

# SUMMARY OF KEY FINANCIAL INFORMATION 30 JUNE 2012

		INDIVIDU	AL PERIOD	CUMULATIVE PERIOD			
		CURRENT YEAR	PRECEDING YEAR	CURRENT YEAR	PRECEDING YEAR		
		QUARTER	CORRESPONDING	TO DATE	CORRESPONDING		
			QUARTER		PERIOD		
		30/06/2012	30/06/2011	30/06/2012	30/06/2011		
		RM'000	RM'000	RM'000	RM'000		
1	Revenue	80,187	69,236	158,006	137,706		
2	Profit before tax	24,733	22,722	51,674	45,846		
3	Profit for the period	20,077	18,255	41,844	36,515		
4	Profit attributable to ordinary equity holders of the parent	20,126	18,132	42,023	36,254		
5	Basic earnings per share (sen)	3.59	3.58	7.69	7.25		
6	Proposed/Declared dividend per share of RM0.25 each (sen)	-	-	-	-		
				AS AT END OF CURRENT QUARTER	AS AT PRECEDING FINANCIAL YEAR END		
7	Net assets per share attributable to ordinary equity holders of the parent (RM)			0.4363	0.3450		

## ADDITIONAL INFORMATION

		INDIVIDU	AL PERIOD	CUMULAT	TIVE PERIOD
		CURRENT YEAR PRECEDING YEAR		CURRENT YEAR	PRECEDING YEAR
		QUARTER	CORRESPONDING	TO DATE	CORRESPONDING
			QUARTER		PERIOD
		30/06/2012	30/06/2011	30/06/2012	30/06/2011
		RM'000	RM'000	RM'000	RM'000
1.	Gross interest income	545	326	545	687
2.	Gross interest expense	(134)	(136)	(277)	(443)

<sup>\*</sup> Restated for the effect of share split from RM0.50 per ordinary share to RM0.25 per ordinary share.



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION At 30 June 2012

At 50 Julie 2012		<b>A</b> 4
	As at	As at
	30 June 2012 (RM'000)	31 Dec 2011
ASSETS	(KW 000)	(RM'000)
NON-CURRENT ASSETS		
Property, plant and equipment	111,270	111,614
Receivables	610	1,233
Intangible assets	27,990	28,041
Other investments	4,587	4,567
Deferred tax assets	2,752	2,771
	147,209	148,226
CURRENT ASSETS		
Inventories	25	28
Receivables	83,627	47,146
Tax refundable	7,601	7,552
Cash and cash equivalents	84,447	87,155
	175,700	141,881
TOTAL ASSETS	322,909	290,107
EQUITY AND LIABILITIES		
EQUITY	165.004	120 (7.4
Share capital	165,824	139,674
Treasury shares	(37,473)	(37,471)
Reserves	149,702	81,556
	278,053	183,759
NON-CONTROLLING INTERESTS	583	762
TOTAL EQUITY	278,636	184,521
LIABILITIES		
NON-CURRENT LIABILITIES		
Long-term borrowings	3,582	4,992
Deferred tax liabilities	4,372	4,322
	7,954	9,314
CURRENT LIABILITIES		
Payables	28,519	37,850
Short-term borrowings	3,523	3,737
Current tax liabilities	4,277	1,422
Dividend payable	-	53,263
	36,319	96,272
TOTAL LIABILITIES	44,273	105,586
TOTAL EQUITY AND LIABILITIES	322,909	290,107

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2011.



# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME for the period ended 30 June 2012 $\,$

	3 months	Current Period 3 months ended 30-June		re Period s ended une
	2012 (RM'000)	2011 (RM'000)	2012 (RM'000)	2011 (RM'000)
Revenue - services	80,187	69,236	158,006	137,706
Cost of services	(20,525)	(16,606)	(38,469)	(32,500)
Gross profit	59,662	52,630	119,537	105,206
Other income	4,142	5,747	8,585	11,562
	63,804	58,377	128,122	116,768
Distribution expenses	(8,637)	(8,048)	(15,986)	(13,605)
Administrative expenses	(13,985)	(12,238)	(27,900)	(26,703)
Other expenses	(16,315)	(15,233)	(32,285)	(30,357)
Finance costs	(134)	(136)	(277)	(443)
Share of profit of associate		-	-	186
Profit before taxation	24,733	22,722	51,674	45,846
Tax - company and subsidiaries	(4,656)	(4,467)	(9,830)	(9,329)
Tax - associate	-	-	-	(2)
Income tax expense	(4,656)	(4,467)	(9,830)	(9,331)
Profit after taxation	20,077	18,255	41,844	36,515
Attributable to :				
Equity holders of the Company	20,126	18,132	42,023	36,254
Non-Controlling interests	(49)	123	(179)	261
•	20,077	18,255	41,844	36,515
			,	0 0,0 00
Other comprehensive income, net of tax				
Available-for-sale financial asset				
- fair value gain	(10)	(242)	20	(268)
Foreign currency translation differences	, ,	, ,		, ,
for foreign operations	1	47	(47)	16
Total comprehensive income				
for the period	20,068	18,060	41,817	36,263
Total comprehensive income,				
attributable to :				
Equity holders of the Company	20,117	17,937	41,996	36,002
Non-Controlling interests	(49)	123	(179)	261
	20.069	10.070	41 017	26.262
	20,068	18,060	41,817	36,263
Earnings per share attributable to equity hole	ders of the Company	y (sen):-		
- Basic	3.59	3.58 *	7.69	7.25
- Fully diluted	3.18	2.75 *	6.78	5.58 *
I uny unucu	3.10	4.13	0.70	3.30

 $<sup>* \</sup>textit{Restated for the effect of share split from RM0.50 per ordinary share to RM0.25 per ordinary share.} \\$ 

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2011.



# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW for the period ended 30 June 2012

	30 June 2012 (RM'000)	30 June 2011 (RM'000)
Cash flows from operating activities Profit before tax Adjustment for:-	51,674	45,846
<ul><li>Non-cash items</li><li>Non-operating items</li></ul>	4,746 (163)	4,819 (1,254)
Operating profit before working capital changes	56,257	49,411
Changes in working capital  - Net change in inventories  - Net change in trade and other receivables  - Net change in trade and other payables	3 (35,858) (9,331)	(1,476) (7,207)
Cash from operations - Net income taxes paid - Interest paid	11,071 (6,955) (277)	40,728 (5,930) (443)
Net cash from operating activities	3,839	34,355
Cash flows from investing activities  - Net cash outflow from acquisition of subsidiaries  - Proceeds from disposal of property, plant and equipment  - Purchase of property, plant and equipment  - Proceeds from disposal quoted shares  - Dividend received  - Interest received	150 (4,689) - 36 545	(58) 61 (4,955) 1,433 - 687
Net cash used in investing activities	(3,958)	(2,832)
Cash flows from financing activities  - Net repayment of borrowings  - Purchase of own shares  - Proceeds from new shares, net of expenses  - Dividends paid	(1,624) (2) 52,300 (53,263)	(11,370) (13,256) 17,350 (43,755)
Net cash used in financing activities	(2,589)	(51,031)
Net decrease in cash and cash equivalents	(2,708)	(19,508)
Cash and cash equivalents at beginning of the period	87,155	78,831
Cash and cash equivalents at end of the period	84,447	59,323

The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2011.



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY for the period ended 30 June 2012

**←** Attributable to Shareholders of the Company

	The state of the s										
	Share Capital RM'000	Share Premium RM'000	Warrant Reserve RM'000	Available-for- sale Financial Assets Reserve RM'000		Retained Profits RM'000	Exchange Translation Reserve RM'000	Treasury Shares RM'000	Total RM'000	Non- Controlling Interests RM'000	Total Equity RM'000
Balance as at 1 January 2012 (as previously reported)	139,674	16,412	4,742	(1,374)	1,927	61,037	(1,188)	(37,471)	183,759	762	184,521
Effects of adopting MFRS	-	-	-	-	(1,927)	535	1,392	-	-	-	-
(as adjusted)	139,674	16,412	4,742	(1,374)	-	61,572	204	(37,471)	183,759	762	184,521
Total comprehensive income for the financial period	-	-	-	20	-	42,023	(47)	-	41,996	(179)	41,817
Issuance of shares from exercise of warrants	26,150	28,765	(2,615)	-	-	-	-	-	52,300	-	52,300
Purchase of own shares	-	-	-	-	-	-	-	(2)	(2)	-	(2)
Balance as at 30 June 2012	165,824	45,177	2,127	(1,354)	-	103,595	157	(37,473)	278,053	583	278,636
Balance as at 1 January 2011 (as previously reported)	125,623	956	6,147	275	1,952	85,716	(1,392)	(16,693)	202,584	899	203,483
Effects of adopting MFRS	-	-	-	-	(1,927)	535	1,392	-	-	-	-
(as adjusted)	125,623	956	6,147	275	25	86,251	-	(16,693)	202,584	899	203,483
Total comprehensive income for the financial period	-	-	-	(268)	-	36,254	16	-	36,002	261	36,263
Issuance of shares from exercise of warrants	8,262	9,088	(826)	-	-	-	-	-	16,524	-	16,524
Purchase of own shares	-	-	-	-	-	-	-	(13,256)	(13,256)	-	(13,256)
Dividends paid	-	-	-	-	-	(43,755)	-	-	(43,755)	-	(43,755)
Balance as at 30 June 2011 (as adjusted)	133,885	10,044	5,321	7	25	78,750	16	(29,949)	198,099	1,160	199,259

The Condensed Consolidated Statement Of Changes In Equity should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2011.



#### Notes to interim financial report

# A. DISCLOSURE REQUIREMENTS AS PER MALAYSIAN FINANCIAL REPORTING STANDARD ("MFRS") 134

#### 1. Basis of preparation

The interim financial report is unaudited and has been prepared in accordance with the reporting requirements of MFRS 134: Interim Financial Reporting and the applicable disclosure provisions of the Listing Requirements of Bursa Malaysia Securities Berhad. For the periods up to and including the year ended 31 December 2011, the Group prepared its financial report in accordance with Financial Reporting Standards (FRSs).

The date of transition to the MFRS framework is 1 January 2011. At that transition date, the Group reviewed its accounting policies and considered the transitional opportunities under MFRS 1. The impact of the transition from FRS to MFRS is described in Note 2 below.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2011. The 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 2011.

#### 2. Significant accounting policies

#### 2.1 Application of MFRS 1

The audited annual financial statements of the Group for the year ended 31 December 2011 were prepared in accordance with FRS. As the requirements under FRS and MFRS are similar, the significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2011 except as discussed below:

#### (i) Property, plant and equipment

Under FRS, the Company measured one of their freehold land and building in Dec 1993 at valuation by the directors using the open market value basis based on a valuation carried out by an independent firm of professional valuers. The surplus arising from the revaluation, net of deferred taxation, has been credited to the revaluation reserve account. The Group has availed itself to the transitional provision when MASB first adopted IAS 16, Property, Plant and Equipment.

Upon transition to MFRSs, the Group elected to adopt the optional exemption to use that previous revaluation as deemed cost under MFRSs. The revaluation reserve was transferred to retained earnings on date of transition to MFRS.



#### (ii) Foreign currency translation reserve

Under FRS, the Group recognised translation differences on foreign operations as a separate component of equity. Cumulative foreign currency translation differences for all foreign operations are deemed to nil as at the date of transition to MFRS.

Accordingly, at the date of transition to MFRS, the cumulative foreign currency translation differences of RM1,392,000 (30 June 2011 - RM1,392,000; 31 December 2011-RM1,392,000) were adjusted to retained earnings.

The reconciliation of equity for comparative periods and of equity at the date of transition reported under FRS to those reported for those periods and at the date of transition under MFRS are provided below:

#### Reconciliation of equity as at 1 January 2011

RM'000	FRS as at 01/01/2011	Reclassifications	MFRS as at 01/01/2011
Equity			
Revaluation reserve	1,952	(1,927)	25
Foreign currency translation reserve	(1,392)	1,392	-
Retained earnings	85,716	535	86,251

#### Reconciliation of equity as at 30 June 2011

RM'000	FRS as at 30/06/2011	Reclassifications	MFRS as at 30/06/2011	
Equity				
Revaluation reserve	1,952	(1,927)	25	
Foreign currency translation reserve	(1,376)	1,392	16	
Retained earnings	78,215	535	78,750	

### Reconciliation of equity as at 31 December 2011

RM'000	FRS as at 31/12/2011	Reclassifications	MFRS as at 31/12/2011
Equity			
Revaluation reserve	1,927	(1,927)	-
Foreign currency translation reserve	(1,188)	1,392	204
Retained earnings	61,037	535	61,572



# 2.2 MFRSs, Amendments to MFRSs and IC Interpretation issued but not yet effective

At the date of authorisation of these interim financial report, the following MFRSs, Amendments to MFRSs and IC Interpretation were issued but not yet effective and have not been applied by the Group:

MFRSs, Amendmen	nts to MFRSs and IC Interpretations	Effective for annual periods beginning on or after
MFRS 9	Financial Instruments (IFRS 9 issued by IASB in November 2009 and October 2010)	1 January 2015
MFRS 10	Consolidated Financial Statements	1 January 2013
MFRS 11	Joint Arrangements	1 January 2013
MFRS 12	Disclosure of Interests in Other Entities	1 January 2013
MFRS 13	Fair Value Measurement	1 January 2013
MFRS 119	Employee Benefits	1 January 2013
MFRS 127	Separate Financial Statements	1 January 2013
MFRS 128	Investments in Associates and Joint Ventures	1 January 2013
Amendments to MFRS 7	Disclosure – Offsetting Financial Assets and Financial Liabilities	1 January 2013
Amendments to MFRS 101	Presentation of Items of Other Comprehensive Income	1 July 2012
Amendments to MFRS 132	Offsetting Financial Assets and Financial Liabilities	1 January 2014
IC Interpretation 20	Stripping Costs in the Production Phase of a Surface Mine	1 January 2013

### 3. Qualification of Audit Report

The audit report of the financial statements of the Group for the year ended 31 December 2011 was not qualified.



#### 4. Seasonal or cyclical factors

Full-time students enrol for courses during certain periods 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 period ended 30 June 2012.

### 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 period ended 30 June 2012.

#### 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 period ended 30 June 2012 except for the following:

	No. of ordinary shares
No. of ordinary shares net of treasury shares	
as at 1 January 2012	532,656,388
Add: Issue of shares from exercise of warrants	104,601,020
	637,257,408
Less: Purchase of Company's own ordinary shares	(1,000)
No. of ordinary shares net of treasury shares	637,256,408

During the previous quarter, the Company:

- (i) Issued 483,600 new ordinary shares pursuant to the exercise of warrants.
- (ii) Repurchased 1,000 of its own ordinary shares from the open market at an average price of RM1.87 per share.

During the current quarter, the Company:

(i) Issued 104,117,420 new ordinary shares pursuant to the exercise of warrants.

The shares repurchased are being held as treasury shares in accordance with Section 67A of the Companies Act 1965. As at 30 June 2012, the total shares bought back, all of which are held as treasury shares, amounted to 26,040,600 shares of RM0.25 each.



### 8. Dividends paid

The Board of Directors declared a second interim single tier dividend of RM0.10 per ordinary share of RM0.25 each in respect of the financial year ended 31 December 2011. This second interim single tier dividend amounting to RM53,263,000 was paid on 6 January 2012.

# 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. Material subsequent events

There are no material subsequent events that have not been reflected in the financial statements for the financial period ended 30 June 2012.

### 11. Changes in composition of the Group

There were no major changes in the composition of the Group during the current quarter ended 30 June 2012.

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

There were no material contingent liabilities or contingent assets of the Group as at 30 June 2012.

#### 13. Capital Commitment

There were no material capital commitments approved and contracted for as at 30 June 2012 except for the balance of 90% of the purchase consideration amounting to RM47.1 million for the purchase of the land as referred to in Section B item no 7(ii).



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

#### 1. Review of performance

For the period ended 30 June 2012, the Group achieved a revenue of RM158.0 million and a profit before taxation of RM51.7 million, an improvement of 14.7% and 12.7% respectively, as compared to the corresponding period in 2011.

The Group achieved higher profit before taxation as compared to the previous financial period mainly due to the following:

- a) Increase in both local and overseas student enrolments; and
- b) Launch of new courses from overseas partner universities as well as SEGi University College's own homegrown programmes.

### 2. Variation of results against preceding quarter

The Group recorded a profit before taxation of RM24.7 million for the quarter under review compared to RM26.9 million in the preceding quarter.

#### 3. Prospects for 2012

The prospects of the Group remains positive as the Group continues to introduce niche programmes and grow enrolments from the local and international markets. It is also implementing new educational and training initiatives to increase its revenue base and widen its income streams.

#### 4. Profit forecast

Not applicable.



# 5. Notes to the Consolidated Statement of Comprehensive Income

Profit before taxation is arrived at after charging/(crediting):

	Current	Comparative		
	Quarter	Quarter	Cumulative	Cumulative
	Ended	Ended	to-date	to-date
	30/06/2012	30/06/2011	30/06/2012	30/06/2011
	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Amortisation of development costs	26	124	51	143
Depreciation expense	2,427	2,229	4,810	4,365
Interest income	(261)	(326)	(545)	(687)
Gain on foreign exchange	(5)	(560)	(20)	(563)
Gain on disposal of quoted or				
unquoted investment	-	(141)	-	(141)

# 6. Tax Expenses

	Current quarter ended	Cumulative period ended
	30 June 2012	30 June 2012
	(RM'000)	(RM'000)
Current tax expense		
- current	4,374	9,723
- prior year	-	-
	4,374	9,723
Deferred tax		
expense/(benefits)		
- current	282	107
- prior year	-	
	282	107
Total	4,656	9,830



### 7. Status of corporate proposal announced

- (i) On 25 April 2012, the Company ("SEGi") announced that it had received a Notice of Unconditional Take-Over Offer from RHB Investment Bank Berhad, on behalf of Pinnacle Heritage Solutions Sdn Bhd (the "Offeror") in respect of the Offeror's obligation to undertake a take-over offer (the "Offer") to acquire the following:
  - a) all the remaining ordinary shares of RM0.25 each in SEGi ("SEGi Share(s)")(excluding all the treasury shares held by SEGi) not already owned by the Offeror and the persons acting in concert ("PAC") with the Offeror ("Offer Shares");
  - b) all the new SEGi Shares which may be issued prior to the closing of the Offer arising from the exercise of the outstanding 2010/2015 warrants ("Warrants"); and
  - c) all the outstanding Warrants not already owned by the Offeror and the PAC with the Offeror ("Offer Warrants"),

for a cash offer price of RM1.714 per Offer Share and RM1.214 per Offer Warrant.

The Offer document was issued on 16 May 2012 and the Offer closed on 20 June 2012.

(ii) On 26 June 2012, the Company announced that SEGi Land (M) Sdn Bhd, a wholly-owned subsidiary, has entered into a conditional sale and purchase agreement ("SPA") with Bandar Setia Alam Sdn Bhd, a wholly-owned subsidiary of SP Setia Berhad to acquire a parcel of vacant freehold commercial development land, measuring approximately 12 acres in Bukit Raja, Selangor, for a total purchase consideration of RM52.3 million.

The completion of the SPA is pending the approval of the shareholders at a forthcoming extraordinary general meeting.



# 8. Borrowing and debt securities

The Group's borrowings as at 30 June 2012 are as follows:

	(RM'000)
Current	3,523
Non-current	3,582
	7,105

The above borrowings are secured and denominated in Ringgit Malaysia.

# 9. Changes in material litigation

There were no pending material litigations as at 27 July 2012.

### 10. Dividends

No interim dividend has been declared for the financial period under review.

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# 11. Retained Profits

The breakdown of retained profits of the Group as at reporting date, into realised and unrealised is as follows:

	Current quarter ended 30 June 2012 (RM'000)	Cumulative period ended 30 June 2012 (RM'000)
Retained profits of the Group		
- realised - unrealised	20,579 (232) 20,347	101,093 (1,519) 99,574
Share of retained profits from associates - realised - unrealised	- - -	- - -
Total before consolidation adjustments - realised - unrealised	20,579 (232) 20,347	101,093 (1,519) 99,574
Add: consolidation adjustments	(221)	4,021
Total retained profits as per consolidated accounts	20,126	103,595



# 12. Earnings per share

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

# Basic earnings per share

	Current Quarter Ended 30/06/2012 (RM'000)	Comparative Quarter Ended 30/06/2011 (RM'000)	Cumulative to-date 30/06/2012 (RM'000)	Cumulative to-date 30/06/2011 (RM'000)
Earnings	20.055	10.055	44.044	0 - 7 - 7
Profit after taxation  Amount attributable to non-	20,077	18,255	41,844	36,515
controlling interests	49	(123)	179	(261)
Profit after taxation attributable to the equity holders of the		` /		
Company	20,126	18,132	42,023	36,254
As previously reported:  Weighted average number of ordinary shares as previously reported ('000)  Basic earnings per share as	<del>-</del>	253,742	-	250,101
previously reported (sen)	-	7.15	-	14.50
Weighted average number of ordinary shares, adjusted for share split ('000)	560,055	507,484	546,569	500,202
Basic earnings per share, adjusted for share split (sen)	3.59	3.58	7.69	7.25



# Diluted earnings per share

Earnings	Current Quarter Ended 30/06/2012 (RM'000)	Comparative Quarter Ended 30/06/2011 (RM'000)	Cumulative to-date 30/06/2012 (RM'000)	Cumulative to-date 30/06/2011 (RM'000)
Profit after taxation Amount attributable to non-	20,077	18,255	41,844	36,515
controlling interests	49	(123)	179	(261)
Profit after taxation attributable to the equity holders of the Company	20,126	18,132	42,023	36,254
As previously reported:				
Weighted average number of ordinary shares ('000) Effect of dilution ('000)	-	253,742	-	250,101
- Warrants	-	76,690	-	75,156
Adjusted weighted average number of ordinary shares ('000)	-	330,433	-	325,257
Diluted earnings per share as previously reported (sen)	-	5.49	-	11.15
Weighted average number of				
ordinary shares, adjusted for share split ('000) Effect of dilution ('000)	560,055	507,484	546,569	500,202
- Warrants	72,962	153,380	73,140	150,312
Adjusted weighted average number of ordinary shares ('000)	633,016	660,864	619,709	650,514
Diluted earnings per share, adjusted for share split (sen)	3.18	2.75	6.78	5.58

# 13. Comparative Figures

Comparative figures, where applicable, have been modified to conform to the current quarter presentation.