than Securities in Existing Subsidiaries and Associated Companies

(a) Total purchases and disposals of quoted securities and profit arising therefrom are as follows:

	Current Year Quarter RM'000	Current Year To Date RM'000
Total purchase consideration	-	-
Total sale proceeds	-	2
Total loss on disposals	-	^

^ Denote RM206

(b) There was no investment in quoted securities as at the end of the reporting period.

9. Corporate Proposals

(a) Status of Corporate Proposals

On 14 March 2008, the Company announced the proposed acquisition by HELP University College Sdn Bhd, a wholly-owned subsidiary of the Company from Juta Permai (M) Sdn Bhd of a leasehold land measuring approximately 23.29 acres in Seksyen U4 (Subang Delima), Mukim of Sungai Buloh, District of Petaling, State of Selangor for a total cash consideration of RM20,290,248 ("Proposed Acquisition").

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

(b) Status of Utilisation of Proceeds Raised from the Company's listing on 22 May 2007

Purpose	Proposed Utilisation RM'000	Actual Utilisation as at 31 October 2008 RM'000	Intended Timeframe for Utilisation	Deviation/ Balance Amount RM'000	%	Explanations
Improvement to existing facilities	4,000	4,000	By 21 November 2008	-	-	Note (i)
Investment in and development of intellectual property, including staff development	2,660	1,967	By 21 May 2009	693	26	Note (ii)
International business development	1,179	1,179	By 21 November 2008	-	-	Note (i)
Working capital	1,982	1,982	By 21 May 2008	-	-	-
	9,821	9,128		693	7	

(i) Progressive utilisation within 18 months from date of Company's listing.

(ii) Progressive utilisation within 24 months from date of Company's listing.

10. Group Borrowings and Debt Securities

The Group's borrowings as at the end of the reporting period is as follows:

	RM'000
Hire purchase creditors	
Short term portion payable within one year	14
Long term portion payable after one year	4
	18

11. Off Balance Sheet Financial Instruments

There were no financial instruments with off balance sheet risk as at 31 October 2008.

12. Material Litigation

The changes in material litigation are disclosed in Note 11 of Part A of this report. As at 31 October 2008, there are no other material litigation that have material effect to the Group.

13. Dividends

The Board of Directors recommends a Final Dividend of 6% less income tax of 25% (3 sen per ordinary share of 50 sen each less 25% taxation) for the financial year ended 31 October 2008 subject to the approval of the shareholders at the forthcoming Annual General Meeting payable on a date to be determined later.

The Final Dividend, if approved, will result in a total dividend declared of 3 sen on 88,776,000 ordinary shares of 50 sen each less 25% taxation, amounting to RM1,997,460 for the financial year ended 31 October 2008.

14. Earnings per share attributable to equity holders of the Company

(a) **Basic earnings per share**

The basic earnings per share for the current financial year-to-date has been calculated based on the Group's profit for the current financial year-to-date attributable to the equity holders of the Company of RM11,803,000 and on the weighted average number of 88,776,000 ordinary shares in issue during the period.

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

Fully diluted earnings per share were not computed as there were no potential ordinary shares to be issued as at the end of the reporting period.

BY ORDER OF THE BOARD

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

Kuala Lumpur
22 December 2008