



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

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 JANUARY 2011**

	Note	Current Year Quarter 31/1/2011 RM'000	Preceding Year Quarter 31/1/2010 RM'000	Current Year- To-Date 31/1/2011 RM'000	Preceding Year- To-Date 31/1/2010 RM'000
Revenue		24,298	23,511	24,298	23,511
Other operating income		971	833	971	833
Other operating expenses		(20,774)	(20,581)	(20,774)	(20,581)
		<u>4,495</u>	<u>3,763</u>	<u>4,495</u>	<u>3,763</u>
Finance cost		(358)	(1)	(358)	(1)
Profit before taxation		4,137	3,762	4,137	3,762
Taxation	B(5)	(1,412)	(1,344)	(1,412)	(1,344)
Profit for the financial period, representing total comprehensive income		<u>2,725</u>	<u>2,418</u>	<u>2,725</u>	<u>2,418</u>
Attributable to:					
Equity holders of the Company		<u>2,725</u>	<u>2,418</u>	<u>2,725</u>	<u>2,418</u>
Earnings per share attributable to the equity holders of the Company (sen)					
Basic earnings per share	B(14)(a)	1.9	1.7	1.9	1.7
Fully diluted earnings per share		N/A	N/A	N/A	N/A

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 October 2010)

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

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 JANUARY 2011

	Unaudited As at end of current quarter 31/1/2011 RM'000	Audited As at preceding financial year ended 31/10/2010 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	125,085	122,976
Intangible assets	3,548	3,576
Deferred tax assets	30	30
	<u>128,663</u>	<u>126,582</u>
Current assets		
Trade receivables	5,362	4,012
Other receivables	7,005	5,715
Tax recoverable	847	1,739
Cash and cash equivalents	59,717	67,408
	<u>72,931</u>	<u>78,874</u>
TOTAL ASSETS	<u>201,594</u>	<u>205,456</u>
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the Company		
Share capital	71,021	71,021
Share premium	2,372	2,372
Retained earnings	42,724	39,999
Total equity	<u>116,117</u>	<u>113,392</u>
Non-current liabilities		
Deferred tax liabilities	3,792	3,792
Other payable	18,000	27,000
	<u>21,792</u>	<u>30,792</u>
Current liabilities		
Fees received in advance	30,683	21,477
Other payables	32,993	38,969
Tax payable	9	826
	<u>63,685</u>	<u>61,272</u>
Total liabilities	<u>85,477</u>	<u>92,064</u>
TOTAL EQUITY AND LIABILITIES	<u>201,594</u>	<u>205,456</u>
Net Assets Per Share (RM)	<u>0.82</u>	<u>0.80</u>

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Report for the year ended 31 October 2010)



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

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 JANUARY 2011**

	<u>Attributable to Equity Holders of the Company</u>			<u>Total</u>
	<u>Share Capital RM'000</u>	<u>Share Premium RM'000</u>	<u>Retained Earnings RM'000</u>	<u>Equity RM'000</u>
Balance as at 1 November 2010	71,021	2,372	39,999	113,392
Total comprehensive income for the financial period	-	-	2,725	2,725
Balance as at 31 January 2011	71,021	2,372	42,724	116,117
Balance as at 1 November 2009	44,388	2,533	49,532	96,453
Total comprehensive income for the financial period	-	-	2,418	2,418
Balance as at 31 January 2010	44,388	2,533	51,950	98,871

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31 October 2010)



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

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 JANUARY 2011**

	Current Year- To-Date 31/1/2011 RM'000	Preceding Year- To-Date 31/1/2010 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	4,137	3,762
Adjustments for non cash items	1,668	852
Operating profit before working capital changes	5,805	4,614
Net change in current assets	(2,701)	(3,865)
Net change in current liabilities	3,230	5,637
Interest received	444	439
Interest paid	(358)	(1)
Taxes paid	(1,337)	(1,703)
Net cash generated from operating activities	<u>5,083</u>	<u>5,121</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of property, plant, equipment and software	2	-
Purchase of property, plant, equipment and software	(3,776)	(591)
Payment for acquisition of property	(9,000)	(5,000)
Net cash used in investing activities	<u>(12,774)</u>	<u>(5,591)</u>
CASH FLOWS FROM FINANCING ACTIVITY		
Payment of hire purchase creditors, representing net cash used in financing activity	-	(4)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(7,691)	(474)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	67,408	87,719
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>59,717</u>	<u>87,245</u>

(The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Annual Financial Report for the year ended 31 October 2010)

(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 2010 and the accompanying explanatory notes. These notes provide an explanation of events and transactions that are significant for an understanding of the changes in the financial position and performance of the Group since the year ended 31 October 2010.

2. Significant 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 2010 except for the mandatory adoption of the following Financial Reporting Standards (“FRSs”), Amendments to FRSs and Interpretations that are effective for the financial periods beginning on or after 1 November 2010:

FRSs, Amendments to FRSs and Interpretations	Effective for financial periods beginning on or after
FRS 4: Insurance Contracts	1 January 2010
FRS 7: Financial Instruments: Disclosures	1 January 2010
FRS 101: Presentation of Financial Statements	1 January 2010
FRS 123: Borrowing Costs	1 January 2010
FRS 139: Financial Instruments: Recognition and Measurement	1 January 2010
Amendments to FRS 1 First-time Adoption of Financial Reporting Standards and FRS 127 Consolidated and Separate Financial Statement: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	1 January 2010
Amendments to FRS 2 Share-based Payment: Vesting Conditions and Cancellations	1 January 2010
Amendments to FRS 132 Financial Instruments: Presentation	1 January 2010

FRSs, Amendments to FRSs and Interpretations	Effective for financial periods beginning on or after
Amendments to FRS 139 Financial Instruments: Recognition and Measurement, FRS 7 Financial Instruments: Disclosures and IC Interpretation 9 Reassessment of Embedded Derivatives	1 January 2010
Amendments to FRSs contained in the document entitled "Improvements to FRSs (2009)"	1 January 2010
IC Interpretation 9: Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10: Interim Financial Reporting and Impairment	1 January 2010
IC Interpretation 11: FRS 2 – Group and Treasury Share Transactions	1 January 2010
IC Interpretation 13: Customer Loyalty Programmes	1 January 2010
IC Interpretation 14: FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	1 January 2010
Amendments to FRS 132 Financial Instruments: Presentation	1 March 2010
FRS 1: First-time Adoption of Financial Reporting Standards	1 July 2010
FRS 3: Business Combinations	1 July 2010
FRS 127: Consolidated and Separate Financial Statements	1 July 2010
Amendments to FRS 2: Share-based Payment	1 July 2010
Amendments to FRS 5: Non-current Assets Held for Sale and Discontinued Operations	1 July 2010
Amendments to FRS 138: Intangible Assets	1 July 2010
IC Interpretation 12: Service Concession Arrangements	1 July 2010
IC Interpretation 16: Hedges of a Net Investment in a Foreign Operation	1 July 2010
IC Interpretation 17: Distributions of Non-cash Assets to Owners	1 July 2010
Amendments IC Interpretation 9: Reassessment of Embedded Derivatives	1 July 2010

Other than the application of FRS 101 and FRS 139, the application of the above FRSs, Amendments to FRSs and Interpretations did not result in any significant changes in the accounting policies and presentation of the financial results of the Group.

(a) FRS 101: Presentation of Financial Statements

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

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 was adopted retrospectively by the Group.

(b) FRS 139: Financial Instruments: Recognition and Measurement

FRS 139 establishes principles for recognising and measuring financial assets, financial liabilities and some contracts to buy and sell non-financial items. The Group has adopted FRS 139 prospectively on 1 November 2010 in accordance with the transitional provisions. The adoption of FRS 139 does not result in any significant effect on the Group's opening balance of retained earnings and financial performance for the financial period.

3. Seasonal or Cyclical Factors

The Group recognises tuition fee income based on the number of teaching periods over the entire duration of the respective courses. The revenue and profit for 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

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 the prior financial year 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

There were no dividends paid during the current financial year-to-date.

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 Events

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.

11. Changes in Contingent Liabilities or Contingent Assets

There were no changes in contingent liabilities or contingent assets of the Group since the last annual financial reporting date.

12. Commitments on Capital Expenditure

The amount of capital commitments not provided for in the interim financial statements as at 31 January 2011 were as follows:-

	RM'000
Property, plant and equipment	
- Approved and contracted for	2,458
- Approved and not contracted for	2,451
	<hr/>
	<u>4,909</u>

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

1. Review of Performance

	First Quarter 31/1/2011 RM'000	First Quarter 31/1/2010 RM'000
Revenue	<u>24,298</u>	<u>23,511</u>
Profit before taxation	<u>4,137</u>	<u>3,762</u>

For the first quarter under review, the Group's revenue increased by 3.3% to RM24.3 million from RM23.5 million in the corresponding quarter. In line with the higher revenue recorded, the Group's profit before taxation continued to grow by 10% to RM4.1 million from RM3.8 million last year.

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

	First Quarter 31/1/2011 RM'000	Fourth Quarter 31/10/2010 RM'000	Decrease RM'000
Profit before taxation	<u>4,137</u>	<u>7,815</u>	<u>3,678</u>

The Group recorded profit before taxation of RM4.1 million for this quarter as compared to RM7.8 million recorded in the immediate preceding quarter in line with the seasonal fluctuations of the industry.

3. Commentary on Prospects

The education industry continues to be strong with further demand for quality education. Our home-grown courses continue to excel. Our partnership with the Pearson group and the recent investment in Bridge2think AG would enable us to reach a larger base of foreign students reading our programs overseas and tap into growing online learning market globally.

HELP is constantly on the lookout to further expand our presence abroad. We are bullish about the Indonesian market and will continue to build more partnerships in the Asean region.

The Directors remain confident that the Group is fundamentally strong and expect the performance of the Group to be satisfactory for the financial year ending 31 October 2011.

4. Statement and Variance on Profit Forecast/Guarantee

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

5. Taxation

	Current Year Quarter RM'000	Current Year- To-Date RM'000
Current period income tax	<u>1,412</u>	<u>1,412</u>

The effective tax rate of the Group is higher than the statutory tax rate due principally to certain expenses that were not deductible for tax purposes and tax losses of subsidiaries.

6. 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.

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

There were no investment in quoted securities as at the end of the reporting period.

8. Corporate Proposals

(a) Status of Corporate Proposals

On 27 January 2011, 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 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 consideration of Swiss Franc 328,471.50 (equivalent to approximately RM1,064,000); and
- (iii) Shareholders’ Agreement with the shareholders of B2T upon completion of the SPA and the SA.

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

(b) Status of Utilisation of Proceeds Raised from Corporate Proposal

There were no corporate proposals involving fund raising.

9. Realised and Unrealised Profits

	Current Year Quarter RM'000	Preceding Year-To-Date RM'000
Realised earnings	46,504	43,673
Unrealised losses	<u>(3,780)</u>	<u>(3,674)</u>
Retained earnings	<u>42,724</u>	<u>39,999</u>

10. Group Borrowings and Debt Securities

The Group did not have borrowings as at the end of the reporting period.

11. Off Balance Sheet Financial Instruments

There were no financial instruments with off balance sheet risk as at 31 January 2011.

12. Material Litigation

There were no material litigation as at 31 January 2011.

13. Dividends

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 October 2010, of 4% less 25% taxation on 142,041,600 ordinary shares of RM0.50 each, amounting to a dividend payable of RM2,130,624 (1.5 sen net per ordinary share) will be proposed for shareholders' approval. The interim financial statements for the current financial year-to-date 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 period in which the approval is obtained.

The Board of Directors does not recommend any dividend for the first quarter ended 31 January 2011.

14. Earnings Per Share Attributable to the Equity Holders of the Company

(a) Basic Earnings Per Share

The basic earnings per share has been calculated by dividing the Group's profit for the period attributable to the equity holders of the Company on the weighted average number of ordinary shares in issue during the period.

	Current Year Quarter 31/1/2011	Preceding Year Quarter* 31/1/2010	Current Year- To-Date 31/1/2011	Preceding Year- To-Date* 31/1/2010
Profit attributable to the equity holders of the Company (RM'000)	2,725	2,418	2,725	2,418
Number of ordinary shares at beginning of the period ('000)	142,042	88,776	142,042	88,776
Ordinary shares issued pursuant to bonus issue	-	53,266	-	53,266
Number of ordinary shares	142,042	142,042	142,042	142,042
Basic earnings per share (sen)	1.9	1.7	1.9	1.7

* Restated to take into account the issuance of bonus shares in the financial year ended 31 October 2010.

(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)
Elaine Wong Wei Syn (MAICSA 7048544)
 Company Secretaries

Kuala Lumpur
 25 March 2011