

# SUMMARY OF KEY FINANCIAL INFORMATION 31 DECEMBER 2006

		INDIVIDU	JAL PERIOD	CUMULATIVE PERIOD		
		CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD	
		31/12/2006	31/12/2005	31/12/2006	31/12/2005	
1	Revenue	RM'000 25,399	RM'000 17,530	RM'000 74,092	RM'000 75,118	
2	Profit/(loss) before tax	(547)	(270)	2,868	1,000	
3	Profit/(loss) for the period	(749)	(1,064)	1,858	(48)	
4	Profit/(loss) attributable to ordinary equity holders of the parent	(710)	(995)	2,073	236	
5	Basic earnings per share (sen)	(0.82)	(1.12)	2.37	0.27	
6	Proposed/Declared dividend per share (sen)	2.00	2.00	2.00	2.00	
7	Net assets per share attributable to ordinary equity holders of the parent (RM)			AS AT END OF CURRENT QUARTER 1.7494	AS AT PRECEDING FINANCIAL YEAR END 1.7214	

#### ADDITIONAL INFORMATION

		INDIVIDU	AL PERIOD	CUMULATIVE PERIOD		
		CURRENT YEAR	PRECEDING YEAR	CURRENT YEAR	PRECEDING YEAR	
		QUARTER	CORRESPONDING	TO DATE	CORRESPONDING	
			QUARTER		PERIOD	
		31/12/2006	31/12/2005	31/12/2006	31/12/2005	
		RM'000	RM'000	RM'000	RM'000	
1.	Gross interest income	370	488	361	988	
2.	Gross interest expense	(1,658)	(1,892)	(6,489)	(6,323)	



## CONDENSED CONSOLIDATED BALANCE SHEET At 31 December 2006

	As at 31 Dec 06 (RM'000)	As at 31 Dec 05 (RM'000)
ASSETS		
Non-current assets		
Property, plant and equipment	162,064	172,617
Investment property	532	542
Investment in associates	1,745	1,850
Other investments	8,970	8,970
Intangible assets	30,324	31,216
Deferred tax assets	1,161	94
Long term receivable	9,600	12,600
	214,396	227,889
Current assets		
Inventories	119	104
Trade receivables	16,541	46,414
Other receivables	32,275	22,559
Other investments	174	115
Tax recoverable	1,807	1,703
Assets held for sale	12,865	-
Cash and cash equivalents	6,137	2,531
	69,918	73,426
TOTAL ASSETS	284,314	301,315
TOTAL ASSETS  EQUITY AND LIABILITIES	284,314	301,315
EQUITY AND LIABILITIES	284,314	301,315
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company	<b>284,314</b> 89,093	<b>301,315</b> 89,093
EQUITY AND LIABILITIES		
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital	89,093	89,093
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares	89,093 (2,507)	89,093 (961)
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares	89,093 (2,507) 64,187	89,093 (961) 63,426
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves	89,093 (2,507) 64,187 150,773	89,093 (961) 63,426 151,558
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves  Minority interest Total equity	89,093 (2,507) 64,187 150,773 562	89,093 (961) 63,426 151,558 697
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves  Minority interest Total equity  Non-current liabilities	89,093 (2,507) 64,187 150,773 562 151,335	89,093 (961) 63,426 151,558 697 152,255
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves  Minority interest Total equity  Non-current liabilities Borrowings	89,093 (2,507) 64,187 150,773 562 151,335	89,093 (961) 63,426 151,558 697 152,255
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves  Minority interest Total equity  Non-current liabilities	89,093 (2,507) 64,187 150,773 562 151,335	89,093 (961) 63,426 151,558 697 152,255
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves  Minority interest Total equity  Non-current liabilities Borrowings	89,093 (2,507) 64,187 150,773 562 151,335	89,093 (961) 63,426 151,558 697 152,255 107,182 2,023
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves  Minority interest Total equity  Non-current liabilities Borrowings Deferred tax liabilities	89,093 (2,507) 64,187 150,773 562 151,335	89,093 (961) 63,426 151,558 697 152,255 107,182 2,023
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves  Minority interest Total equity  Non-current liabilities Borrowings Deferred tax liabilities  Current liabilities	89,093 (2,507) 64,187 150,773 562 151,335 67,485 2,134 69,619	89,093 (961) 63,426 151,558 697 152,255 107,182 2,023 109,205
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves  Minority interest Total equity  Non-current liabilities Borrowings Deferred tax liabilities  Current liabilities Other payables	89,093 (2,507) 64,187 150,773 562 151,335 67,485 2,134 69,619 16,896 45,415 1,049	89,093 (961) 63,426 151,558 697 152,255 107,182 2,023 109,205 18,256 20,711 888
Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves  Minority interest Total equity  Non-current liabilities Borrowings Deferred tax liabilities Other payables Borrowings Taxation	89,093 (2,507) 64,187 150,773 562 151,335 67,485 2,134 69,619	89,093 (961) 63,426 151,558 697 152,255 107,182 2,023 109,205 18,256 20,711
EQUITY AND LIABILITIES  Equity attributable to Shareholders of the Company Share Capital Treasury Shares Reserves  Minority interest Total equity  Non-current liabilities Borrowings Deferred tax liabilities Other payables Borrowings	89,093 (2,507) 64,187 150,773 562 151,335 67,485 2,134 69,619 16,896 45,415 1,049	89,093 (961) 63,426 151,558 697 152,255 107,182 2,023 109,205 18,256 20,711 888

The Condensed Consolidated Balance Sheet should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2005.

# CONDENSED CONSOLIDATED INCOME STATEMENT for the year ended 31 December 2006

	Current Period 3 months ended 31 Dec		Cumulativ 12 month 31 E	s ended
	2006	2005	2006	2005
	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Revenue - services	25,399	17,530	74,092	75,118
Cost of services	(7,717)	(7,526)	(20,943)	(23,561)
Gross profit	17,682	10,004	53,149	51,557
Operating expenses	(19,093)	(13,016)	(54,106)	(51,706)
Other operating income	2,152	4,146	9,953	6,484
Profit from operations	741	1,134	8,996	6,335
Finance costs	(1,658)	(1,892)	(6,489)	(6,323)
Interest income	370	488	361	988
Profit/(loss) before tax	(547)	(270)	2,868	1,000
Income tax expense	(202)	(794)	(1,010)	(1,048)
Profit/(loss) for the period	(749)	(1,064)	1,858	(48)
Attributable to :				
Shareholders of the Company	(710)	(995)	2,073	236
Minority interests	(39)	(69)	(215)	(284)
	(749)	(1,064)	1,858	(48)
Earnings per share	<u> </u>	· · · · · · · · · · · · · · · · · · ·		<u> </u>
- Basic (sen)	(0.82)	(1.12)	2.37	0.27
- Diluted (sen)	(0.82)	(1.12)	2.37	0.26

The Condensed Consolidated Income Statement should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2005.

### CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY for the year ended 31 December 2006

	Attributable to Shareholders of the Company  Non-Distributable  Distributable								
	Share Capital RM'000	Treasury Shares RM'000	Share Premium RM'000	Revaluation reserve RM'000	Translation reserve RM'000	Retained profits RM'000	Total RM'000	Minority Interests RM'000	Total Equity RM'000
Balance as at 1 January 2006	89,093	(961)	35,876	2,077	-	25,473	151,558	697	152,255
Foreign exchange translation differences	-	-	-	-	(50)	-	(50)	-	(50)
Net profit for the year	-	-	-	-	-	2,073	2,073	(215)	1,858
Transfer to retained profit on the realisation of revaluation reserve	-	-	-	(25)	-	25	-	-	-
Purchase of Treasury Shares	-	(1,546)	-	-	-	-	(1,546)	-	(1,546)
Purchase of additional interest in subsidiary	-	-	-	-	-	-	-	80	80
Dividend paid - 2005	_	-	-	-	-	(1,262)	(1,262)	-	(1,262)
Balance as at 31 December 2006	89,093	(2,507)	35,876	2,052	(50)	26,309	150,773	562	151,335
Balance as at 1 January 2005	88,647	-	35,264	2,102	-	29,060	155,073	1,517	156,590
Net profit for the year	-	-	-	-	-	236	236	(284)	(48)
Transfer to retained profit on the realisation of revaluation reserve	-	-	-	(25)	-	25	-	-	-
Issue of shares under ESOS	46	-	26	-	-	-	72	-	72
Issue of shares under private placement	400	-	600	-	-	-	1,000	-	1,000
Corporate exercise expenses	-	-	(14)	-	-	-	(14)	-	(14)
Purchase of Treasury Shares	-	(961)	-	-	-	-	(961)	-	(961)
Purchase of additional interest in subsidiary	-	-	-	-	-	-	-	(536)	(536)
Dividend paid - 2004	-	-	-	-	-	(3,848)	(3,848)	-	(3,848)
Balance as at 31 December 2005	89,093	(961)	35,876	2,077	-	25,473	151,558	697	152,255

The Condensed Consolidated Statement Of Changes In Equity should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2005.



# CONDENSED CONSOLIDATED CASH FLOW STATEMENT for the year ended 31 December 2006

	31 Dec 2006 (RM'000)	31 Dec 2005 (RM'000)
Cash flows from operating activities		
Profit before tax	2,868	1,000
Adjustment for non-cash flow:-		
- Non-cash items	6,069	9,691
- Non-operating items	4,248	1,364
Operating profit before working capital changes	13,185	12,055
Changes in working capital		
- Net change in current assets	23,141	(28,508)
- Net change in current liabilities	(1,362)	23,495
Cash generated from operations	34,964	7,042
- Income taxes paid	(1,908)	(2,980)
- Net interest	(6,128)	(5,335)
Net cash generated from/(used in) operating activities	26,928	(1,273)
Cash flows from investing activities		
- Net equity investments	7	4,108
- Purchase of treasury shares	(1,546)	(961)
- Proceeds from disposal of property, plant and equipment	69,590	7,553
- Purchase of property, plant and equipment	(75,119)	(38,677)
Net cash used in investing activities	(7,068)	(27,977)
Cash flows from financing activities		
- Net proceeds from issuance of shares	-	1,133
- Net (repayment of)/proceeds from borrowings	(1,392)	16,473
- Dividends paid	(1,262)	(3,848)
Net cash (used in)/generated from financing activities	(2,654)	13,758
Net increase/(decrease) in cash and cash equivalents	17,206	(15,492)
Cash and cash equivalents at beginning of the year	(15,101)	391
Cash and cash equivalents at end of the year	2,105	(15,101)

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2005.

#### Notes to interim financial report

#### A. DISCLOSURE REQUIREMENTS AS PER FRS 134

#### 1. Basis of preparation

The interim financial report is unaudited and has been prepared in accordance with the requirements of FRS 134: *Interim Financial Reporting* and the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2005 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2006 annual financial statements. Details of these changes in accounting policies are set out in Note 2.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2005. These explanatory notes attached to the interim financial statements 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 December 2005.

#### 2. Changes of accounting policies

The MASB has issued a number of new and revised Financial Reporting Standards (FRSs, which term collectively includes the MASB's Issues Committee's Interpretations) that are effective for accounting years beginning on or after 1 January 2006.

The following sets out further information on the changes in accounting policies for the annual accounting year beginning on 1 January 2006 which have been reflected in this interim financial report pursuant to adoption of the FRSs.

# (a) Amortisation of goodwill and negative goodwill (FRS 3, Business Combinations FRS 136, Impairment of Assets and FRS 138, Intangible Assets)

In prior years, goodwill was amortised from the date of initial recognition over its estimated useful life of not more than twenty-five (25) years and was subject to impairment testing when there were indications of impairment.

With effect from 1 January 2006, in accordance with FRS 3 and FRS 136, the Group no longer amortises positive goodwill. Such goodwill is tested annually for impairment, including in the year of its initial recognition, as well as when there are indications of impairment. Impairment losses are recognised when the carrying amount of the cash generating unit to which the goodwill have been allocated exceeds its recoverable amount.

Also with effect from 1 January 2006 and in accordance with FRS 3, if the fair value of the net assets acquired in a business combination exceeds the consideration paid (i.e. an amount arises which would have been known as negative goodwill under the previous policy), the excess is recognised immediately in the income statement as it arises.

The new policy in respect of positive goodwill has been applied prospectively in accordance with the transitional arrangements under FRS 3. As a result, comparative amounts have not been restated, the cumulative amount of amortisation as of 1 January 2006 has been offset against the cost of the goodwill and no amortisation charge for goodwill has been recognised in the income statement for the year ended 31 December 2006. This has increased the Group's profit after tax for the twelve months ended 31 December 2006 by RM1,504,000.

The change in policy relating to negative goodwill had no effect on the interim financial report as there was no negative goodwill deferred as at 31 December 2005.

# (b) Changes in presentation (FRS 101, Presentation of Financial Statements and FRS 127, Consolidated and Separate Financial Statements) – Minority Interests

In prior years, minority interests at the balance sheet date were presented in the consolidated balance sheet separately from liabilities and as deduction from net assets. Minority interests in the results of the Group for the year were also separately presented in the income statement as a deduction before arriving at the profit attributable to shareholders.

With effect from 1 January 2006, in order to comply with FRS 101 and FRS 127, minority interests at the balance sheet date are presented in the consolidated balance sheet within equity attributable to the shareholders of the Company, and minority interests in the results of the Group for the year are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between the minority interests and the shareholders of the Company.

# (c) Assets Held for Sale (FRS 5, Non-current Assets Held for Sale and Discontinued Operations)

Non-current assets that are expected to be recovered primarily through sale rather than through continuing use are classified as held for sale.

In the previous years, non-current assets held for sale were not classified separately on the balance sheet and were measured in accordance with the respective accounting policy. Following the adoption of FRS 5, non-current assets held for sale are classified separately as current assets. This change in accounting policy is applied prospectively from 1 January 2006.

#### (d) Investment Property (FRS 140)

Investment properties are properties that are owned or held under a leasehold interest to earn rental income or for capital appreciation or for both. These include land held for a currently undetermined future use. Properties that are occupied by the companies in the Group are accounted for as owner-occupied rather than as investment properties.

#### 3. Qualification of Audit Report

The audit report of the financial statements of the Group for the year ended 31 December 2005 was not qualified.

#### 4. Seasonal or cyclical factors

Full-time students enrol for courses during certain years of the year whereas adult learners (part-time students) do not have preference for specific intakes.

With the combination of both full-time and part-time programmes offered by the Group, the effects of seasonal or cyclical factors are minimised.

### 5. Nature and amount of items affecting assets, liabilities, equity, net income, or cash flows that are unusual.

There were no material unusual items affecting the assets, liabilities, equity, net income or cash flows of the Group for the financial year ended 31 December 2006.

#### 6. Nature and amount of changes in estimates

There were no changes in estimates of amounts previously reported which have a material effect in the financial year ended 31 December 2006.



# 7. Issuance, cancellations, repurchases, resale and repayments of debt and equity securities

There were no cancellations, repurchases, resale and repayments of debts and equity securities during the financial year ended 31 December 2006 except for the following:

No. of ordinary shares of RM1.00 each as at 1 January 2006 Less: Repurchase of Company's own ordinary shares No. of ordinary shares of RM1.00 each as at 31 December 2006 No. of ordinary shares 88,040,855 (1,854,600) 86,186,255

During the financial year, the Company repurchased 1,854,600 of its own ordinary shares from the open market at an average price of RM0.83 per share. The total consideration paid for the repurchase including transaction costs was RM1,546,110 and this was financed by internally generated funds. The shares repurchased are being held as treasury shares in accordance with Section 67A of the Companies Act 1965. As at 31 December 2006, the total shares bought back, all of which are held as treasury shares, amounted to 2,906,500 shares.

#### 8. Dividends paid

A final dividend of 2% less income tax of 28%, amounting to RM1,262,000 for the year ended 31 December 2005 was paid on 8 August 2006.

#### 9. Segment reporting

The Group's turnover and profits were derived mainly from education and training activities and accordingly, no segment reporting is presented.

#### 10. Valuations of property, plant and equipment

The valuations of land and building have been brought forward, without amendments from the previous annual report.

#### 11. Material subsequent events

There are no material subsequent events that have not been reflected in the financial statements for the financial year ended 31 December 2006.

#### 12. Changes in composition of the Group

There were no major changes in the composition of the Group during the year ended 31 December 2006 except as follows:

- (a) On 7 March 2006, the Company through its wholly-owned subsidiary, Berrrington Bay Corporation Sdn Bhd acquired 100 ordinary shares of RM1.00 each, representing 100% equity interest in SEGI-IGS Sdn Bhd (formerly known as Montessori Child Enrichment Centres Sdn Bhd) at RM1.00 per share;
- (b) On 30 March 2006, the Company through its wholly-owned subsidiary, SEG International Group Sdn Bhd acquired an additional 75,000 ordinary shares of RM1.00 each, representing the balance 30% equity interest in SEGi Youth Training Sdn Bhd for a total purchase consideration of RM75,000; and
- (c) On 20 October 2006, the Company through its wholly-owned subsidiary, SEGi Method Sdn Bhd acquired 210,000 ordinary shares of RM1.00 each, representing 70% equity interest in CEPI Resources (Selangor) Sdn Bhd for a total purchase consideration of RM300,000.

#### 13. Changes in contingent liabilities or contingent assets

There were no material contingent liabilities or contingent assets of the Group as at 31 December 2006.

#### 14. Capital Commitments

The amount of capital commitments approved and contracted for the purchase of property, plant and equipment, but not provided for in the interim financial statements as at 31 December 2006, is RM23,190,000.

# B. DISCLOSURE REQUIREMENTS AS PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS.

#### 1. Review of performance

For the financial year ended 31 December 2006, the Group achieved a Profit before Tax of RM2.9 million as compared to a Profit before Tax of RM1.0 million in the corresponding period in 2005. The revenue for the year however, reduced by 1% as compared to the previous year, mainly as a result of the disposal of the seven colleges and centres in December 2005.

The improvement in results for the financial year ended 31 December 2006 is mainly due to:

- the positive effects of the rebranding and rationalisation exercise that the Group did in early 2006.
- overall increase in student enrolments in the Group's colleges and training centres.

#### 2. Variation of results against preceding quarter

The Group recorded a loss before taxation of RM0.5 million for the current quarter compared to a pre-tax profit of RM0.9 million in the previous quarter. The drop in profits is in line with the general trend of the business.

#### 3. Current year prospects

For the current year of 2007, the Group will further strengthen its position and brand name with the launching of its flagship campus at Kota Damansara, Selangor towards the second quarter of the year. With the launch of this state-of-the-art campus, the Group will also introduce a broader range of academic courses to cater for students in areas such as pharmacy, medical and health sciences, nursing and bio-technology.

With the groundwork firmly established in the previous year and concrete plans made for the growth of the Group, we expect the performance of the Group to be further improved and strengthened.

#### 4. Profit forecast

Not applicable.

#### 5. Tax Expenses

	Current quarter ended	Cumulative quarter ended
	31 Dec 2006	31 Dec 2006
	(RM'000)	(RM'000)
Current tax expense		
- current	2,127	2,935
- prior year	(684)	(684)
	1,443	2,251
Deferred tax expense		
- current	(1,044)	(1,044)
- prior year	(197)	(197)
	(1,241)	(1,241)
Total	202	1,010
		,

#### 6. Unquoted investments and properties

For the quarter under review, the following properties were disposed:

- (i) The Company disposed three (3) units of office lots in Cheras Business Centre, Kuala Lumpur for a total consideration of RM301,000. This resulted in a gain on disposal of RM20,000.
- (ii) The Company disposed one (1) unit of shop lot in Sungai Petani, Kedah for a total consideration of RM325,000. This resulted in a loss on disposal of RM87,000.

For the previous quarters, the following properties were disposed:

- (i) Shaw Commercial Institution Sdn Bhd, a wholly-owned subsidiary of the Company disposed a freehold land held under Geran 43527, Lot 13, Pekan Subang Jaya, Daerah Petaling, Selangor Darul Ehsan together with a 12-storey building (known as "SEGi College") erected thereon and including the fixtures, fittings, plants and equipment for a cash consideration of RM48.3 million pursuant to a Sale and Leaseback Agreement with Amanah Raya Berhad ("ARB"). This resulted in a gain on disposal of RM2.3 million.
- (ii) The Company disposed six (6) units of office lots in Cheras Business Centre, Kuala Lumpur for a total consideration of RM634,000. This resulted in a gain on disposal of RM49,000.
- (iii) Binary Mark Sdn Bhd, effectively a 98.63%-owned subsidiary of the Company, disposed a 5-storey commercial building known as South City Plaza, Block A, located at Pekan Serdang, Daerah Petaling, Selangor Darul Ehsan for a cash consideration of RM8.9 million

pursuant to a Sale and Leaseback Agreement with ARB. This resulted in a loss on disposal of RM0.4 million.

(iv) Prestige Front Sdn Bhd, a wholly-owned subsidiary of the Company, disposed a 5-storey commercial building known as South City Plaza, Block B, located at Pekan Serdang, Daerah Petaling, Selangor Darul Ehsan for a cash consideration of RM9.1 million pursuant to a Sale and Leaseback Agreement with ARB. This resulted in a loss on disposal of RM1.6 million.

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

#### 7. Quoted investments

There were no sales or purchases of quoted investments in the current quarter and financial year-to-date.

Investment in quoted securities as at 31 December 2006:

	Cost	Book value	Market
			Value
	(RM'000)	(RM'000)	(RM'000)
Total quoted securities	3,260	3,260	949
Less: Diminution in value		(116)	-
Balance as at 31 December 2006	3,260	3,144	949

#### 8. Status of corporate proposal announced

- a) On 30 May 2006, the Company entered into a Sales and Purchase Agreement ("SPA") with Yasmin Holdings Sdn Bhd ("YHSB") for the proposed disposal of a twelve (12) storey building identified as Block B02, Block B, Phileo Damansara 1, No.9, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan for a cash consideration of RM5.9 million. The completion of the sale is pending payment of the balance purchase price by YHSB.
- b) On 30 June 2006, the Company entered into a SPA with Maser (M) Sdn Bhd ("MSB") for the proposed disposal of a twelve (12) storey building identified as Block B01, Block B, Phileo Damansara 1, having its postal address as Unit Nos. 101 to 1201, Pusat Perdagangan Phileo Damansara 1, No.9, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan for a cash consideration of RM6.1 million.

Subsequently, the SPA was revoked via a Deed of Revocation dated 5 February 2007. Simultaneously, the Company entered into a new SPA with YHSB for the proposed disposal of the same at the cash consideration of RM6.1 million.

c) On 15 November 2006, the Company entered into a new Supplemental Agreement with Ecofirst Consolidated Bhd (formerly known as Kumpulan Emas Berhad) ("ECB") to vary the terms set out in the Profit Guarantee Agreement dated 22 October 1999 ("PGA") and supplemental agreements dated 17 October 2000 and 27 February 2003.

Salient terms of the new Supplemental Agreement are as follows:

- (i) Fifty percent (50%) of the guaranteed profit for the financial year ended 31 December 2005 amounting to RM3,556,000 shall be waived; and
- (ii) The fulfilment of the remaining fifty percent (50%) of the guaranteed profit for the financial year ended 31 December 2005 by ECB to the Company shall be deferred and accumulated together with the guaranteed profit for the financial year ended 31 December 2006.

Based on the new Supplemental Agreement, the Company has an additional income of RM3,380,000 being the shortfall in profit guarantee for the year ended 31 December 2005 due from ECB.

#### 9. Borrowing and debt securities

	31 December 2006
	(RM'000)
Current	
- Secured	5,415
- Unsecured	40,000
	45,415
Non-current	
- Secured	47,485
- Unsecured	20,000
	67,485
	112,900

The above borrowings are denominated in Ringgit Malaysia.

#### 10. Off balance sheet financial instruments

There were no financial instruments with off balance sheet risk as at 27 February 2007.

#### 11. Changes in material litigation

There are no pending material litigations as at 27 February 2007.

#### 12. Dividend

As at 31 December 2006, no dividend has been declared for the financial year under review.

The Board of Directors is recommending a first and final dividend of 2% less tax for the financial year ended 31 December 2006, subject to the approval of shareholders at the forthcoming Annual General Meeting.

#### 13. Earnings per share

The basic and diluted earnings per share have been calculated based on the consolidated net profit for the year and on the weighted average number of ordinary shares in issue during the year.

#### Basic earnings per share

	Current Quarter Ended	Comparative Quarter Ended	Cumulative to-date	Cumulative to-date
	31/12/2006 (RM'000)	31/12/2005 (RM'000)	31/12/2006 (RM'000)	31/12/2005 (RM'000)
Earnings	(KW 000)	(KW 000)	(KW 000)	(KW 000)
Profit for the period	(749)	(1,064)	1,858	(48)
Amount attributable to minority interests	39	69	215	284
Profit for the period attributable to the shareholders of the				
Company	(710)	(995)	2,073	236
Weighted average number of	('000)	(000)	(000)	(,000)
ordinary shares	86,883	88,510	87,498	88,865
-				
Basic earnings per share (sen)	(0.82)	(1.12)	2.37	0.27

#### Diluted earnings per share

	Current	Comparative	Cumulative	Cumulative
	Quarter	Quarter	to-date	to-date
	Ended	Ended		
	31/12/2006	31/12/2005	31/12/2006	31/12/2005
	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Earnings				
Profit for the period	(749)	(1,064)	1,858	(48)
Amount attributable to minority				
interests	39	69	215	284
Profit for the period attributable to the shareholders of the				
Company	(710)	(995)	2,073	236
•				
	('000')	('000)	(000)	(000)
Weighted average number of				
ordinary shares (diluted)	86,883	88,510	87,498	89,329
Diluted earnings per share (sen)	(0.82)	(1.12)	2.37	0.26